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Draft Red Herring Prospectus
Dated: September 30, 2026
Please read section 26 & 32 of the Companies Act, 2013
This Draft Red Herring Prospectus will be updated upon filing with RoC
100% Book Built Issue

LGC ENGINEERING LIMITED

CIN: U24319KA2024PLC187437

Registered Office	Corporate Office	Contact Person	Telephone No. and Email	Website
No.1264, 1st main, 1st stage, Hebbal Layout, Mysore, Mysore, Karnataka, India, 570016	Plot No. 45A, Tubinakere Industrial Area, Yelechakanahalli, Mandya, Mandya,Karnataka, India, 571402	**Mrs. Kanthanahalli Parvati Ramachandra** Company Secretary & Compliance Officer	**Email**: cs@lgcengg.in **Tel No:** +91 9845261433	www.lgceng.com

NAME OF THE PROMOTERS OF THE COMPANY

(I) MR. ARJUN KRISHNA SHASTRY, (II) MRS. DEEPIKA GERTY LAXMI AND (III) MRS. GEETHA KRISHNA

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDER

Type	Fresh Issue Size	OFS Size*	Total Issue Size	Eligibility – 229(1) / 229(2), 253(1) & (2)/(3) Share Reservation amount QIB, NII & RII
Fresh Issue & Offer for Sale	Up to 19,72,000 Equity Shares aggregating to ₹ [●] Lakhs	Up to 3,50,000 Equity Shares aggregating to ₹ [●] Lakhs	**Up to 23,22,000 Equity Shares aggregating to ₹ [●] Lakhs**	The Issue is being made pursuant to Regulation 229(1) (as the Company's post issue paid-up capital would be less than ₹ 10.00 Crores (Rupees Ten Crores)) and Reg 253(1) & (2) of the SEBI ICDR Regulations, 2018 as amended from time to time. For details of Share reservation among QIBs, NIIs and IIs, see "Issue Structure" beginning on page 245 of Draft Red Herring Prospectus.

**OFS: Offer for Sale*

DETAILS OF OFFER FOR SALE BY THE PROMOTERS/SELLING SHAREHOLDERS AND THEIR RESPECTIVE WEIGHTED AVERAGE COST OF ACQUISITION

Name	Type	No. of shares offered/ Amount in ₹	WACA* in ₹ per Equity Shares
Arjun Krishna Shastry	Promoter Selling shareholder	Up to 3,50,000 Equity shares aggregating to ₹ [●] Lakhs	₹ 10.00

**As Certified by M/s Subek Agarwal & Associates, Chartered Accountants by their certificate dated September 30, 2026.*
WACA: Weighted Average Cost of Acquisition on fully diluted basis.

RISKS IN RELATION TO THE FIRST ISSUE

This being the initial public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹ 10/- each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page 93 or in case where, Price Band is not disclosed otherwise, will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper, Kannada being the regional language of Mysore, Karnataka where our registered office is located) at least two working days prior to the Bid / Issue Opening Date, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 19 of this Draft Red Herring Prospectus.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, 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.

LISTING

The Equity Shares of our company issued through this Draft Red Herring Prospectus are proposed to be listed on the **SME Platform of BSE Limited ("BSE SME")**. For the purpose of this Issue, **BSE Limited ("BSE")** is the **Designated Stock Exchange.**

BOOK RUNNING LEAD MANAGER (BRLM) TO THE ISSUE

NAME OF THE BRLM AND LOGO	CONTACT PERSON	E-MAIL & TELEPHONE
FINSHORE Creating Enterprise Managing Values **FINSHORE MANAGEMENT SERVICES LIMITED**	S. Ramakrishna Iyengar	**Email:** info@finshoregroup.com **Telephone:** 033 – 2289 5101 / 4603 2561

REGISTRAR TO THE ISSUE

NAME AND LOGO	CONTACT PERSON	E-MAIL & TELEPHONE
CAMEO **CAMEO CORPORATE SERVICES LIMITED**	Ms. K. Sreepriya	**Email:** priya@cameoindia.com **Telephone:** +91-44-40020700 / 28460390

ISSUE PROGRAMME

ANCHOR INVESTOR BID /OFFER PERIOD OPENS ON	[●]*	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 Bidding Date shall be one (1) Working Day prior to the Bid/ Issue Opening Date.*
***Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs One (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

Draft Red Herring Prospectus
Dated: September 30, 2026
Please read section 26 & 32 of the Companies Act, 2013
This Draft Red Herring Prospectus will be updated upon filing with RoC
100% Book Built Issue

LGC ENGINEERING LIMITED

Our Company was originally formed as a Partnership firm in the name of ***"LGC ENGINEERING"*** on October 15, 2012 and was registered with the Registrar of Firms, Karnataka dated January 11, 2013 under the provisions of Indian Partnership Act, 1932 bearing Firm registration number as MYS-F310-2012-13. Subsequently, our firm was converted into Public Limited Company under the provisions of Companies Act, 2013 as ***"LGC ENGINEERING LIMITED"*** vide a Certificate of Incorporation consequent upon conversion from Partnership Firm to Public Company dated April 15, 2024 bearing Corporate Identification Number U24319KA2024PLC187437 issued by Registrar of Companies – Central Registration Centre. For further details of change in name and registered office of our company, please refer to section titled ***"Our History and Certain Corporate Matters"*** beginning on page no 160 of the Draft Red Herring Prospectus.

Registered Office: No.1264, 1st main, 1st stage, Hebbal Layout, Mysore, Mysore, Karnataka, India, 570016
Corporate Office: Plot No. 45A, Tubinakere Industrial Area, Yelechakanahalli, Mandya, Mandya,Karnataka, India, 571402
Tel No: +91 9845261433; **Contact Person:** Mrs. Kanthanahalli Parvati Ramachandra, Company Secretary & Compliance Officer;
Website: www.lgceng.com; **E-Mail ID:** cs@lgcengg.in; **CIN**: U24319KA2024PLC187437

OUR PROMOTERS: (I) MR. ARJUN KRISHNA SHASTRY; (II) MRS. DEEPIKA GERTY LAXMI AND (III) MRS. GEETHA KRISHNA

THE ISSUE

INITIAL PUBLIC OFFER OF 23,22,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF LGC ENGINEERING LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), COMPRISING A FRESH ISSUE OF 19,72,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF 3,50,000 EQUITY SHARES BY MR. ARJUN KRISHNA SHASTRY ("THE PROMOTER SELLING SHAREHOLDER" OR "SELLING SHAREHOLDER") AGGREGATING TO ₹ [●] LAKHS ("OFFER FOR SALE") OUT OF THE OFFER 1,18,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 22,04,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF [●] PER EQUITY SHARE, AGGREGATING TO ₹ [●] LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 36.16% AND 34.33% RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND KANNADA EDITION OF [●] REGIONAL NEWSPAPER WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE LIMITED ("BSE SME ") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 234 OF THIS DRAFT RED HERRING PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10/- EACH AND THE FLOOR PRICE AND CAP PRICE ARE [●] TIMES AND [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of 1 (One) Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to BSE, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 (1) & (2) of the SEBI (ICDR) Regulations, 2018, as amended, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"). Up to 60% of the QIB Portion may be allocated to Anchor Investors, on a discretionary basis, by the Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs:, and (c) any 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 Investors; and not less than 35% of the Net Issue shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter titled "Issue Procedure" on page 251 of this Draft Red Herring Prospectus.

ELIGIBLE INVESTORS

All potential investors shall participate in the Issue through ASBA process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, please refer to chapter titled "Issue Procedure" on page 251 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹ 10/-. The Floor Price, Cap Price and Issue Price determined by our Company in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under the chapter titled "Basis for the Issue Price" beginning on page 93 of this Draft Red Herring Prospectus should not be considered to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 19 of this Draft Red Herring Prospectus.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the 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.

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the **SME Platform of BSE Limited ("BSE SME")** in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received "In-Principle" approval letter dated [●] from BSE for using its name in the Offer document for the listing of our Equity Shares on the **BSE SME**. For the purpose of this offer, the **Designated Stock Exchange** will be the **BSE Limited ("BSE").**

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FINSHORE MANAGEMENT SERVICES LIMITED **Address:** Anandlok Building, Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India **Telephone No.:** 033 – 2289 5101 / 4603 2561 **Email:** info@finshoregroup.com **Website:** www.finshoregroup.com **Investor Grievance Email ID**: investors@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration Number:** INM000012185 **CIN:** U74900WB2011PLC169377	**CAMEO CORPORATE SERVICES LIMITED** **Address:** "Subramanian Building", No. 1, Club House Road, Chennai - 600 002, India **Telephone No.:** +91-44-40020700 / 28460390 **Email:** priya@cameoindia.com **Website:** www.cameoindia.com **Investor Grievance Email ID:** investor@cameoindia.com **Contact Person:** Ms. K. Sreepriya **SEBI Registration Number:** INR000003753 **CIN:** U67120TN1998PLC041613

ISSUE PROGRAMME

ANCHOR INVESTOR BID /OFFER PERIOD OPENS ON	[●]*	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 Bidding Date shall be one (1) Working Day prior to the Bid/ Issue Opening Date.*
***Our Company may in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs One (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

SECTION I: GENERAL **2**
DEFINITIONS AND ABBREVIATIONS *2*
CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION *16*
FORWARD-LOOKING STATEMENTS *18*
SECTION II: RISK FACTORS **19**
SECTION III: INTRODUCTION **46**
ISSUE DETAILS IN BRIEF *46*
SUMMARY OF FINANCIAL INFORMATION *49*
SUMMARY OF CONTINGENT LIABILITIES *52*
SUMMARY OF RELATED PARTY TRANSACTIONS *53*
GENERAL INFORMATION *54*
CAPITAL STRUCTURE *68*
OBJECTS OF THE ISSUE *82*
BASIS FOR OFFER PRICE *93*
STATEMENT OF POSSIBLE TAX BENEFITS *100*
SECTION IV: ABOUT THE COMPANY **104**
INDUSTRY OVERVIEW *104*
OUR BUSINESS *120*
KEY INDUSTRY REGULATIONS AND POLICIES *146*
OUR HISTORY AND CORPORATE STRUCTURE *160*
OUR MANAGEMENT *165*
OUR PROMOTERS AND PROMOTER GROUP *184*
DIVIDEND POLICY *192*
SECTION V: FINANCIAL INFORMATION OF THE COMPANY **193**
RESTATED FINANCIAL STATEMENT *193*
STATEMENT OF FINANCIAL INDEBTEDNESS *194*
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS *197*
SECTION VI: LEGAL AND OTHER INFORMATION **209**
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS *209*
GOVERNMENT AND OTHER APPROVALS *213*
GROUP COMPANIES OF OUR COMPANY *217*
OTHER REGULATORY AND STATUTORY DISCLOSURES *218*
SECTION VII: OFFERING RELATED INFORMATION **234**
TERMS OF THE ISSUE *234*
ISSUE STRUCTURE *245*
ISSUE PROCEDURE *251*
RESTRICTIONS OF FOREIGN OWNERSHIP OF INDIAN SECURITIES *283*
SECTION VIII: PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY **284**
SECTION IX: OTHER INFORMATION **297**
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION *297*
DECLARATION *299*

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

General Terms

TERMS	DESCRIPTIONS
"LGC Engineering Limited", "LGC Engineering", "LGC", "The Company", "Our Company", "Issuer Company" or "Issuer"	Unless the context otherwise indicates or implies, refers to our Company (including the Erstwhile Partnership Firm) as LGC Engineering Limited, a company incorporated under the Companies Act, 2013, having its registered office at *No.1264, 1st main, 1st stage, Hebbal Layout, Mysore, Karnataka, India, 570016* and its manufacturing unit and corporate office at *Plot No-45A, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402.*
"we", "our" or "us"	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies.
Our Promoters or Promoters of the Company	The promoters of our company being ***Mr. Arjun Krishna Shastry, Mrs. Deepika Gerty Laxmi and Mrs. Geetha Krishna.***
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled "Our Promoters and Promoter Group".

Issue Related Terms

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of having accepted the Bid cum Application Form.
Allot/Allotment of/ Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Bidders and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale, as the case may be, to the successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Bidder(s) to whom the Equity Shares are being/have been issued/allotted.
Bidder/Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and who has Bid for an amount of at least Rs. 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Book Running Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Book Running Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Draft Red Herring Prospectus/ 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.

TERMS	DESCRIPTIONS
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application/Bid	An indication to make an offer during the Issue Period by an Bidder, pursuant to submission of Bid cum Application Form, to subscribe for or purchase our Equity Shares at the Offer Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application/Bid Amount	The number of Equity Shares applied for and as indicated in the Bid cum Application Form multiplied by the price per Equity Share payable by the Bidders on submission of the Bid cum Application Form.
Bid cum Application Form/Bid Form	The form in terms of which a Bidder shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Bid cum Application Form which is linked from Bank Account of the investor.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Bidders for blocking the Bid Amount mentioned in the ASBA Form.
ASBA Bidder(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Red Herring Prospectus.
ASBA Forms	A Bid cum Application Form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Bid cum Application Forms used by the Bidders applying through the ASBA process and a list of which is available on 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.
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being **"[●]".**
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Selling Shareholder, Book Running Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, as described in the Section titled, ***"Issue Procedure, - Basis of Allotment"*** beginning on page no. 251 of this Draft Red Herring Prospectus.
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 Book Running Book Running Lead Manager/BRLM	Means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the Book Running Book Running Lead Manager(s) appointed by the issuer shall act as the Book Running Book Running Lead Manager(s) for the purposes of book building. Book Running Book Running Lead Manager to the Issue, in this case being ***"M/s. Finshore Management Services Limited"***

TERMS	DESCRIPTIONS
Bid	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares of face value of ₹10.00/- each fully paid-up at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations, 2018 and in terms of the Draft Red Herring Prospectus and the relevant Bid cum 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 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 Individual Bidder and mentioned in the Bid cum 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 Bid cum Application Form	Anchor Investor Bid cum Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares of face value of ₹10.00/- each fully paid-up and in multiples of [●] Equity Shares of face value of ₹10.00/- each fully paid-up thereafter.
Bid/Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI (ICDR) Regulations and the terms of the Draft Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of 3 Working Days for all categories of Bidders. Our Company in consultation with the Book Running Book Running Book Running Lead Manager may consider closing the Bid/Offer Period for the QIB Portion 1 (one) Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI (ICDR) Regulations. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the Book Running Book Running Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of 1 Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in English national newspaper edition (a widely circulated English National Daily Newspaper), Hindi national newspaper (a widely circulated Hindi National Daily Newspaper) and one regional language newspaper with wide circulation where our registered office is located, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bidder/Investor/Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Draft Red Herring Prospectus and the Bid cum Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Bidders can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE i.e., www.bseindia.com.
Broker to the Issue	All recognized members of the stock exchange of BSE would be eligible to act as the Broker to the Issue.
BSE	BSE Limited
BSE Limited	SME Platform of BSE Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, and shall not be more than 120% of the Floor Price.
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.

TERMS	DESCRIPTIONS
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Bidders with the Book Running Book Running Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Cut Off Price	The Offer Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e., www.bseindia.com.
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Draft Red Herring Prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e., www.bseindia.com.
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated **September 30, 2026** issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.

TERMS	DESCRIPTIONS
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fresh Offer	The Issue of up to **23,22,000*** Equity Shares of face value of Rs 10/- each aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 19,72,000 equity shares of Rs. 10/- each by our Company and an offer for sale of up to 3,50,000 equity shares of Rs. 10/- each by Promoter Selling Shareholder, Mr. Arjun Krishna Shastry for subscription pursuant to the terms of the Draft Red Herring Prospectus. **Subject to basis of finalization of Basis of Allotment*
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time.
GIR Number	General Index Registry Number.
Individual Bidders / Individual Bidders / Non-Institutional Bidders	Individual Bidders, submitting Bids, who applies for minimum application size of two lots per application. Provided that the minimum application size shall be above ₹ 2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Bidder(s) or Individual Investor(s)	Individual Bidders, who have Bid for the Equity Shares for an amount of more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs).
Individual Investor Portion	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares of face value of ₹10/ each, available for allocation to Individual Bidders
IPO	Initial Public Offering
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of up to **23,22,000** Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs by our Company, in terms of this draft red herring prospectus.
Issue Agreement	The Issue Agreement dated September 26, 2026 between our Company, Promoter Selling Shareholder and Book Running Book Running Lead Manager.
Issue Closing Date	[●], i.e., the date on which Issue Closes for Subscription.
Issue Opening Date	[●], i.e., the date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus which 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 Draft Red Herring Prospectus/ Red Herring 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, on the Pricing Date, in accordance with the Book Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.

TERMS	DESCRIPTIONS
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled ***"Objects of the Issue"*** beginning on page no. 82 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being **"[●]"** who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated **[●]** between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to 1,18,000 Equity Shares of ₹ 10/- each fully paid-up of our Company for cash at a price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs only.
Minimum Application Size	Minimum Application Size shall be two lots per application: Provided that the minimum application size shall be above ₹ 2 lakhs.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 22,04,000 Equity Shares of face value ₹ 10/- each for cash at an Offer Price of ₹ [●]/- per Equity Share (the "Offer Price"), aggregating to ₹ [●] Lakhs Only.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares allocated to the Anchor Investors.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non-Institutional Investors or NIIs	All Bidders, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
OFS/Offer for Sale/Offered Shares	Offer of up to **3,50,000** Equity shares of face value of ₹ 10/- each for cash at a price of **[●]** per Equity Share aggregating to **[●]** being offered for sale by the Promoter Selling Shareholder, Mr. Arjun Krishna Shastry in the offer.
Other Investor	Investors other than Individual Investors. These include individual Bidders other than individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. ***OCBs are not allowed to invest in this Issue***.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/Offer Opening Date.
Promoter Selling Shareholders	Shall mean Selling Shareholder of our Company i.e., ***Mr. Arjun Krishna Shastry.***
Prospectus	The Prospectus dated [●] registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.

TERMS	DESCRIPTIONS
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus	The Red Herring Prospectus dated [●] registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Banker/Bank(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of SEBI ICDR Master Circular.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue in our case being ***"M/s Cameo Corporate Services Limited".***
Registrar Agreement	The agreement dated September 09, 2026 entered between our Company, Promoter (Selling Shareholder) and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Application Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.
Share Escrow Agent	The Share Escrow Agent appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The agreement dated [●], entered into between 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 the Basis of Allotment.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.
SME Exchange	"SME exchange" means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board.
Specified Locations	Collection Centres where the SCSBs shall accept Bid cum Application Forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer 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 individual investors into the UPI.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Offer.
Syndicate ASBA Bidding Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.

TERMS	DESCRIPTIONS
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST)Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Bidders, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 , SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular 2024) and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Banks to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues.
UPI PIN	Password to authenticate UPI transaction
Underwriters	M/s Finshore Management Services Limited
Underwriting Agreement	The Underwriting Agreement dated [●] entered into between our Company, Selling Shareholder and the Underwriter.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Working Days	Working day" means all days on which commercial banks in Mumbai are open for business. In respect of issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.

Issuer and Industry Related Terms

TERMS	DESCRIPTIONS
"Articles" or "Articles of Association" or "AOA"	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus.
"Board of Director(s)" or "the/our Board"	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
"CFO" or Chief Financial Officer	The Chief Financial Officer of our company being ***"Mr. Ballagere Shankara Murthy Prasanna Murthy."***
CIN	Corporate Identification Number
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being ***"Mrs. Kanthanahalli Parvati Ramachandra".***
Corporate Office	Plot No-45A, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402.
CSR	Corporate Social Responsibility
CSR Committee	Corporate Social Responsibility Committee constituted in accordance of the Companies Act, 2013.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified.
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of **₹10/-** each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India.
Financial Year 24-25/ FY 24-25/Fiscal 24-25	Figures for Financial Year 2024-25 represent the combined figures of the erstwhile partnership firm for the period from April 01, 2024 to June 06, 2024 and of our Company for the period from June 07, 2024 to March 31, 2025.
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in "Our Group Companies".
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act,1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being ***"INE16QE01013".***
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled ***"Our Management"*** beginning on page no. 165 of this Draft Red Herring Prospectus.
MD	Managing Director
Manufacturing Unit	Plot No-45A, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations.
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.

TERMS	DESCRIPTIONS
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000.
Peer Review/Statutory Auditor	The Statutory Auditors of our Company having a valid Peer Review certificate in our case being *"**M/s Subek Agarwal & Associates"***, having office at 2877/14, New No. K-13, 3rd Floor, JLB Road, Chamundipuram, K R Mohalla, Mysore- 570004.
Promoters	Shall mean promoters of our Company as mentioned in this Draft Red Herring Prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled ***"Our Promoter and Promoter Group"*** beginning on page no. 184 of this Draft Red Herring Prospectus.
Registered Office	No.1264, 1st main, 1st stage, Hebbal Layout, Mysore - 570016, Karnataka, India.
Restated Financial Statement	Audited Financial Statements for the financial years ended on March 31, 2026, March 31, 2025, and March 31, 2024, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Bangalore.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Senior Management	Senior Management means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer to section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole-Time Director
Stakeholders Relationship Committee	Stakeholder's relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus.
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

Conventional and General Terms

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.

TERMS	DESCRIPTIONS
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	"Fugitive economic offender" shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Draft Red Herring Prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Master Circular	SEBI Master Circular no. HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI RTA Master Circular	SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.

TERMS	DESCRIPTIONS
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

Technical and Industry Related terms

TERMS	DESCRIPTIONS
BPM	Business Process Management
B2B	Business-to-business
B2C	Business-to-consumer
BTL	Below-the-line
BU	Billion Units
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CF	Cold-Finished
CR	Cold-Rolled
CSO	Central Statistics Office's
DGGI	Director General of Goods & Services Tax Intelligence
DIIT	Department for Promotion of Industry and Internal Trade.
DPIIT	Department for Promotion Industry and Internal Trade
DPR	Detailed Project Report
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
HR	Hot-Rolled
HSLA	High Strength, Low Alloy Steel
HSS	Hollow Structural Sections
IDDB	Independent Director's Databank
IICA	Indian Institute of Corporate Affairs
IBEF	India Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MS	Mild Steel
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
MTPA	Metric Tonne Per Annum
NH	National Highway
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Public Sector Undertaking
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
R & D	Research and Development
SED	Strategic Engineering Division

TERMS	DESCRIPTIONS
SEZ	Special Economic Zone
SMB	Server Message Block
SS	Stainless Steel
TFA	Trade Facilitation Agreement
UPS	Uninterrupted Power Supply
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

Abbreviations

TERMS	DESCRIPTIONS
₹ or Rs. or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2016 & 2020, as amended
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation.
EBITD	Earnings before Interest, Tax and Depreciation
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign Direct Investment.
FIFP	Foreign Investment Facilitation Portal.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 2025, as amended.
JV	Joint Venture.
KPI	Key Performance Indicators
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.

TERMS	DESCRIPTIONS
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.
kW	Kilowatt
kVA	Kilovolt-Ampere
kWp	Kilowatt-peak

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Depositories Act and the rules and regulations made thereunder.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION

CERTAIN CONVENTIONS

Unless otherwise specified or the context otherwise requires, all references to "India" in this Draft Red Herring Prospectus are to the Republic of India.

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

In this Draft Red Herring Prospectus, the terms "the Company", "our Company", "Issuer", "Issuer Company", " LGC Engineering", "LGC" and "LGC Engineering Limited" unless the context otherwise indicates or implies, refers to ***" LGC Engineering Limited"***.

In this Draft Red Herring Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

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

FINANCIAL DATA

Unless stated otherwise, the financial information in this Draft Red Herring Prospectus are extracted from the restated Financial Statements of our Company for the financial Years ended on 31st March, 2026, 31st March 2025, and 31st March 2024, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ***"Restated Financial Statements"*** beginning on page no 193 of this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. 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 decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in the Sections titled ***"Risk Factors"***, ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page no. 19, 120, and 197 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Draft Red Herring Prospectus.

CURRENCY AND UNITS OF PRESENTATION

All references to "Rupees", "Rs.", "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "£" or "GBP" are to Great Britain Pound, the official currency of the United Kingdom. All references to "$", "US$", "USD", "U.S. $" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "Lakh" units. One lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, neither we nor the Book Running Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled ***"Risk Factors"*** beginning on page no. 19 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

EXCHANGE RATES

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

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

Currency#	As on March 30, 2026*	As on March 28, 2025**	As on March 28, 2024**
1 USD	94.65	85.58	83.37

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.
Source: www.fbil.org.in
**Data for March 31, for the year 2026 is not available.*
***Data for March 29, March 30, and March 31, for the years 2024 and 2025 are not available.*

FORWARD-LOOKING STATEMENTS

The Company has included statements in this Draft Red Herring Prospectus which contain words or phrases such as "may", "will", "aim", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "seek to", "future", "objective", "goal", "project", "should", "potential" and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled ***"Risk Factors"***; ***"Industry Overview"***; ***"Our Business"***; and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"***; beginning on page no. 19, 104, 120 and 197, respectively, of this Draft Red Herring Prospectus.

The forward-looking statements contained in this Draft Red Herring Prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

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

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability;
- The performance of the financial markets in India and globally; and
- Global distress due to pandemic, war or by any other reason.

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. Our Company, Promoter Selling Shareholder and the Book Running Lead Manager, or their respective affiliates do not have any obligation to, and do not intend 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 SEBI requirements, our Company, Selling Shareholder and the Book Running Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Draft Red Herring Prospectus until the Equity Shares are allotted to the investors.

SECTION II: RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, ***Our Business,*** *and* ***Management's Discussion and Analysis of Financial Condition and Results of Operations*** *beginning on page no. 120 and 197 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.*

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

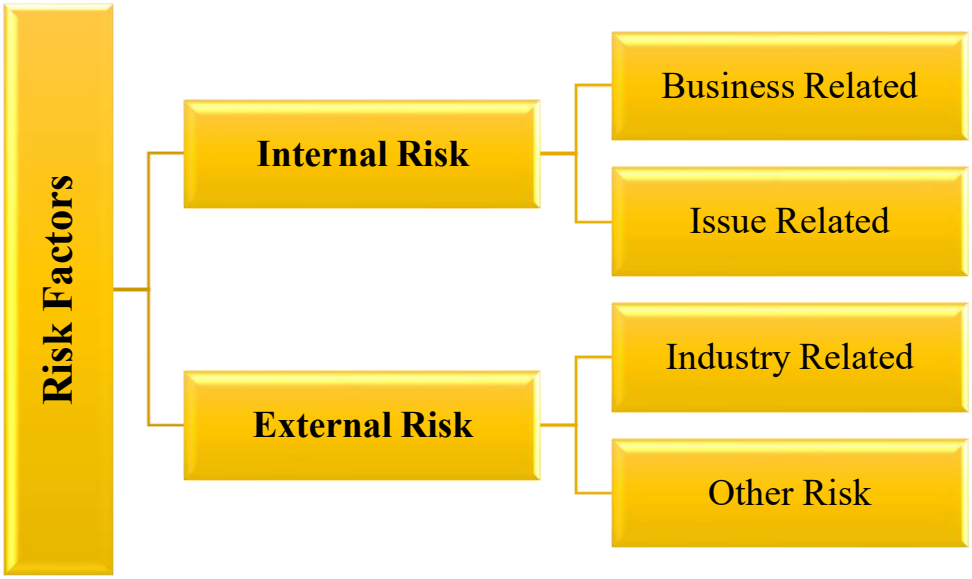
This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*



INTERNAL RISK FACTORS

A. Business Related Risks

1. Our Company, Promoter and Director are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, result of operations and financial conditions.

Our Company, Directors and Promoters are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Directors and Promoters as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)*
Company							
By the Company	-	-	-	-	-	-	-
Against the Company	-	01	-	-	-	-	2.49
Promoters/Directors							
By the Promoters/Directors	-	-	-	-	-	-	-
Against Promoters/Directors	-	03	-	-	-	-	0.41
KMPs / SMPs	-	-	-	-	-	-	-
By the KMPs / SMPs	-	-	-	-	-	-	-
Against KMPs / SMPs	01	-	-	-	-	-	Unascertainable
Group Companies							
By the Group Companies	#N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Against the Group Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

** to the extent quantifiable*
#Not Applicable
Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter ***"Outstanding Litigation and Material Development"*** beginning from page no. 209 of this Draft Red Herring Prospectus. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors & Promoters which the Company may not be aware of as on the date of this Draft Red Herring Prospectus.

There can be no assurance that these litigations will be decided in favour of our Company, Directors, Promoters and Group Companies, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations. For the details of the cases please refer the chapter titled ***"Outstanding Litigations and Material Developments"*** beginning from page no. 209 of this Draft Red Herring Prospectus.

2. We are dependent on the performance of the Automotive, Defence, Electrical, General Engineering, Infrastructure and Earth Moving, Medical, Oil and Gas, Railway sector in India, any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations and financial condition.

Our company is involved in diverse industries such as Automotive, Defence, Electrical, General Engineering, Infrastructure and Earth Moving, Medical, Oil and Gas, Railway. In the event of a decline in demand within any of these sectors or if developments arise that render the sale of components in the Indian market less economically advantageous, our business may be more significantly impacted. In the event of a decrease in demand of said sectors, or any developments that make the sale of components in the said market in India less economically beneficial, we may experience more pronounced effects on our business, results of operations and financial condition than if we had further diversified our portfolio across different segments of the Automotive, Defence, Electrical, General Engineering, Infrastructure and Earth Moving, Medical, Oil and Gas, Railway sector market. These and other factors may negatively contribute to changes in the prices of and demand for our products in India and may adversely affect our business, results of operations and financial condition. For further details of our Business, please refer chapter titled ***"Our Business"*** beginning on Page 120 of Draft Red Herring Prospectus.

3. ***We depend on third parties for the supply of raw materials and delivery of products and such providers could fail to meet their obligations, which may have a material adverse effect on our business, results of operations and financial condition.***

We are dependent on third party suppliers for our raw materials. Discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. This dependence may also adversely affect the availability of key materials at reasonable prices thus affecting our margins and may have an adverse effect on our business, results of operations and financial condition. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for some of our key products and to deliver such products to our customers in timely fashion, which would adversely affect our sales, margins and customer relations. We cannot assure you that a particular supplier will continue to supply the required components or raw materials to us in the future. Any change in the supplying pattern of our raw materials can adversely affect our business and profits.

We use third parties Transportation for the supply of our raw materials and delivery of our products. Transportation strikes or any kind of disruption in transportation could have an adverse effect on our supplies and deliveries to and from our manufacturing facility on a timely and cost-efficient basis. An increase in freight costs or the unavailability of adequate port and shipping infrastructure for transportation of our products to our markets may have an adverse effect on our business and results of operations.

4. ***Our failure to identify and respond to evolving industry trends and customer requirements, including the development of new products and process improvements, may materially and adversely affect our business, financial condition and results of operations.***

Changes in customer preferences, industry requirements, regulatory standards or competitive technologies may render certain of our products less competitive or reduce demand for them. Our ability to anticipate changes in technology, customer specifications and industry requirements, and to develop new products or improve existing products and manufacturing processes in a timely manner, is an important factor in maintaining our competitive position. However, there can be no assurance that we will be able to acquire the necessary technical knowledge, expertise or resources required to develop and enhance our product portfolio.

If we are unable to develop new products, improve existing products or adapt our manufacturing processes in a timely manner, we may be unable to effectively implement our business strategies, which could adversely affect our business, financial condition and results of operations. Further, there can be no assurance that we will be able to keep pace with technological advancements or changing customer requirements, or that any new products or process improvements introduced by us will achieve market acceptance.

We are also subject to the risks generally associated with new product development, including delays in development, failure to meet customer specifications, lack of customer acceptance, and performance-related issues. Any failure to successfully develop products or respond to changing customer requirements in a timely manner may adversely affect our customer relationships, business operations and results of operations.

5. ***Our revenue is dependent on single business segment i.e. Investment Castings. An inability to anticipate or adapt to evolving upgradation of these products or inability to ensure product quality or reduction in the demand of these products may adversely impact our revenue from operations and growth prospects.***

Our revenue is dependent on single business segment i.e. Investment Castings. For the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024, Investment Castings accounted for approximately 99.90%, 100.00%, and 99.79% respectively. Our continued reliance on single business segment for substantial portion of our revenue exposes us to risks, including but not limited to, reduction in the demand of the products in the particular segment in the future; increased competition from regional and national players; the invention of superior and cost- effective technology; fluctuations in the price and availability of the raw materials; changes in regulations and import duties and the general economic conditions. Any occurrences of such event could significantly reduce our revenues, thereby materially adversely affecting our results of operations and financial condition.

6. Our Company maintains high level of inventory for uninterrupted production activities.

Our inventory for financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 were ₹ 635.09 lakhs, ₹ 1,022.03 lakhs, and ₹ 1,289.59 lakhs respectively. Maintaining such high level of inventory requires extensive investments in working capital and strains our financial resources. Further, stocking high inventory may also lead to risks of scrapping of raw material, decay due to time, wear and tear. While we believe, we do maintain optimum level of inventory in consideration to our production level, our major portion of inventory is towards stocking of Raw Material and Finished Goods. We continue to assess and maintain inventory level strategically giving importance to both operational and financial performance.

The results of operations of our business are also dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture new inventory accordingly. If our management has miscalculated expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases or create additional vendor financing, which could have an adverse impact on our income and cash flows.

7. Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customers would have a material effect on our business operations and profitability.

Substantial portion of the Company's revenues has been dependent upon a few customers. For the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024, our top ten customers accounted for approximately 87.52%, 80.95% and 85.85% of our revenue from operations. However, the loss of any significant customer would have a material effect on our financial results.

Our business from customers is dependent on our continuing relationship with such customers, the quality of our products and our ability to deliver on their orders, and there can be no assurance that such customers will continue to do business with us in the future on commercially acceptable terms or at all. However, in case of any change in the buying pattern of our end users or disassociation of major customers can adversely affect our business or if our customers do not continue to purchase products from us, or reduce the volume of products purchased from us, our business prospects, results of operations and financial condition may be adversely affected. Further, loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

8. The company's business is dependent on certain suppliers and the loss of one or more of them would have a material adverse effect on the business.

A substantial portion of the company's purchases has been dependent upon a few suppliers. Our inability to obtain raw material in a timely manner, in sufficient quantities could adversely affect our operations, financial condition and/or profitability. For the financial year ended March 31, 2026, March 31, 2025 and March 31, 2024, top ten suppliers accounted for 86.57%, 71.49% and 84.69% of our total purchases respectively. We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Inadequate and timely unavailability substandard quality of the raw materials used in the manufacture of our products, could have a material adverse effect our business. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance and cash flows may be adversely affected.

9. We outsource certain critical manufacturing and inspection processes to third-party sub-contractors, over whom we have limited control. Any failure, delay or deficiency on their part may disrupt our deliveries, compromise product quality and expose us to liability, which may adversely affect our business, reputation, results of operations and financial condition.

We do not perform all stages of the manufacturing process in-house and outsource certain value-added and inspection operations, including machining, plating, painting, X-ray radiography and coining, to third-party sub-contractors. For the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024, the aggregate cost of such outsourced processes was ₹147.32 lakhs, ₹68.40 lakhs and ₹74.06 lakhs, representing 5.04%, 4.74% and 2.78% of our total revenue from operations, respectively. For further details, see **"*Our Business*"** beginning on page 120 of this Draft Red Herring Prospectus.

We do not possess in-house machining capability and depend on third-party vendors for certain critical processes. Accordingly, our ability to supply machined components and products requiring outsourced processes is dependent on the availability, capacity, quality and continued operations of such sub-contractors. We do not exercise control over their operations, quality systems, manpower, statutory compliance or financial condition and may not be able to identify alternative vendors of comparable capability at comparable cost or within the required timelines. Any disruption, capacity constraints, regulatory action, increase in charges, quality deficiencies or discontinuation of operations by our sub-contractors may result in delays, increased costs, rejection of products, loss of orders and adversely affect our margins and customer relationships.

We also depend on third-party service providers for X-ray radiography, which is used to verify the internal soundness of castings and may be a condition of acceptance for customers in certain sectors. Any error, delay or failure by such service providers, including loss of required accreditation, may result in non-conforming products, rejections, recalls, warranty or product liability claims, for which we may remain liable to our customers.

We seek to mitigate the risks associated with our dependence on sub-contractors by maintaining a network of vendors for our outsourced processes and evaluating their capabilities, quality standards and capacity before engagement. We conduct inspection of components received from sub-contractors prior to dispatch to customers and, where required, obtain applicable test reports and certifications for outsourced processes. We also monitor the movement of materials sent for job work and maintain records and documentation required under applicable laws. Where customer approval or qualification of sub-contractors is required, we engage vendors in accordance with the applicable customer requirements. However, there can be no assurance that these measures will adequately mitigate all risks associated with our dependence on third-party sub-contractors.

10. Any increase in the cost of our raw material or other purchases or a shortfall in the supply of our raw materials, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.

Our manufacturing operations are dependent on the timely availability of raw materials and consumables at competitive prices. The prices and availability of raw materials may fluctuate due to various factors beyond our control, including changes in demand and supply, inflation, global commodity prices, transportation costs, geopolitical developments, regulatory changes, labour shortages and other macroeconomic conditions.

We procure our raw materials from multiple suppliers and seek to maintain a diversified supplier base. However, we procure certain raw materials from a limited number of suppliers and have not entered into long-term supply agreements with them. Any disruption in the supply of raw materials, delay in deliveries, inability to procure materials on commercially acceptable terms or discontinuation of supply by existing suppliers may adversely affect our manufacturing operations. There can be no assurance that alternative suppliers will be available on acceptable commercial terms or within the required timelines.

Further, any significant increase in raw material prices that cannot be passed on to our customers, or any prolonged shortage of raw materials, may increase our production costs, affect our ability to meet customer delivery schedules, reduce our operating margins and adversely affect our business, financial condition and results of operations.

For further details about business of our Company, please refer chapter titled ***"Our Business"*** beginning on Page 120 of this Draft Red Herring Prospectus.

11. We face competition from existing and new market participants, including larger and more established competitors, which may adversely affect demand for our products, pricing, market share, profitability and results of operations.

We face competition from existing and potential competitors in India and overseas markets, many of whom may have greater brand recognition, longer operating histories, stronger financial resources, broader product portfolios, more experienced management teams, wider customer networks and greater access to capital than we do. Such competitors may be able to offer products at lower prices, provide a wider range of products or services, offer more favourable commercial terms, or respond more quickly to changing customer requirements and technological developments, which may adversely affect our ability to retain existing customers or acquire new customers.

Competition in our industry is based on various factors, including product quality, pricing, technical capabilities, delivery timelines, customer relationships and payment terms. To remain competitive, we must continue to focus on product and process improvements, operational efficiency, quality standards, customer service and marketing initiatives. There can be no assurance that we will be able to respond effectively to changing market conditions, evolving customer requirements or technological developments. Any failure to do so may adversely affect our business, financial condition, results of operations and prospects.

Further, consolidation among competitors or strategic alliances between market participants may enhance their ability to compete more effectively through economies of scale, expanded product offerings, stronger customer relationships or improved financial resources. Such developments may intensify competition, reduce our market share, exert downward pressure on pricing and margins, and adversely affect our business, financial condition, results of operations and cash flows

12. There are certain instances of delays in the past with ROC/Statutory Authorities.

Our Company also in the past have made delay in filings of some RoC forms as per the stipulated timelines prescribed under the Companies Act, 2013. Our Company has paid requisite late fees for such filings, and no show cause notice in respect of the same has been received by our Company till date. The details of ROC Late Filings are as follows:

Forms	Purpose	Date of Event	Date of Filing	Due Dates	Nos. of Days delayed
ADT-1	Appointment of Dokania S. Kumar & Co. as first statutory auditor	May 12, 2024	December 30, 2024	May 27, 2024	217 days
PAS 6	Reconciliation of Share Capital Audit Report	September 30, 2024	November 30, 2024	November 29, 2024	1 day
MSME-1	Outstanding payments to MSME Creditors	September 30, 2024	February 13, 2025	October 31, 2024	105 days
MGT-14	Board Resolution relating to redesignation/appointment of Managing Director and Whole-Time Director	October 28, 2024	February 13, 2025	November 27, 2024	78 days
MGT-14	Special Resolution relating to redesignation/appointment of Managing Director and Whole-Time Director	October 30, 2024	February 13, 2025	November 29, 2024	76 days
SH-7	Increase in authorised share capital from 5 crores to 8 crores	December 14, 2024	January 27, 2025	January 13, 2025	14 days
MGT -14	Board resolutions concerning borrowing powers under Sections 179(3)(d) and 180(1)(c) and transactions under Section 186	January 27, 2025	July 31, 2026	February 26, 2025	520 days
PAS 6	Reconciliation of Share Capital Audit Report	March 31, 2025	July 24, 2025	May 30, 2025	55 days
DPT 3	Return of Deposits	March 31, 2025	March 31, 2026	June 30, 2025	274 days
MSME-1	Outstanding payments to MSME Creditors	March 31, 2025	September 21, 2026	April 30, 2025	509 days

Forms	Purpose	Date of Event	Date of Filing	Due Dates	Nos. of Days delayed
MSME-1	Outstanding payments to MSME Creditors	September 30, 2025	July 14, 2026	October 31, 2025	256 days
AOC-4	Financial Statements for FY 24-25	December 09, 2025	February 17, 2026	January 08, 2026	40 days
MGT-7	Annual Return for FY 24-25	December 09, 2025	February 13, 2026	February 07, 2026	6 days
ADT-1	Initial filing relating to appointment of M/s. Subek Agarwal &Associates following the casual vacancy	September 16, 2025	October 09, 2025	October 01, 2025	8 days
ADT-1	Subsequent filing containing corrected casual-vacancy particulars	September 16, 2025	October 29, 2025	October 01, 2025	28 days
MSME-1	Outstanding payments to MSME Creditors	March 31, 2026	July 14, 2026	April 30, 2026	75 days
CHG-1	Creation of Charge	May 30, 2026	July 21, 2026	June 29, 2026	22 days

It is pertinent to note here that all the forms are approved by ROC. Further, if any such action is initiated by the regulatory authority, then the Company will have to abide by the order of such regulatory authority or pay any penalty that may be imposed by any regulatory authorities in future for non-compliance with provisions of corporate and other law which could impact the financial position of the Company to that extent. To streamline our compliance processes and prevent delays, our company has taken several corrective measures i.e. enhancement of internal monitoring systems, dedicated compliance personnel and engagement of compliance professionals.

13. Our company has been converted from a Partnership firm to a public limited company on April 15, 2024. However, the accounts of the partnership firm were subsequently closed on June 06, 2024.

Our company was formed by conversion of a Partnership firm viz M/s LGC Engineering, pursuant to the provisions under Chapter XXI Part I of the Companies Act, 2013 on April 15, 2024, the date of issue of certificate of incorporation by the Registrar of Companies. The partnership firm was in existence prior to its deemed date of incorporation. Accordingly, there is no change in the nature of the business of the company. However, upon conversion of its status from a partnership firm into a public limited company under the companies Act, 2013, the provisions of the companies act 2013 and the rules made thereunder became applicable to the company. As there are a number of registrations and licenses obtained in the name of the erstwhile partnership firm, there was need to substitute the name of the company in the place of the partnership firm and also obtaining re-registration in the company name. The procedural formalities involved in this took time resulting in certain names continued in the name of the erstwhile partnership firm even though conversion of partnership firm was deemed to be completed in April 15, 2024. This also resulted in the extension of deemed date of closure of the erstwhile partnership firm to June 07, 2024.

While the company was operating as partnership firm before its conversion into a public limited company, the financial statements till the date of conversion was prepared as per the accounting standards applicable to partnership firm. However, upon the conversion of partnership firm into a public limited company on April 15, 2024 and the consequent applicability of the provisions of the companies act 2013, it became necessary to prepare the financial statements as per the applicable provisions of the companies act, 2013. Accordingly, the Board of the company has fixed the first financial year of the company from the date of commencement of business of the company i.e., from June 07, 2024 to March 31, 2025 and the second and subsequent financial years of the company has been fixed as the period from 01st day of April to 31st day of March of each year. Accordingly, the first financial statements of the company were prepared for the period from June 07, 2024.

14. There have been some instances of delayed filing of returns and depositing of statutory dues with regulatory authorities.

In the past, our company has at several instances, delayed in filing GST returns, EPFO returns, ESIC returns and deposit of statutory dues. The details of delays are as follows:

GST Returns

Sl. No.	Forms	Date of Event	Date of Filing/ Payment	Due Dates	No. of days delayed
1.	GSTR3B	December' 24	24-01-25	22-01-25	2
2.	GSTR3B	February' 25	11-04-25	20-03-25	22
3.	GSTR3B	March' 25	10-05-25	20-04-25	20
4.	GSTR3B	Apr'25	11-06-25	20-05-25	22
5.	GSTR3B	August'25	08-10-25	20-09-25	18
6.	GSTR3B	September' 25	25-10-25	20-10-25	5

EPFO Returns

Sl. No.	Forms	Date of Event	Date of Filing/ Payment	Due Dates	No. of days delayed
1.	Form 3A	December' 25	16-01-26	15-01-26	1

ESI Returns

S. no	Forms	Date of Event	Date of Filing/ Payment	Due Dates	No. of days delayed
1.	Form 5A	December' 25	16-01-26	15-01-26	1

However, it cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The occurrence of such event may cause a material effect on our results of operations and financial position. However, such delays do not require filing of a compounding application with the Registrar of Companies. To streamline our compliance processes and prevent delays, our company has taken several corrective measures i.e. enhancement of internal monitoring systems, dedicated compliance personnel and engagement of compliance professionals.

15. ***We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.***

Given the nature of our products and the sector in which we operate, our customers have high and exacting standards for product quality as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications regarding the raw material composition may lead to cancellation of the orders placed by our customers. Further, any failure to make timely deliveries of products in the desired quantity as per our customers' requirements could also result in the cancellation of orders placed by our customers, product liability claims and may adversely affect our reputation and goodwill. In addition, our customers may demand, among others, price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, or replace their existing products with alternative products, any of which may have an adverse effect on our business, cash flows, results of operations and financial condition.

16. ***Our continued operations at our manufacturing facility are critical to our business and any disruption, breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our manufacturing facility, may have a material adverse effect on our business, results of operations, financial condition and cash flows.***

Our manufacturing facility is subject to operating risks, such as breakdown or failure of machinery, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted and timely supply of our products is critical to our business. We also require substantial electricity for our manufacturing facilities which is sourced from state electricity boards. In case, the supply is not available for any reason, our production schedule may be hampered. Further, our customer relationship, business and financial results may be materially adversely affected by any disruption of manufacturing operations of our products, including as a result of any of the factors mentioned above.

17. We have significant power requirements for continuous running of our manufacturing units. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.

Our manufacturing operations are dependent on a continuous and reliable supply of electricity, and any interruption or disruption in power supply may temporarily affect our production activities. Further, any unexpected or significant increase in electricity tariffs may increase our operating costs, which we may not be able to fully pass on to our customers, thereby adversely affecting our margins and profitability. Although the Company has installed a 200 kWpDC/160Kw AC solar power system, which partially supports its power requirements, it continues to rely on grid power for its manufacturing operations. In addition, there are a limited number of electricity providers in the area in which our manufacturing facility is located, and we may not be able to procure power from alternative sources on commercially acceptable terms. Accordingly, any prolonged interruption in power supply or significant increase in power tariffs could adversely affect our business, financial condition, cash flows and results of operations. For further details, please refer to the chapter titled ***"Our Business"*** on page 120 of this Draft Red Herring Prospectus.

18. Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.

Our manufacturing operations are primarily undertaken against customer-specific purchase orders and technical specifications. Accordingly, we are required to maintain adequate inventories of raw materials and consumables and effectively manage work-in-progress and finished goods to ensure timely execution of customer orders. Any disruption in inventory planning, procurement or production scheduling may result in delays in manufacturing and delivery, which could adversely affect our customer relationships and business operations.

Further, delays in the availability of raw materials, improper inventory management, production bottlenecks, damage to work-in-progress or finished goods, or delays in dispatch may affect our ability to fulfil customer orders within agreed timelines. Such events could lead to increased operating costs, loss of business opportunities, customer claims or reputational harm, which may adversely affect our business, financial condition and results of operations.

19. As we continue to grow, we may not be able to effectively manage the increased scale and complexity of our operations, which could adversely affect our business, financial condition and results of operations.

Our future growth will depend on our ability to effectively manage our manufacturing operations, customer relationships, supply chain, production planning and workforce while maintaining product quality and timely delivery. As our business expands, we may be required to strengthen our operational processes, internal controls, information systems and technical capabilities to support increased order volumes and evolving customer requirements.

We cannot assure you that our existing infrastructure, systems, procedures, personnel and operational controls will be adequate to support our future growth or that we will be able to implement enhancements in a timely and cost-effective manner. Any inability to effectively manage our growth, maintain quality standards, execute customer orders within agreed timelines or successfully implement our business strategies may adversely affect our customer relationships, reputation, business, financial condition and results of operations.

20. Our manufacturing operations are concentrated at a single manufacturing facility, and a significant portion of our revenue is derived from customers located in certain geographical regions. Any adverse developments affecting these regions may materially and adversely affect our business, financial condition and results of operations.

Our manufacturing operations are presently carried out from our manufacturing facility located at Plot No. 45-A, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka – 571402, India. As we operate from a single manufacturing facility, any disruption arising from natural disasters, fire, industrial accidents, equipment failure, labour disruptions, civil unrest, adverse weather conditions, utility interruptions, regulatory actions or other unforeseen events may interrupt our manufacturing operations, resulting in delays in production and delivery of our products, which could adversely affect our business, financial condition and results of operations.

In addition, a significant portion of our revenue is derived from customers located in certain geographical regions. For the Financial Year ended March 31, 2026, our domestic revenue was primarily generated from customers located in Tamil Nadu (25.23%), Karnataka (15.75%) and Andhra Pradesh (7.78%), while exports revenue primarily generated from customer located in United Kingdom constituted 48.51% of our revenue.Any adverse economic, political, regulatory or market developments affecting these regions, including changes in customer demand, trade policies, logistics or competitive conditions, may adversely affect our business, financial condition and results of operations.

Further, our ability to expand into new geographical markets may be subject to various risks, including competition from established local and international players, changing customer preferences and regulatory requirements. If we are unable to successfully expand our customer base or diversify our geographical presence, our business, financial condition and results of operations may be adversely affected.

21. The average cost of acquisition of Equity Shares by our Promoters is lower than the Offer Price.

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Offer Price of the shares proposed to be offered through this Draft Red Herring Prospectus. For Details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer the table below:

Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
Arjun Krishna Shastry	22,21,832	10.00
Deepika Gerty Laxmi	22,21,833	10.00
Geetha Krishna	100	10.00

(The Equity shares allotted pursuant to conversion of "LGC Engineering", a partnership firm into Public Limited Company under Companies Act, 2013.

Further, Mr. Arjun Krishna Shastry, our Promoter and Managing Director, is offering up to 3,50,000 Equity Shares in the Offer for Sale at the Offer Price of ₹[●]/- per Equity Share, as against his average cost of acquisition of ₹10.00 per Equity Share.

22. Copies of certain educational qualification and experience certificates of our Promoter are not traceable, and the same could not be independently verified.

Mrs. Geetha Krishna, our Promoter and Chairperson cum Non-Executive Director, has stated that the degree certificates pertaining to her Bachelor of Science from Maharani's College, University of Mysore in 1973 and her Master of Arts from the University of Mysore, Manasagangothri in 1977 are presently unavailable. She has addressed a letter and an e-mail to the University of Mysore for retrieval of the said records and is in the process of obtaining the same. As on the date of this Draft Red Herring Prospectus, reliance has been placed on her affidavit dated August 22, 2026 for the disclosures made in respect of her educational qualification, and copies of the said letter and e-mail addressed to the institutions concerned are available. No confirmation has been received from the said institutions as on the date of this Draft Red Herring Prospectus, and accordingly her educational qualification could not be independently verified. There can be no assurance that the said records will be retrieved, or that they will be retrieved within any particular timeframe. For further details, please refer to section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus

23. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years:

₹ in lakhs

Particulars	31-03-2026	31-03-2025	31-03-2024
Net cash generated/(used) from operating activities	198.49	116.53	118.45
Net Cash generated/(used) from investing activities	(141.20)	(42.20)	(405.10)
Net Cash generated/(used) from financing activities	(51.69)	(81.12)	281.08
Net increase/(decrease) in cash and cash equivalents	5.60	(6.78)	(5.58)

Investing Activities: The negative cash flow from investing activities was primarily attributable to expenditure towards acquisition/purchase of fixed assets and capital expenditure on capital work-in-progress. During the financial year ended March 31, 2026, cash outflow from investing activities was primarily due to ₹12.53 lakhs spent towards purchase of fixed assets and ₹128.67 lakhs towards capital work-in-progress. During the financial year ended March 31, 2025, the negative investing cash flow was primarily due to ₹360.99 lakhs towards purchase of fixed assets, partly offset by a cash inflow of ₹318.80 lakhs relating to capital work-in-progress. During the financial year ended March 31, 2024, the negative investing cash flow was primarily attributable to ₹141.40 lakhs towards purchase of fixed assets and ₹263.70 lakhs towards capital work-in-progress. Such investments were made towards supporting our business operations, capacity and infrastructure requirements. Similar or higher capital expenditure in the future may result in further cash outflows and may reduce the cash available for other business requirements.

Financing Activities: The negative cash flow from financing activities during the financial year ended March 31, 2026 was primarily due to payment of interest and finance costs amounting to ₹109.49 lakhs and repayment/reduction in short-term borrowings of ₹48.89 lakhs, partially offset by an increase in long-term borrowings of ₹106.69 lakhs. During the financial year ended March 31, 2025, the negative cash flow from financing activities was primarily due to interest and finance costs of ₹97.70 lakhs, repayment/reduction in long-term borrowings of ₹78.89 lakhs and reduction in partners' capital of ₹33.18 lakhs, partially offset by an increase in short-term borrowings of ₹128.65 lakhs. In contrast, during the financial year ended March 31, 2024, financing activities generated net cash of ₹281.08 lakhs, primarily due to an increase in long-term borrowings of ₹216.25 lakhs and short-term borrowings of ₹112.33 lakhs, partially offset by interest and finance costs of ₹59.79 lakhs and other financing outflows.

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see ***"Restated Financial Statements"*** beginning on page 193 of this Draft Red Herring Prospectus.

24. We do not own the certain premises which we use for the purpose of our business operations.

Our Registered Office situated at No. 1264, 1st Main, 1st Stage, Hebbal Layout, Mysore, Karnataka – 570016, India has been obtained on lease or rental basis from Mr. Chamarajanagar Ramaswamy Krishna (father of Promoter Mr. Arjun Krishna Shastry). We cannot assure you that we will be able to renew our lease or rent agreement or enter into new agreement in the future, on terms favorable to us, or at all. In the event that lease or rent agreement is not renewed, we will be required to expend time and financial resources to locate suitable land or building to set up our operations. Also, we may be unable to relocate to an appropriate location in a timely manner, or at all, and we cannot assure you that a relocated office will be as commercially viable. If lease agreement is terminated, prior to its tenure or if it is not renewed, or if we are required to cease business operations at a property, for any reason whatsoever, our business, financial condition, and results of operations may be adversely affected. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share. For further information on our properties, see ***"Our Business"*** on page 120 of this Draft Red Herring Prospectus.

25. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale portion, and the Selling Shareholders, shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by them in the Offer for Sale.

In addition to the Fresh Issue component from which our Company will receive proceeds, the Offer includes an Offer for Sale by the Selling Shareholder. The Selling Shareholder will receive the entire proceeds from the Offer for Sale (after deducting the applicable Offer Expenses) and our Company will not receive any part of such proceeds from the Offer for Sale. The proceeds from the transfer of the Offered Shares, shall be paid to the Selling Shareholder. Certain members of our Promoter Group are, therefore, interested in the Offer in connection with their respective portion of the Offered Shares. For more information, see ***"Objects of the Issue"*** on page 82 of this Draft Red Herring Prospectus.

26. Orders placed by our customers may be modified, deferred, cancelled or delayed, or customers may delay or default in making payments, which could adversely affect our business, financial condition, cash flows and results of operations.

Our manufacturing operations are primarily undertaken against customer-specific purchase orders and technical specifications. Accordingly, any modification, postponement or cancellation of customer orders, or changes in delivery schedules, may affect our production planning, inventory management and capacity utilization. In addition, delays in procurement of raw materials, production, quality approvals, logistics or other unforeseen events may impact our ability to fulfil customer orders within the agreed timelines.

Further, there can be no assurance that our customers will make timely payments or fully honour their payment obligations. Any delay or default in payment, or any dispute relating to product specifications, quality or delivery schedules, may adversely affect our cash flows and working capital requirements. While we have not experienced any material order cancellations or payment defaults in the past, there can be no assurance that such events will not occur in the future. Any material modification, deferment or cancellation of orders, or delays or defaults in customer payments, could adversely affect our business, financial condition and results of operations. For further details of our business, please refer chapter titled ***"Our Business"*** beginning on Page 120 of this Draft Red Herring Prospectus.

27. We have not entered into long-term supply agreements with a majority of our customers, and any reduction, postponement or discontinuation of orders from such customers may adversely affect our business, financial condition and results of operations.

Our business is substantially dependent on purchase orders received from our customers, and we have not entered into long-term supply agreements with a majority of them. Accordingly, our customers are generally not under any contractual obligation to continue placing orders with us and may reduce, postpone or discontinue their orders for various reasons, including changes in their business requirements, production schedules, sourcing strategies, market conditions or preferences.

Our revenue and results of operations may therefore fluctuate depending on the volume and timing of orders received from our customers. Although we have established long-standing relationships with several customers and have received repeat orders from them in the past, there can be no assurance that such relationships or order flows will continue in the future. Any significant reduction, postponement or discontinuation of orders by one or more of our key customers could adversely affect our business, financial condition, cash flows and results of operations.

28. A significant portion of our assets comprises property, plant and equipment. Any destruction, breakdown or theft of our major plant or equipment, or any failure to repair or maintain the same, may adversely affect our business, cash flows, financial condition and results of operations.

Our operations are dependent on the plant and machinery installed at our manufacturing facility, and property, plant and equipment constitutes a significant portion of our total assets. We cannot assure you that we will be immune from operational risks such as the obsolescence of our plant or equipment, or destruction, theft, major breakdowns or failures to repair the same, which may result in their unavailability, disruption of production, delays in the execution of customer orders and cost overruns. As we operate from a single manufacturing facility, any such event would affect our operations as a whole.

The latest technologies used in newer models of equipment may improve productivity significantly and render our existing equipment obsolete. Obsolescence, destruction, theft or breakdown of our major plant or equipment may increase our costs and depreciation, and may require a revision in the useful life estimated by our management. We may have to incur higher costs where plant or equipment is not readily available in the market or requires servicing by the original equipment manufacturer, and we may experience price increases owing to supply shortages, inflation or transportation difficulties. Such replacement, repair or maintenance costs, or the consequences of any such failure, may not be adequately covered by the insurance policies maintained by our Company, and may have an adverse effect on our business, cash flows, financial condition and results of operations.

29. Delays or defaults in customer payments could adversely affect our financial condition.

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we may not receive advance payment from our customers after signing the purchase orders. Delays in customers' payments may require us to make a working capital investment. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, cancelled, or does not proceed to completion, it could have an adverse effect on our operating results. For the year ending March 31, 2026, March 31, 2025 and March 31, 2024, our trade receivables were ₹ 284.99 lakhs, ₹ 227.58 lakhs, and ₹ 379.48 lakhs, respectively. However, in the past, our Company has not faced any such instance of default but there is no guarantee that the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

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

We engage independent contractors through whom we engage contract labourers for performance of certain functions at our manufacturing facilities. Although we do not engage these labourers directly, we are responsible for any wage and statutory payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial

conditions. In addition, we may be liable for or exposed to litigations, sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

31. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products/services, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, meet the customer standards which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or services or any other unforeseen events could affect our reputation and our results from operations.

While our Company has not experienced any product recall, product liability claim or material customer complaint in respect of the quality of its products in the last three Financial Years, there can be no assurance that such instances will not arise in the future.

32. Our Company has entered into certain related party transactions and may continue to do so in the future.

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include certain of our Promoter, Promoter Group, Directors and Group Companies. For further details in relation to our related party transactions, see ***"Financial Statements as Restated - Related Party Transaction"*** beginning on page 193 of the Draft Red Herring Prospectus. While we have entered into such transactions on an arm's length basis and are in compliance with the applicable provisions of Companies Act, 2013 and other applicable law, there is no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions, will not have an adverse effect on our business, prospects, results of operations and financial condition. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

33. Our lenders have charge over our movable properties, book debts, stocks in respect of finance availed by us.

We have secured our lenders by creating a charge over our movable properties, book debts, stocks in respect of loans / facilities availed by us from State Bank of India. The total amounts outstanding and payable by us as secured loans were ₹998.62 Lakhs as on March 31, 2026. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the ***"Financial Indebtedness"*** please refer to page 194 of this Draft Red Herring Prospectus.

34. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.

We maintain several insurance policies, including General Insurance and Vehicle Insurance. For further information on the ***"Our Business"*** please refer to page 120 of this Draft Red Herring Prospectus. While it is believed that the insurance coverage maintained by the company would reasonably be adequate to cover all normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by the company will be honoured fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. If we were to suffer loss or damage resulting from not obtaining or maintaining insurance or exceeding our insurance coverage, the loss would have to be borne by us and it could have a material adverse effect on our results of operations and financial condition.

35. Our Promoters have provided personal guarantees for loans availed by our Company. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter.

Our Promoters and Directors have provided personal guarantees to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Directors may be invoked, which could negatively impact the reputation of our Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoters and

Directors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Also, if our Promoters and Directors revoke their personal guarantees and we may not be successful in procuring alternate guarantees and property satisfactory to the lenders, as a result we may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer ***"Financial Indebtedness"*** on page no. 194 of this Draft Red Herring Prospectus.

36. Our directors and certain Key Management Personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Some of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details, see the section titled ***"Capital Structure"*** on page 68 of this Draft Red Herring Prospectus. There is no assurance that our Directors and/or our key management personnel will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future.

37. Information in relation to our installed capacity and capacity utilization of our manufacturing facility included in this Draft Red Herring Prospectus is based on various assumptions and estimates, and future production and capacity utilization may vary.

Information relating to our installed capacities and the capacity utilization of our manufacturing facility included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, actual product mix vis-à-vis the products mix envisaged for computation of our installed capacity and assumptions relating to potential utilization levels and operational efficiencies. While we have obtained a certificate dated September 09, 2026 from Er. Amir Husain Rizvi, Independent Chartered Engineer actual capacities and utilization rates may differ significantly from the estimated installed capacities or estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or estimated capacity utilization information for our existing facility included in this Draft Red Herring Prospectus.

38. An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may adversely affect our business prospects and financial performance.

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government in connection with the products we manufacture. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be materially and adversely affected.

39. Our operations are subject to high working capital requirements. If we are unable to generate sufficient cash flows to allow us to make required payments, there may be an adverse effect on our results of operations.

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the year ended March 31, 2026, March 31, 2025, March 31, 2024 were ₹ 284.99 lakhs, ₹ 227.58 lakhs and ₹ 379.48 lakhs respectively and our inventories for the year ended March 31, 2026, March 31, 2025, March 31, 2024 were ₹ 1,289.59 lakhs, ₹ 1,022.03 lakhs and ₹ 635.09 lakhs respectively.

The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the terms and conditions with our customers, it may lead to write-offs bad debts and/ or delay in recoveries which could lead to a liquidity crunch,

thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health.

For further details of working capital requirements, please refer to the chapter titled ***"Objects of the Issue"*** on page 82 of the Draft Red Herring Prospectus.

40. Our intellectual property applications are pending for registration and any delay in or failure to obtain such registrations, or any challenge to such applications, may adversely affect our business, reputation and goodwill.

As on the date of this Draft Red Herring Prospectus, our Company does not own any registered intellectual property. Our intellectual property consists of one trademark application and one patent application, both of which are pending, and one registered domain name. For details, see ***"Government and Other Approvals"*** and ***"Our Business "*** beginning on pages 213 and 120 respectively of this Draft Red Herring Prospectus.

Presently, our Company is using its logo "  ", for which an application for registration has been filed under Trademark Application No. 7815115 in Class 6 under the Trade Marks Act, 1999. As on the date of this Draft Red Herring Prospectus, the said application is pending registration. For details of approvals relating to our business and operations, see ***"Government and Other Approvals"*** on page 213 of this Draft Red Herring Prospectus. Accordingly, we do not presently enjoy the statutory rights and protections available to the proprietor of a registered trademark, and our ability to enforce our rights against unauthorized use by third parties may be limited.

The registration of trademarks is subject to examination and approval by the Registrar of Trade Marks and may involve objections, oppositions or other proceedings, the outcome and timeline of which are uncertain. There can be no assurance that our trademark application will be successfully registered or that registration will be granted within the expected timeframe, if at all. If we are unable to obtain registration of our trademark, or if third parties adopt or use identical or deceptively similar marks, our brand identity, reputation and goodwill may be adversely affected. In such circumstances, we may have to rely on common law remedies, including passing-off actions, which may not provide the same level of protection as statutory rights available to a registered proprietor.

Our Company has filed a patent application in the field of metallurgy in respect of the invention titled "Fused Silica Zircon Flour for Investment Casting Foundries", bearing Application No. 202441055929, dated July 23, 2024, under the Patents Act, 1970. As on the date of this Draft Red Herring Prospectus, the First Examination Report in respect of the said application has been received on June 03, 2026, and the application remains pending grant. The grant of a patent is subject to examination and satisfaction of the applicable requirements under the Patents Act, 1970 and the Patents Rules, 2003. Accordingly, there can be no assurance that the application will ultimately proceed to grant, or that any patent granted will provide the scope of protection currently contemplated by the Company. The Company has presently sought patent protection only in India and the scope and duration of any protection obtained will be subject to applicable law.

The Company has not filed any corresponding patent application in any other jurisdiction. Accordingly, any protection that may be available to the Company in respect of the said invention will be limited to the jurisdiction in which a patent is granted. Further, the claims forming part of a patent application may be amended during prosecution and any patent granted will be subject to the applicable statutory term and maintenance requirements. Any opposition, examination or other proceedings in relation to the application may also result in amendments to the claims or otherwise affect the scope or timing of protection.

Further, our efforts to protect our intellectual property may not always be adequate, and we may not be able to detect or prevent unauthorized use of our brand or take timely and effective enforcement action against third parties. Any infringement, imitation or misuse of our brand may result in brand dilution, customer confusion and loss of goodwill, which could materially and adversely affect our business, financial condition, results of operations and prospects.

41. The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of

operations and financial conditions may be adversely affected by, inter alia, a decrease in the growth and demand for the products and services offered by us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled ***"Restated Financial Statements"*** beginning on Page 193 of this Draft Red Herring Prospectus.

42. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute [●]% of the Issue Proceed.

As on date of Draft Red Herring Prospectus, we have not identified the use of such funds. Portion of our Issue Proceeds from fresh issue are proposed to be utilized for general corporate purposes of ₹ **[●]** lakhs which constitute **[●]**% of the Issue Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time. For details, please refer the chapter titled **"Objects of the Issue"** beginning on Page No. 82 of this Draft Red Herring Prospectus.

43. Some of the details mentioned in the respective KYC Documents of our promoters/Promoter Group/Directors/KMP/SMP are not same as other KYC documents.

While preparing this Draft Red Herring Prospectus, we observed certain variations in the names and/or other particulars appearing in the KYC documents of our Promoters, Promoter Group, Directors, Key Managerial Personnel as compared to other statutory or identification records. For instance, the name of *Arjun Krishna Shastry* appears as *Krishna Shastry Arjun* in certain records, *Deepika Gerty Laxmi* appears as *Deepika G L*, *Geetha Krishna* appears as *Geetha Krishana*, *Muthu Swamy Sriram Kumar* appears as *Sriram Kumar M*, *Bhat Panaje Laxminarayana* appears as *Laxminarayana Bhat P.* Further, the name of the Company Secretary & Compliance Officer, *Kanthanahalli Parvati Ramachandra* appears as *Parvati K R*, the name of the Chief Financial Officer, *Ballagere Shankara Murthy Prasanna Murthy* appears as *B S Prasanna Murthy, Prasanna Murthy B S.*

The details disclosed in this Draft Red Herring Prospectus have been incorporated based on the respective PAN records and/or MCA records, as applicable.

While we believe that such variations do not affect the identity of the concerned individuals, there can be no assurance that these discrepancies will not result in administrative delays, procedural issues or other difficulties in dealings with regulatory authorities or third parties, which may adversely affect our business, reputation, results of operations and financial condition.

44. We have not made any alternate arrangements for meeting our regular working capital requirements. If we are unable to manage/arrange funds (including at short notice) to meet our working capital requirements, there may be an adverse effect on our results of operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our working capital requirements, other than the existing sanctioned limits. Our business requires a significant amount of working capital to finance the purchase of raw materials before payments are received from customers. We cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements, which may delay the completion of purchase orders and order execution leading to loss of reputation, and an adverse effect on the cash flows. If we experience insufficient cash flows or are unable to borrow funds on a timely basis or at all to meet the working capital requirements, there may be an adverse effect on our results of operations. We may also be subject to fluctuations of interest rates for our financing. If we are unable to secure financing at favourable rates for this purpose, our ability to secure larger-scale orders will be impeded and our growth and expansion plans will be materially and adversely affected which in turn will materially and adversely affect our future financial performance.

Our indebtedness is secured by charges over Immovable Property, Stocks, Book Debts etc. If we are unable to repay or refinance our outstanding indebtedness, or if we are unable to obtain additional financing on terms acceptable to us, we may be unable to implement our growth strategy, and our business, prospects, financial condition, and results of operations may be adversely affected.

45. In addition to our existing indebtedness for our operations, we may be required to obtain further loan during the course of business. There can be no assurance that we would be able to service our existing and/or additional indebtedness.

In addition to our existing indebtedness for our existing operations we may be required to raise further debt in the form of term loans and working capital loans in the course of business. Increased borrowings, if any, would adversely affect our debt-equity ratio and our ability to further borrow at competitive rates. Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements could lead to a termination of one or more of our credit facilities, trigger cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For further details of our indebtedness, please refer to the chapter titled ***"Financial Indebtedness"*** on page 194 of this Draft Red Herring Prospectus.

46. Our debt financing agreements contain certain restrictive covenants that may adversely affect our Company's business, credit ratings, prospects, results of operations and financial condition.

Certain debt financing agreements that our Company has entered into contain restrictive covenants that limit our ability to undertake certain types of transactions. Under our debt financing agreements our Company is required to maintain certain financial covenants. Even though in the past, our company has not faced any instances that adversely affected the Company's business, credit ratings, prospects, results of operations and financial condition, due to restrictive covenants of the debt financing agreements, there can be no assurance that our Company has complied with all such restrictive covenants in a timely manner or at all or that we will be able to observe compliance with all such restrictive covenants in the future. A failure to observe the restrictive covenants under our debt financing agreements may result in termination of our financing agreements, levy of default interest, acceleration of all amounts due under such facilities and the enforcement of any security provided in relation thereto. Any acceleration of amounts due under such debt financing agreements may trigger cross-default or cross-acceleration provisions under other debt financing agreements, which may compel us to dedicate a substantial portion of our cash flow from operations or sell certain assets to make such payments thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, in the event of any of the circumstances coming into effect our business, prospects, results of operations and financial condition may be adversely affected.

47. Underutilization of capacity of our facility may adversely affect our business, results of operations and financial conditions.

We cannot assure that we shall be able to utilize our facility to their full capacity or up to an optimum capacity, and non-utilization of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition. Even use of the proposed production capacity is subject to several variables like availability of raw material, power, water, proper working of machinery, orders on hand, supply/demand, manpower, etc.

48. We are subject to certain government regulation and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.

Our operations are subject to certain government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India such as Factory License, license under Consent to operate from pollution control board etc., generally for carrying out our business. For details of approvals relating to our business and operations, see ***"Government and Other Approvals"*** on page 213 of this Draft Red Herring Prospectus. Some of these approvals are granted for a limited duration and require renewal. We cannot assure you that we will be able to obtain such approvals in a timely manner. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. The approvals required by our Company are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

49. We are subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a significant extent by working capital debt facilities and increases in interest rate (and consequent increase in the cost of servicing such debt) may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions from time to time, there can be no assurance that these agreements will protect us adequately against interest rate risks.

50. Our success depends largely on our Directors, Promoters and other key managerial personnel and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.

Our performance depends largely on the efforts and abilities of our Directors, Promoters and other key personnel. We believe that the inputs and experience of our Directors, Promoters and key managerial personnel are valuable for the development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business and our results of operations. The continued operations and growth of our business is dependent upon our ability to attract and retain personnel who have the necessary and required experience and expertise. Competition for qualified personnel with relevant industry expertise in India is intense. A loss of the services of our key personnel may adversely affect our business, results of operations and financial condition.

51. Our success depends heavily upon our Promoters and Directors for their continuing services, strategic guidance and financial support.

Our success depends heavily upon the continuing services of Promoters & Directors who are the natural person in control of our Company. Our Promoters have a vast experience in the field of Investment Castings Industry. They have established cordial relations with various customers over the past several years, which have immensely benefitted our Company's current customer relations. We believe that our relation with our Promoters, who have rich experience the industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Further, our Promoters are also part of certain other ventures and may continue to do so. If they divert their attention to such other concerns, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our Promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

52. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

53. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation and goodwill of our Company. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for

alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

54. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

55. Brand recognition is important to the success of our business, and our inability to build and maintain our brand names will harm our business, financial condition and results of operation.

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant number of resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brand names will be effective in attracting and growing user and client base for our businesses or that such efforts will be cost-effective, which may negatively affect our business, financial condition and results of operations.

56. Major fraud, lapses of internal control or system failures could adversely impact the company's business.

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

57. Upon completion of the Issue, our Promoters may continue to retain significant control, which will allow them to influence the outcome of matters submitted to the shareholders for approval.

After completion of the Issue, our Promoters will collectively own 63.76% of the total post issue Equity Shares. As a result, our Promoter will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring any strategic decision favourable to the Company or effecting a change in control of our Company for the betterment of the stakeholders.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

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

We have never declared or paid any cash dividends in the past three years. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and in accordance with the dividend distribution policy adopted by our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Please refer to the chapter titled ***"Dividend Policy"*** beginning on page 192 of this Draft Red Herring Prospectus.

59. Within the parameters as mentioned in the chapter titled "Objects of this Issue" beginning on page 82 of this Draft Red Herring Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue subject to applicable laws. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

We intend to use entire Issue Proceeds from the fresh issue towards meeting the repayment of borrowings, working capital requirement and general corporate purpose. We intend to deploy the Net Issue Proceeds in financial year 2026-27 and 2027-28 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain temporarily unutilized or may be temporarily invested in accordance with applicable laws on account of changes in assumptions, market conditions, business requirements, strategy of our Company or other unforeseen circumstances. For further details on the use of the Issue Proceeds, please refer chapter titled ***"Objects of the Issue"*** beginning on page 82 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors and shall be subject to applicable laws. The fund requirements and deployment schedule are based on internal management estimates and have not been appraised by any bank or financial institution. Accordingly, within the parameters set out in the chapter titled ***"Objects of the Issue"*** beginning on page 82 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue subject to applicable laws. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI ICDR Regulations, 2018, a company shall not vary the objects of the Issue without our Company being authorized to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

60. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have relied on the industry reports derived from www.ibef.org and other sources for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. 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.

61. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.

Since the Issue size is less than Rs. 5,000.00 Lakh, there is no mandatory requirement of appointing an independent monitoring agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

62. Certain key performance indicators for certain listed industry peers included in this Draft Red Herring Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete.

We have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the ***"Basis for Offer Price"*** beginning on page 93 of the Draft Red Herring Prospectus. While our business comprises of the investment casting industry, these listed industry peers are related to associate industry. Although this information is sourced from and relied upon on the standalone/consolidated audited financial statements

of the relevant listed industry peers for Fiscals 2026 as available on the websites of the Stock Exchanges, including the annual reports of the respective companies for the years ended March 31, 2026 submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete, comparable or accurate. The methodologies used by different companies and sources may differ and therefore such information may not be directly comparable.

63. We are dependent on third party transportation providers for procuring raw material from our suppliers and delivery of products to our clients. Any failure on the part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.

We are dependent on third party transportation for raw material and Products Manufactured by us. As Manufacturing is our main activities, our success depends on the smooth supply and transportation of the Raw Material from our suppliers and deliver our products to our buyers/clients, both of which are subject to various uncertainties and risks. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business.

In addition, materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of materials which may also affect our business and our results of operation negatively. A failure to maintain a continuous supply of materials to us as well as to our clients in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

64. Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our orders received and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. This may result in delays in execution of orders and also reduce our productivity. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses and our order related activities may be delayed or reduced. Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in delays in the delivery of products etc.

65. Any reduction in the demand for our products could lead to underutilisation of our manufacturing capacity.

We face the risk that our customers might not place any order or might even cancel existing orders. Cancellations, of orders by our customers could adversely affect our results of operations by reducing our sales volume leading to a reduced utilization of our existing manufacturing capacity. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand of our products could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make customizations. This may lead to over production of certain products and under production of some other products resulting in a complete mismatch of capacity and capacity utilization. Any such mismatch leading to over or under utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows.

66. We operate in a highly competitive industry, and our inability to compete effectively may adversely affect our market position, business, results of operations and financial condition.

The investment casting industry is highly competitive and fragmented, with the presence of several organized and unorganized manufacturers in India and overseas. We compete with our competitors on the basis of product quality, technical capabilities, manufacturing expertise, pricing, timely delivery, customer relationships, reliability and our ability to meet customer-specific design and quality requirements. Some of our existing and potential competitors may have longer operating histories, larger manufacturing capacities, greater financial resources, broader product portfolios, stronger customer relationships and greater brand recognition than we do, enabling them to compete more effectively or offer products at more competitive prices.

Our business also depends on our ability to consistently meet stringent customer specifications, maintain quality standards and deliver products within agreed timelines. Any failure on our part to maintain these standards or to

respond effectively to changing customer requirements, technological developments or competitive market conditions may adversely affect our ability to retain existing customers or attract new customers. In addition, increased competition may result in pricing pressure, reduced operating margins, loss of market share and lower profitability.

Although we believe that our manufacturing capabilities, technical expertise, quality assurance systems, customer relationships and focus on operational efficiency provide us with competitive strengths, there can be no assurance that we will be able to compete successfully with existing or new competitors or maintain our competitive position in the future. Any failure to do so could materially and adversely affect our business, financial condition, results of operations and prospects.

67. Our management will have broad discretion in how we apply the Net Proceeds of the Issue and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended by us will result in an increase in the value of your investment.

We intend to use the Net Proceeds for the purposes described under the ***"Objects of the Issue"*** on page 82 of the Draft Red Herring Prospectus. The Objects of the Issue comprise (a) repayment/prepayment, in full or in part, of certain borrowings availed by our Company, (b) funding the working capital requirements of our Company, (c) issue related expenses, and (d) general corporate purposes. Further, our Objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in the rescheduling of the proposed utilization of the Net Proceeds or increasing or decreasing expenditure under a particular object, subject to compliance with applicable law. Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the Objects of the Issue would require approval of the shareholders in accordance with applicable law.

In case of an increase in the actual amount required under any of the stated objects or any shortfall in the Net Proceeds, additional funds, if required, may be arranged through internal accruals, debt or other permissible sources. If the actual utilization towards any of the Objects of the Issue is lower than the proposed deployment, the unutilized amount may be applied towards other stated Objects of the Issue, subject to applicable laws and necessary approvals. Any amount remaining unutilized at the end of a financial year may be carried forward for utilization in subsequent periods in accordance with the proposed deployment schedule and applicable laws.

68. We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.

Our revenue from international operations during the year ended March 31, 2026, March 31, 2025 and March 31, 2024 as a percentage of total revenue was 51.10%, 21.15%, and 50.99%, respectively. Changes in currency exchange rates influence our results of operations.

Over dependence on exports may adversely affect our profitability in case the trade relations of India with any of these countries get strained in the future or these countries face any sort of problems due to internal issues of their countries. Also, the exchange rate between the Indian Rupee and currencies of the export countries may fluctuate and adversely affect our results of operations. The exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. Volatility in the exchange rate and/or sustained appreciation of the Indian Rupee will negatively impact our revenue and operating results. We presently do not enter into hedging contracts for hedging our foreign exchange risks.

69. Excessive dependence on SBI in respect of Loan facilities obtained by our Company.

Our company has been sanctioned significant portion of credit facilities by State Bank of India (SBI). The Company is dependent on such facility for its fund and non-fund based limits and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

70. Some of the KMPs is associated with our company for less than one year.

Our Company Secretary is associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus.

B. Issue Related Risks

71. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter ***"Objects of the Issue"*** on page 82 of this Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

72. There is no guarantee that our Equity Shares will be listed on the SME Platform of BSE Limited in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the SME Platform of BSE Limited within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

73. The Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The Offer Price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Offer Price. There can be no assurance that you will be able to resell your Shares at or above the Offer Price. Among the factors that could affect our Share price are: variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

74. After this Issue, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the BRLM and may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers, or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;
- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

75. The investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.

We have applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE Limited. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a delay in listing the Equity Shares on the SME Platform of BSE Limited. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

76. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Once listed, we would be subject to circuit breakers imposed by stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

77. Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.

Any future equity issuances by us or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares and our Company's ability to raise capital through an issue of securities. In addition, any perception by potential investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally, the disposal, pledge or encumbrance of our Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of our Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

78. You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

79. None of the bidders can withdraw their bids at any stage.

In terms of the SEBI (ICDR) Regulations, Bidders in this Issue are not allowed to withdraw their Bids at any stage. The Allotment in this Issue and the credit of such Equity Shares to the Bidder's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Bidder's decision to invest in the Equity Shares, would not arise between the Bid/Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Bid/Issue Closing Date could also impact the market price of our Equity Shares. The Bidders shall not have the right to withdraw their Bids in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Bid/Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Bidders' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

80. The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities if any, and the related transaction costs cannot be predicted. To the extent that the investors' are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

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

The Companies Act and related regulations, the Articles of Association, and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

82. Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

EXTERNAL RISK FACTORS

83. General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Our business is highly dependent on economic and market conditions in India and overseas jurisdictions where we operate. General economic and political conditions in India and abroad, such as macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly and the Indian capital markets have experienced significant volatility in the past. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

84. A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

85. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to ***"Key Industry Regulations and Policies"*** on page 146 of this Draft Red Herring Prospectus for details of the laws currently applicable to us.

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

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

86. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

87. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the Mumbai terrorist attacks and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such

events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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

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

89. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

90. Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

91. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) 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 fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

92. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

SECTION III: INTRODUCTION

ISSUE DETAILS IN BRIEF

This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors held on **August 24, 2026** and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on **September 02, 2026**.

The following is the summary of the Issue:

PARTICULARS	DETAILS
Present Issue [(1)]	Up to **23,22,000** Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of **₹ [●]/-** (including a Share Premium of ₹ [●] per Equity Share) per Equity Share aggregating to **₹ [●]** Lakhs.
Consisting of:	
Fresh Issue	Up to **19,72,000** Equity Shares of ₹10/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
Offer for Sale [(2)]	Offer for sale by existing shareholder up to **3,50,000** equity shares of ₹10/- each at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs.
The Issue Consists of:	
Market Maker Reservation Portion	Up to 1,18,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs.
Net Issue to the Public [(3)]	Up to 22,04,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs.
Out of which:	
A. Allocation to Qualified Institutional Buyers	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share each aggregating to ₹ [●] Lakhs.
Out of which:	
i) Anchor Investor Portion	Up to [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
ii) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Out of which:	
a) Available for allocation to Mutual Funds only (5% of the QIB Portion) (excluding Anchor Investor Portion)	Up to [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds.	Up to [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
B. Allocation to Individual Investors [(4)]	Not less than [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
C. Allocation to Non-Institutional Investors [(5)]	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Out of which:	
a) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	Not less than [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs

PARTICULARS	DETAILS
b) Two-third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Not less than [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs
Pre- and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	**44,48,965** Equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Issue [(4)]	[●] Equity Shares having face value of ₹10/- each
Objects of the Issue	Please refer to the section titled ***"Objects of the issue"*** beginning on page no. 82 of this Draft Red Herring Prospectus.

[(1)] *Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination.*

[(2)] *The Selling Shareholder have consented to participate in the Offer for Sale in the following manner:*

Name of shareholder	Type	Authorization Letter date	No. of Equity Shares Held	No. of shares offered by OFS	% of pre-issue paid-up equity share capital
Arjun Krishna Shastry	Promoter	September 02, 2026	22,21,832	3,50,000	7.87%

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owners of the Equity Shares being offered by him under the Offer for Sale.

[(3)] *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The present Issue is being made by our Company in terms of Regulation 229(1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than twenty five percent (25%) of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription.*

[(4)] *As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Building issue the allocation is the net offer to the public category shall be made as follows:*

a. *Not less than Thirty five percent (35%) to individual investor;*
b. *Not less than Fifteen percent (15%) to non-institutional investor, out of which one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs, provided that the unsubscribed portion in either of the sub-categories, may be allocated to applicants in the other sub-category of non-institutional investors;*
c. *Not more than fifty percent (50%) to qualified institutional buyers, five percent (5%) of which shall be allocated to mutual funds*

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to Bidders in the other category.

Provided further that in addition to five percent allocation available in terms of clause c, mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

Our Company and selling shareholder, in consultation with the BRLM, may allocate up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLM, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see ***"Issue Procedure"*** *on page 251 of this Red Herring Prospectus.*

In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws.

(5) *Assuming full allotment.*

(6) *SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and Subject to the availability of shares in non-institutional investors' category, the allotment to Non- Institutional Investors shall be more than two lots which shall not be less than the minimum application size in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through 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.*

For further details, kindly refer the chapter titled ***"Terms of the Issue"*** *beginning on page 234 of this Draft Red Herring Prospectus.*

SUMMARY OF FINANCIAL INFORMATION

SUMMARY STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital / Partners Capital	444.90	444.90	460.88
(b) Reserves and Surplus	191.85	14.21	-
	636.75	459.11	460.88
(2) Non-Current Liabilities			
(a) Long Term Borrowings	303.56	196.87	275.76
(b) Deferred Tax Liability (Net)	46.57	-	7.92
(c) Long-Term Provisions	22.60	20.19	-
(d) Other Long Term Liabilities	-	-	-
(3) Current Liabilities			
(a) Short Term Borrowings	831.10	880.00	751.34
(b) Trade Payables			
(i) total outstanding dues of micro and small enterprises	129.47	192.14	71.96
(ii) total outstanding dues other than micro and small enterprises	260.35	74.30	137.01
(c) Other Current Liabilities	156.72	278.19	64.19
(d) Short-Term Provisions	153.24	106.87	81.39
Total	**2,540.36**	**2,207.67**	**1,850.45**
II.ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment & Intangible Assets			
(i) Tangible Assets	626.48	652.13	326.43
(ii) Intangible Assets	0.59	-	-
(iii) Capital Work-in-Progress	128.67	-	318.80
(b) Long Term Loans & Advances	40.05	39.93	44.97
(c) Deferred Tax Assets	-	0.14	-
(d) Other Non Current Assets	30.39	31.96	26.83
(2) Current Assets			
(a) Inventories	1,289.59	1,022.03	635.09
(b) Trade Receivables	284.99	227.58	379.48
(c) Cash and Cash Equivalents	20.90	15.30	22.08
(d) Short-Term Loans and Advances	88.87	200.00	66.19
(e) Other Current Assets	29.81	18.60	30.58
Total	**2,540.36**	**2,207.67**	**1,850.45**

*For further details, kindly refer the chapter titled **"Financial statement as Restated"** beginning on page 193 of this Draft Red Herring Prospectus.*

SUMMARY STATEMENT OF PROFIT AND LOSS, AS RESTATED

₹ in lakhs

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
I. Income			
Revenue from Operations	2,921.84	1,444.30	2,667.89
Other Income	48.16	9.11	81.44
II. Total Income	2,970.00	1,453.41	2,749.33
III. Expenses			
Cost of Raw Materials Consumed	2,063.37	644.63	1,682.57
Changes in Inventories of Finished Goods and Work-in-Progress	(402.95)	(224.72)	(140.33)
Employee Benefit Expenses	342.52	438.33	377.63
Finance Costs	109.49	97.70	59.79
Depreciation and Amortization Expenses	37.59	35.27	16.79
Other Expenses	549.92	415.53	498.70
IV. Total Expenses	2,699.94	1,406.73	2,495.15
V. Profit Before Exceptional, Extraordinary Items & Tax (II-IV)	270.06	46.68	254.18
VI. Exceptional and Extraordinary Items	-	-	-
VII. Profit Before Tax (V-VI)	270.06	46.68	254.18
VIII. Tax Expenses:			
(1) Current Tax	45.72	23.31	81.09
(2) Earlier Years Taxes	-	-	-
(3) Deferred Tax	46.71	(8.06)	7.92
IX. Profit for the Period After Tax (VII-VIII)	177.63	31.42	165.17
X. Earning Per Equity Share of Rs. 10/- Each			
EPS (Basic & Diluted) - (As per end of restated period)	3.99	0.71	3.58
EPS (Basic & Diluted) - (Post Bonus & Split with retrospective effect)	3.99	0.71	3.58

*For further details, kindly refer the chapter titled **"Financial statement as Restated"** beginning on page 193 of this Draft Red Herring Prospectus.*

SUMMARY STATEMENT OF CASH FLOW, AS RESTATED

₹ in lakhs

PARTICULARS	For the Year ended on		
	31-03-2026	**31-03-2025**	**31-03-2024**
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Tax as Per Profit & Loss A/c	270.06	46.68	254.18
Add: Adjusted for Non Operating Expenses/Items			
Depreciation & Amortisation	37.59	35.27	16.79
Interest Expenses & Finance Costs	109.49	97.70	59.79
Adjustment for Gratuity	2.65	22.06	-
Less: Adjusted for Non Operating Income/Items			
Interest Received	-	-	-
Operating profit before charging Working Capital	**419.80**	**201.71**	**330.76**
Adjusted for :			
Decrease/(Increase) in Inventories	(267.56)	(386.95)	(207.21)
Decrease/(Increase) in Trade Receivables	(57.41)	151.90	(137.61)
Decrease/(Increase) in Short Term Loans & Advances	111.13	(133.80)	(60.48)
Decrease/(Increase) in Long Term Loans & Advances	(0.13)	5.04	319.10
Decrease/(Increase) in Other Current Assets	(11.21)	11.98	(26.70)
Decease/(Increase) in Non Current Assets	1.57	(5.12)	(7.14)
Increase/(Decrease) in Trade Payables	123.37	57.47	2.48
Increase/(Decrease) in Other Current Liabilities	(121.46)	214.00	(94.44)
Increase/(Decrease) in Other Long Term Liabilities	-	-	-
Increase/(Decrease) in Long term Provisions	-	-	
Increase/(Decrease) in Short term Provisions	46.12	23.62	80.78
Income Tax Provision	(45.72)	(23.31)	(81.09)
Net Cash Flow from Operating Activities (A)	**198.49**	**116.53**	**118.45**
B. CASH FLOW FROM INVESTING ACTIVITES			
Sale/(Purchase) of Fixed Assets	(12.53)	(360.99)	(141.40)
Capital Work-in-Progress	(128.67)	318.80	(263.70)
Net Cash Generated/(Used) From Investing Activities (B)	**(141.20)**	**(42.20)**	**(405.10)**
C. CASH FLOW FROM FINANCING ACTIVITES			
Increase/(Decrease) in Partner's Capital	-	(33.18)	12.29
Interest Expenses & Finance Costs	(109.49)	(97.70)	(59.79)
Increase/(Decrease) in Short Term Borrowings	(48.89)	128.65	112.33
Increase/(Decrease) in Long Term Borrowings	106.69	(78.89)	216.25
Net Cash Generated/(Used) From Financing Activities (C)	**(51.69)**	**(81.12)**	**281.08**
Net Increase / (Decrease) in Cash and Cash Equivalents	5.60	(6.78)	(5.58)
Cash and Cash equivalents at the beginning of the Year	15.30	22.08	27.66
Cash and Cash equivalents at the end of the Year	20.90	15.30	22.08
Cash and Cash equivalents at the end of the Year as per Balance Sheet	20.90	15.30	22.08

SUMMARY OF CONTINGENT LIABILITIES

As on March 31, 2026, the company does not have any Contingent Liability.

SUMMARY OF RELATED PARTY TRANSACTIONS

Transaction with Related Parties:

Name of Related Parties	Nature of Transaction	31-03-2026	31-03-2025	31-03-2024
Mrs. Geetha Krishna	Loan	125.23	-	-
Mr. Arjun Krishna Shastry	Loan	10.82	-	-
Mr. Chamarajanagar Ramaswamy Krishna	Deposit	0.15	-	-
Mr. Ballagere Shankara Murthy Prasana Murthy	Advance to Employee	(0.87)	(1.00)	10.00
Mr. Krishna Shastry Arjun	Partners Remuneration	-	-	
Mrs. Deepika Gerty Laxmi	Partners Remuneration	-	-	5.40
Mrs. Deepika Gerty Laxmi	Directors Remuneration	5.83	4.99	-
M/s Little Gas Company	Purchase of Goods	72.95	57.35	56.98
Mr. Chamarajanagar Ramaswamy Krishna	Rent	0.24	-	
Mr. Ballagere Shankara Murthy Prasana Murthy	Salary	8.96	8.18	8.24
Sushma Budhia	Salary	0.60	0.75	-

Closing Balance of Related Parties:

Name of Related Parties	Nature of Transaction	31-03-2026	31-03-2025	31-03-2024
Mrs. Geetha Krishna	Loan	125.23	-	-
Mr. Arjun Krishna Shastry	Loan	10.82	-	-
Mr. Chamarajanagar Ramaswamy Krishna	Deposit	0.15	-	-
Mr. Ballagere Shankara Murthy Prasana Murthy	Advance to Employee	8.12	9.00	10.00
Mr. Krishna Shastry Arjun	Partners Remuneration	-	-	-
Mrs. Deepika Gerty Laxmi	Partners Remuneration	-	-	-
Mrs. Deepika Gerty Laxmi	Directors Remuneration	1.05	0.90	-
M/s Little Gas Company	Purchase of Goods	15.79	20.62	16.06
Mr. Chamarajanagar Ramaswamy Krishna	Rent	0.02	-	-
Mr. Ballagere Shankara Murthy Prasana Murthy	Salary	0.76	0.66	0.66
Sushma Budhia	Salary	-	-	-

GENERAL INFORMATION

Our Company was originally formed as a Partnership firm in the name of "***LGC ENGINEERING***" on October 15, 2012 and was registered with the Registrar of Firms, Karnataka on January 11, 2013 under the provisions of Indian Partnership Act, 1932 bearing Firm Registration Number as MYS-F310-2012-13. Subsequently, our firm got converted into a Public Limited Company as per the provisions of Part I, Chapter XXI of the Companies Act, 2013 as "***LGC ENGINEERING LIMITED***" vide a Certificate of Incorporation consequent upon conversion from Partnership Firm to Public Company dated April 15, 2024 bearing Corporate Identification Number U24319KA2024PLC187437 issued by Registrar of Companies, Central Registration Centre.

For further details of change in name and registered office of our company, please refer to section titled "***Our History and Certain Corporate Matters***" beginning on page no 160 of the Draft Red Herring Prospectus.

BRIEF INFORMATION OF OUR COMPANY

Registered Office of our Company	**LGC Engineering Limited** No.1264, 1st main, 1st stage, Hebbal Layout, Mysore, Karnataka, India, 570016 **Contact Person:** Mr. Arjun Krishna Shastry **Contact No:** +91 96324 55554 **Email ID:** arjun.ks@lgcengg.in **Website:** www.lgceng.com
Corporate Office of our Company	**LGC Engineering Limited** Plot No-45a, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402. **Contact Person:** Mrs. Kanthanahalli Parvati Ramachandra **Contact No:** + 91 9845261433 **Email ID:** cs@lgcengg.in **Website:** www.lgceng.com
Date of Incorporation	15/04/2024
Corporate Identification Number	U24319KA2024PLC187437
Registration Number	187437
Company Category	Company Limited by Shares
Company Subcategory	Indian non-Government Company

Address of the registrar of companies

Registrar of Companies – Bangalore	E Wing, 2nd Floor, Kendriya Sadan, Santhosapuram, Kudremukh Colony, Koramangala, Bengaluru, Karnataka 560034

Board of directors of the company

Our Company's Board comprises of the following Directors:

Name of the Director	Designation	Address	DIN
Arjun Krishna Shastry	Managing Director	1264, 1st Main, 1st stage Hebbal, VTC: Mysore, P.O: Metagalli, Mysore, Karnataka-570016	10590989
Deepika Gerty Laxmi	Whole-Time Director	1264, 1st Stage Hebbal, Metagalli, Mysore, Karnataka- 570016	10590991
Geetha Krishna	Chairman cum Non-Executive Director	1264, 1st Main 1st Stage, Hebbal, Mysore, Mysore, Karnataka - 570016	10590990
Anmol Goyal	Independent Director	479, Ward no. 8, Near Geeta Bhawan, Anaj Mandi, Jakhal (210), Jakhal Mandi, Fatehabad, Haryana, 125133	11798970
Muthu Swamy Sriram Kumar	Independent Director	Santhosh Nivas, Kitturchannama Layout, 4th Cross Jannapura, Bhadravathi, Bhadravati, Shimoga, Karnataka – 577301	11821721

For further details in relation to our directors, please refer to chapter titled ***"Our Management"*** on page 165 of this Draft Red Herring Prospectus.

Details of Designated Stock Exchange

Designated Stock Exchange^	**BSE Limited** SME Platform of BSE Limited ("BSE SME") P.J. Towers, Dalal Street, Mumbai – 400 001

^In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to SME Platform of BSE Limited for listing of our equity shares.

Details of the Company Secretary & Compliance Officer

Name	**Mrs. Kanthanahalli Parvati Ramachandra**
Address	Plot No-45a, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402.
Telephone No.	9845261433
Email	cs@lgcengg.in
Website	www.lgceng.com

Details of the Chief Financial Officer

Name	**Mr. Ballagere Shankara Murthy Prasanna Murthy**
Address	Plot No-45a, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402.
Telephone No.	+91 9019948456
Email	accounts@lgcengg.in
Website	www.lgceng.com

INVESTOR GRIEVANCES

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

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

Details of the Book Running Lead Manager (BRLM)

Name	**Finshore Management Services Limited**
CIN	U74900WB2011PLC169377
Address	'Anandlok', Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India
Telephone No.	033 – 2289 5101 / 4603 2561
Contact Person	Mr. S. Ramakrishna Iyengar

Email	info@finshoregroup.com
Investor Grievance Email	investors@finshoregroup.com
Website	www.finshoregroup.com
SEBI Registration Number	INM000012185

Details of the Legal Advisor of the Issue

Name	**JMA Legal, Advocates (Formerly, J Mukherjee & Associates)**
Address	Room 6, 2nd Floor, Saraf House, 4/1, Red Cross Place, Kolkata – 700001, West Bengal
Telephone No	+91 9830640366
Contact Person	Mr. Jayabrata Mukherjee
Email	jmukherjeeandassociates@gmail.com
Website	www.jmukherjeeassociates.wordpress.com

Details of the Registrar to the Issue

Name	**Cameo Corporate Services Limited**
CIN	U67120TN1998PLC041613
Address	"Subramanian Building", No. 1, Club House Road, Chennai - 600 002, India
Telephone No	+91-44-40020700 / 2846 0390
Contact Person	Ms. K. Sreepriya – Executive Vice President & Company Secretary
Email	priya@cameoindia.com
Investor Grievance Email	investor@cameoindia.com
Website	www.cameoindia.com
SEBI Registration No	INR000003753

Details of the Banker of the Issuer

Name	**State Bank of India**
Address	PB no. 71, #190-M-67, Opp. Devaraj Market, Sayyaji Rao Road, Mysuru-570001.
Telephone No	9496360765
Contact Person	Geenish Krishnan P P
Email	Sbi.40058@sbi.co.in
Website	www.sbi.bank.in

Details of the Syndicate Member**

Name	[●]
Address	[●]
Telephone No.	[●]
Contact Person	[●]
Email	[●]
Website	[●]

**The Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the Registrar of Companies.*

Details of the Bankers to the Issue & Sponsor Bank*

Name	[●]
Address	[●]
Telephone No.	[●]
Contact Person	[●]
Email	[●]
Website	[●]
SEBI Registration Number	[●]

**The Banker to the Issue shall be appointed prior to filing of the Red Herring Prospectus with the Registrar of Companies.*

Details of the Peer Review / Statutory Auditor of the Company

Is the Peer Review Auditor the same as Statutory Auditor	Yes
Name	**M/s Subek Agarwal & Associates, Chartered Accountants**
Address	No. 2877/14, New No. K-13, 3rd Floor, J. L. B. Road, Chamundipuram, K. R. Mohalla, Mysore – 570 004.
Telephone No.	+91-99008 25830
Contact Person	CA Subek Agarwal
Email	info@subekassociates.com
Website	www.subekassociates.com
ICAI Firm Registration Number	328737E
Peer Review Number	018448
Designation	Partner
Membership Number	304382
Validity	31-08-2027

Details of the Market Maker to the Issue

Name	[●]
Address	[●]
Telephone No.	[●]
Contact Person	[●]
Email	[●]
Website	[●]
SEBI Registration Number	[●]

Details of the Monitoring Agency

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size excluding offer for sale does not exceeds Rs. 5,000.00 Lakhs. Since the Issue size excluding offer for sale is does not exceed Rs. 5,000.00 Lakhs, our Company is not required to appoint a Monitoring Agency registered with SEBI in compliance with the SEBI ICDR Regulations.

However, in an issue where the issuer is not required to appoint a monitoring agency under this regulation, the issuer shall submit a certificate of the statutory auditor for utilization of money raised through the public issue to SME exchange(s) while filing the half-yearly financial results, till the issue proceeds are fully utilized.

Further, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue. Further, Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or Senior Management or companies promoted by the Promoters, except as may be required in the usual course of business and for the objects as stated above.

Further, in an issue where working capital is one of the objects of the issue and the amount raised for the said object exceeds five crore rupees, the issuer shall submit a certificate of the statutory auditor to SME exchange(s) while filing the half-yearly financial results, for use of funds as working capital in the same format as disclosed in the offer document, till the proceeds raised for the said object are fully utilized.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34; https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Bid cum Application Forms, refer to the abovementioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website www.sebi.gov.in at the following path: Home ≫ Intermediaries / Market Infrastructure Institutions ≫ Recognized intermediaries ≫ Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he / she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

Self-Certified Syndicate Banks Eligible as Sponsor Banks for UPI

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

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and Individual Bidders) 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 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?doRecognised=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as 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 Bid cum Bid cum Application Forms in the offer using the stock brokers 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 email address, is provided on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI i.e. (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), respectively, as updated from time to time.

Collecting Depository Participants (CDP's)

The list of the Collecting Depository Participants (CDPs) eligible to accept Bid cum 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 the Bid cum 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.

Brokers to the Issue

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

EXPERTS OPINION

Our Company has not obtained any expert opinions, except for the following for which consents have been received from:

i. Peer Review Auditors of the Company to include their name as experts in this Draft Red Herring Prospectus in relation to (a) the Peer Review Auditors' reports on the Restated Audited Financial Statements; and (b) the Statement of Tax Benefits issued by them;

ii. Legal advisors in connection with the Issue with respect to Legal Due Diligence Report issued by them; and

iii. Capacity and capacity utilization certificate issued by M/s. Er. Amir Husain Rizvi, Independent Chartered Engineer dated September 09, 2026 related to assessment of Company's Plant & Machinery.

We have received above written consents for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as "Expert", defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of 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, 1933.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Finshore Management Services Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

GREEN SHOE OPTION

No green shoe option is contemplated under this Issue.

APPRAISING ENTITY

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

IPO GRADING

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

CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for the Issue.

DEBENTURE TRUSTEE

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

FILING OF DRAFT RED HERRING PROSPECTUS/RED HERRING PROSPECTUS/PROSPECTUS WITH THE SEBI/ROC

Our Company has filed the Draft Red Herring Prospectus with BSE. As per Regulation 247(1) of the SEBI (ICDR) Regulations, 2018 the Draft Red Herring Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website, BSE SME's website and Book Running Lead Manager's website along with the draft abridged prospectus.

In accordance with Regulation 247(2) of the SEBI ICDR, Regulations 2018 our Company shall, within two working days of filing the Draft Red Herring Prospectus with BSE, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of our Company is situated disclosing the fact of filing of the Draft Red Herring Prospectus with BSE and inviting the public to provide their comments to the BSE, our Company or the BRLM in respect of the disclosures made in this Draft Red Herring Prospectus.

Further, in terms of Regulation 247(3) of SEBI (ICDR) Amendment Regulations, 2025, the Book Running Lead Manager shall, after expiry of the period stipulated in sub-regulation (1), file with the BSE SME, details of the comments received by them or the issuer from the public, on the Draft Red Herring Prospectus, during that period and the consequential changes, if any, that are required to be made in the Draft Red Herring Prospectus.

Further, in terms of Regulation 247(4) of SEBI (ICDR) Amendment Regulations, 2026, the issuer and the book running lead manager shall ensure that the offer documents along with the draft abridged prospectus hosted on the websites as required under these regulations and its contents are the same as the versions as filed with the Registrar of Companies, Board and the SME exchange

Further, in terms of Regulation 246(1) of the SEBI (ICDR), a copy of the Prospectus shall be filed with the Board (SEBI) through the BRLM, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus/ Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the ***Registrar of Companies – Bangalore.***

A copy of Draft Red Herring Prospectus will be available on the website of the company www.lgceng.com, Book Running Lead Manager www.finshoregroup.com and stock exchange www.bseindia.com and a copy of the Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at www.mca.gov.in.

Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in in all editions of the English national newspaper **[●]**, all editions of Hindi national newspaper [●] and Kannada edition of regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date:

- Our Company;
- The Book Running Lead Manager in this case being Finshore Management Services Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with Exchanges and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer;
- Banker to the Issue/Sponsor Bank
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 (1) & (2) of the SEBI ICDR Regulations.

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 (1) & (2) of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the Book Running Lead Manager allocate

up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. 5% of the 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, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs, 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 investors and not less than 35% of the Net offer shall be available for allocation to Individual Bidders, who applies for minimum application size,, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process. Non-Institutional Investors with an application size of up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Individual Bidders, who applies for minimum application size, can revise their Bids during the Bid / Offer Period and withdraw their Bids until the Bid / Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid / Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for Individual Investor Portion where allotment to each Individual Bidders, who applies for minimum application size, shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investor Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.
Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. *For details in this regards, specific attention is invited to the chapter titled* ***"Issue Procedure"*** *beginning on page 251 of the Draft Red Herring Prospectus*.

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

*For further details on the method and procedure for Bidding, please see section entitled **"Issue Procedure"** on page 251 of this Draft Red Herring Prospectus.*

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20.00 to ₹ 24.00 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Amount (₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67%
1000	23.00	1000	50.00%
1500	22.00	1500	100.00%
2000	21.00	2000	166.67%
2500	20.00	2500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22 in the above example. The Issuer, in consultation with the Book Running Lead Manager, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹22. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories. Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled "Issue Procedure" on page 251 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form.

Bid/Issue Programme

Events	Indicative Dates
Anchor Portion Bid/Offer Period Opens/Closes on	[●]
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	On or before [●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts or UPI Linke Bank Account	On or before [●]
Credit of Equity Shares to demat accounts of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on BSE SME	On or before [●]

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 (Three) Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Forms and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) for individual and non-individual Bidders. The time for applying for Individual Bidder on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Forms on the Bid/ Issue Closing Date Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST Bidders are cautioned that, in the event a large number of Bid Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Forms may not get uploaded due to the lack of sufficient time. Such Bid Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays) Neither our Company nor the BRLM is liable for any failure in uploading the Bid Forms due to faults in any software/hardware system or otherwise.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Submission of Application Forms:

Offer period (except the Offer Closing Date)	
Submission and Revision of Application Form	Only between 10:00 a.m. to 5:00 p.m. IST
Offer Closing Date	
Submission and Revision of Application Form	Only between 10:00 a.m. to 3:00*# p.m. IST

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

On the Offer Closing Date, the Applications shall be uploaded until:

- *Until 4:00 p.m. IST in case of application by QIBs and Non – Institutional Investors and*
- *Until 5:00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to the Stock Exchange.*

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid / Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid / Offer Closing Date and, in any case, not later than 3:00 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 Bid Cum Application Forms are received on the Bid / Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software / hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid / Offer Closing Date. Allocation to Individual Applicants, in this Offer will be on a proportionate basis.

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 Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Draft Red Herring Prospectus, which our Company will apply for only after Allotment.

UNDERWRITING

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The Book Running Lead Manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●], and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Details of the Underwriter(s)	Number of Equity Shares to be Underwritten	Amount Underwritten (Amount in Rs. Lakhs)	% of the Issue Size Underwritten
Finshore Management Services Limited **Address:** Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, West Bengal, India **Tel No:** 033 – 2289 5101 / 4603 2561 **Email:** info@finshoregroup.com **Investor Grievance Email:** investors@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **Website:** www.finshoregroup.com **SEBI Registration No:** INM000012185	23,22,000 Equity Shares*	₹ [●] Lakhs	100.00%

**Includes 1,18,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●], in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

CHANGES IN THE AUDITORS DURING THE LAST 3 (THREE) YEARS

Sl. No.	Details of Auditors	Date of Change		Reason for Change
1.	**Name:** M/s Dokania S. Kumar & Company, Chartered Accountants **Address:** 40, Strand Road, Model House, 5th Floor, R. No. 27, Kolkata 700001 **Email I'd:** dokaniasourav@gmail.com **Peer Review Number:** 013305 **Firm Registration/Membership Number:** 322919E	***Date of Appointment***	12.05.2024	Due to pre-occupation in other assignments. *(Initially appointed as the First Auditor on 12.05.2024 for the period from 15.04.2024 to 31.03.2025. Later resigned on 04.09.2025).*
		Period From	15.04.2024	
		Period to	31.03.2025	
		Date of Resignation	04.09.2025	

Sl. No.	Details of Auditors	Date of Change		Reason for Change
2.	**Name:** M/s Subek Agarwal & Associates, Chartered Accountants **Address**2877/14, New No. K-13, 3rd Floor, JLB Road, Chamundipuram, K R Mohalla, Mysore- 570004 **Email I'd:** info@subekassociates.com **Peer Review Number:** 018448 **Firm Registration/Membership Number:** 328737E	***Date of Appointment***	16.09.2025	Appointed as the subsequent Auditor on 16.09.2025 to fill casual vacancy and held office until the conclusion of the Annual General Meeting (AGM) for the financial year 2024–25. Subsequently, reappointed at the AGM held on 9th December 2025 for a term of five years, commencing from April 01, 2025 till March 31, 2030.
		Period From	01.04.2025	
		Period to	31.03.2030	
		Date of Resignation	-	

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

Our Company and the Book Running Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making for this Issue:

Name	[●]
Address	[●]
Contact Person	[●]
Telephone	[●]
E-mail	[●]
Website	[●]
SEBI Registration No.	[●]
CIN	[●]
MM Registration No.	[●]

M/s [●], registered with BSE Limited, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI (ICDR) Regulations as amended from time to time.

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*

- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the Book Running Lead Manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the BSE SME.*

- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*

1. The Market Maker "[●]" shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.

3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.

4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the BSE SME from time to time).

7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the BSE Limited.

9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **LGC Engineering Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.

11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of **LGC Engineering Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of **LGC Engineering Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the SME Platform of BSE, in the manner specified by SEBI from time to time.

12. The Book Running Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.

13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **LGC Engineering Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

14. **Risk containment measures and monitoring for Market Maker**: BSE SME will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

15. **Punitive Action in case of default by Market Maker(s):** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case they are not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

    The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

    The Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particular point of time.

16. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

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

Issue Size	**Buy quote exemption threshold (including mandatory initial inventory of 5% of the issue size)**	**Re-entry threshold for buy quote (including mandatory initial inventory of 5% of the issue size)**
Up to Rs.20 Crore	25%	24%
Rs. 20 to Rs.50 Crore	20%	19%
Rs. 50 to Rs.80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

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

19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:

    i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

    ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer Price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the Book Running Lead Manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on BSE SME.*

- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME.*

CAPITAL STRUCTURE

The Equity Share Capital of the Company as on the date of this Draft Red Herring Prospectus:

(Rs. in Lakhs except share data)

Sr. No.	Section	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price
A.	***Authorised Share Capital***	80,00,000 Equity Shares of ₹ 10/- each	800.00	--
B.	***Issued, Subscribed & Paid-up Share Capital before the Offer*** [(1)]	44,48,965 Equity Shares of ₹10/- each	444.89	--
C.	***Present issue in terms of the Draft Red Herring Prospectus*** [(2)]	Up to 23,22,000[(4)] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●]/- per share aggregating to ₹ [●] Lakhs.	232.20	[●]
of which				
		Fresh Issue of up to 19,72,000 Equity Shares of face value of ₹10/- each at a price of ₹ [●] /- aggregating to ₹ [●] Lakhs.	197.20	[●]
		Offer for Sale of up to 3,50,000 Equity Shares of face value of ₹10/- each at a price of ₹ [●] /- [(3)] aggregating to ₹ [●] Lakhs.	35.00	[●]
which Comprises of				
		Reservation for Market Maker portion		
		1,18,000 Shares of ₹10/- each for cash at a price ₹[●]/- per Equity Share aggregating to ₹ [●] Lakhs.	11.80	[●]
		Net Issue to the Public		
		22,04,000 Equity Shares of ₹10/- each for cash at a price ₹[●]/- per Equity Share aggregating to ₹ [●] Lakhs, ***out of which***:	220.40	[●]
		Out of which:		
		Up to [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Individual Investor who applies for minimum application size	[●]	[●]
		Up to [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Non-Institutional Investors [(5)]	[●]	[●]
		Up to [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Qualified Institutional Buyers	[●]	[●]
D.	***Issued, Subscribed and Paid-up Equity capital after the Issue*** [(4)]	Up to 64,20,965 Equity Shares of ₹10/- each	642.10	
E.	***Securities Premium Account***	Before the Issue	Nil	
		After the Issue	[●]*	

**Assuming Full Allotment*

(1) *Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this Draft Red Herring Prospectus.*

(2) *The present Issue of up to 23,22,000 Equity Shares in terms of Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated* ***August 24 2026,*** *and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting of the members held on* ***September 02, 2026****.*

(3) *The Selling Shareholder confirms that his portion of the Offered Shares has been held for at least one year prior to the filing of this Draft Red Herring Prospectus. And, these shares are eligible for the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations.*

(4) *Subject to finalization of Basis of Allotment to be included upon finalization of Offer Price.*

(5) *Pursuant to Regulation 253, sub regulation (2) of the SEBI (ICDR) Regulations, 2018, the allocation in the noninstitutional investors category shall be as follows:*

(a) one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹ 10 lakhs and
(b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs provided under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion.

CLASSES OF SHARES

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

The Offer for Sale has been authorized by the Selling Shareholder by authorization letter dated September 02, 2026.

Sl. No.	Selling Shareholders	Aggregate amount of Offer for Sale (Rs. in Lakhs)	Number of Equity Shares proposed to be offered in the Offer for Sale	% of the Pre-Issue paid-up equity share capital
1.	Arjun Krishna Shastry	**[●]**	3,50,000	7.87%

NOTES TO THE CAPITAL STRUCTURE

1. Details of change in Authorised Share Capital of the Company:

Sr. No.	Particulars of Increase	Date of Shareholders Meeting/Incorporation	Whether AGM/EGM
1.	Incorporated with an Authorized Share Capital of ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of Face Value of ₹ 10/- each	15-04-2024	Incorporation
2.	Increase in Authorized Share Capital from ₹ 5,00,00,000 comprising of 50,00,000 Equity Shares of Face Value of ₹ 10/- each to ₹ 8,00,00,000 comprising of 80,00,000 Equity Shares of Face Value of ₹ 10/- each	14-12-2024	EGM

2. *Equity shares capital history of our Company:*

a. The following is the history of the equity share capital of our Company:

Date of Allotment	Nature of Allotment	Details of allottees/ shareholders and equity shares allotted	No. of Equity Shares allotted	Face value per equity share (In ₹)	Offer Price per equity shares (In ₹)	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (in ₹)
15-04-2024	Subscription to MOA [(1)]	Refer Note 1	44,48,965	10.00	10.00	Cash	44,48,965	4,44,89,650

(1) Allotment of 44,48,965 Equity Shares on Initial subscription to the Memorandum of Association dated 15-04-2024:*

Sl. No.	Name of the allottee	Face Value (₹)	Offer Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1.	Arjun Krishna Shastry	10.00	10.00	Subscription to MOA	22,21,832
2.	Deepika Gerty Laxmi	10.00	10.00	Subscription to MOA	22,21,833
3.	Geetha Krishna	10.00	10.00	Subscription to MOA	100
4.	Chamarajanagar Ramaswamy Krishna	10.00	10.00	Subscription to MOA	100
5.	Manishkumar Prayagchand Agarwal	10.00	10.00	Subscription to MOA	2,500
6.	Hitiksha Manishkumar Agarwal	10.00	10.00	Subscription to MOA	2,500
7.	Rajanna Amaresha	10.00	10.00	Subscription to MOA	100
Total					**44,48,965**

**Pursuant to conversion of partnership firm "M/s LGC Engineering" into Company under Part I of Chapter XXI of the Companies Act, 2013, vide Certificate of Incorporation dated April 15, 2024 by Registrar of Companies, Central Registration Centre. The Partners Capital as on date of conversion filing was ₹ 4,44,89,650/- which was converted to 44,48,965 Equity Shares of face value of ₹ 10/- each fully paid up as the Initial Subscribers to Memorandum of Association.*

3. *Preference shares capital history of Company:*

As on the date of this Draft Red Herring Prospectus, our Company does not have any preference share capital.

4. *Shares issued for consideration other than cash:*

The company has been incorporated pursuant to conversion of Partnership Firm and the shares have been allotted pursuant to such conversion as mentioned above.

5. *Shares issued out of revaluation reserves:*

We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

6. *Issue of equity shares pursuant to sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013, as applicable:*

Our Company has not issued any Equity Shares in terms of any scheme approved under section 230 to 234 of the Companies Act, 2013, as approved by a High Court or a tribunal, as applicable, by the promoters or alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s), as applicable in lieu of business and invested capital that had been in existence for a period of more than one year prior to such approval.

7. *Issue of shares at a price lower than the Offer Price in the last year:*

No Equity Shares have been issued during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price.

8. *Issue of equity shares under one or more employee stock option schemes:*

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme or stock appreciation right as on the date of this Draft Red Herring Prospectus.

9. SHAREHOLDING PATTERN OF THE COMPANY (AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS)

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

Category (I)	Category of shareholder (II)	Nos. 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 % of Total Shares (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (X)	Shareholding Assuming Full Conversion of Convertible Securities (XI) = (VII)+(X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number 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 (Sb)	
								Class: X	Class: Y	Total								
A	**Promoter and Promoter Group**	4	44,43,865	-	-	44,43,865	99.89%	44,43,865	-	44,43,865	99.89%	-	99.89%	-	-	-	-	**44,43,865**
B	**Public**	3	5,100	-	-	5,100	0.11%	5,100	-	5,100	0.11%	-	0.11%	-	-	-	-	**5,100**
C	**Non-Promoter-Non-Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		7	**44,48,965**	**-**	**-**	**44,48,965**	**100.00%**	**44,48,965**	-	**44,48,965**	**100.00%**	-	**100.00%**	-	-	-	-	**44,48,965**

As on date of this Draft Red Herring Prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE Limited, except the share offered via Offer for sale.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters, promoter group, selling shareholder(s), directors, key managerial personnel, senior management, qualified institutional buyer(s), employees, shareholders holding SR equity Shares, entities regulated by Financial Sector Regulators, each as applicable, are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE Limited before commencement of trading of such Equity Share.

10. DETAILS OF SHAREHOLDING OF MAJOR SHAREHOLDERS

(i) List of Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company (as on the date of the Draft Red Herring Prospectus):

Sl. No.	Name of Shareholders	Category	Number of Equity Shares	% of Equity Share Capital
1	Arjun Krishna Shastry	Promoter	22,21,832	49.94%
2	Deepika Gerty Laxmi	Promoter	22,21,833	49.94%
Total			**44,43,665**	**99.88%**

(ii) List of Shareholders holding 1% or more of the paid-up equity Share Capital aggregating to at least 80% of capital of our Company (as of ten days prior to the date of this Draft Red Herring Prospectus):

Sl. No.	Name of Shareholders	Category	Number of Equity Shares	% of Equity Share Capital
1	Arjun Krishna Shastry	Promoter	22,21,832	49.94%
2	Deepika Gerty Laxmi	Promoter	22,21,833	49.94%
Total			**44,43,665**	**99.88%**

(iii) List of Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company as on a date 1 (one) year before the date of the Draft Red Herring Prospectus:

Sl. No.	Name of Shareholders	Category	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Arjun Krishna Shastry	Promoter	22,21,832	49.94%
2	Deepika Gerty Laxmi	Promoter	22,21,833	49.94%
Total			**44,43,665**	**99.88%**

(iv) List of Shareholders holding 1% or more of the paid-up equity share capital aggregating to at least 80% of capital of our Company as on a date 2 (two) year before the date of the Draft Red Herring Prospectus:

Sl. No.	Name of Shareholders	Category	Number of Equity Shares	% of Equity Share Capital
1	Arjun Krishna Shastry	Promoter	22,21,832	49.94%
2	Deepika Gerty Laxmi	Promoter	22,21,833	49.94%
Total			**44,43,665**	**99.88%**

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Draft Red Herring Prospectus.

12. Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

13. HISTORY OF THE EQUITY SHARE CAPITAL HELD BY OUR PROMOTERS AND PROMOTER GROUP

The current promoters of our Company are **Mr. Arjun Krishna Shastry, Mrs. Deepika Gerty Laxmi and Mrs. Geetha Krishna.**

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 44,43,765 Equity Shares, which constitutes approximately 99.88% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and shall hold **40,93,765** Equity Shares, which will constitute approximately **63.76%** of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Equity Shares of face value of Rs. 10/- each	Percentage of pre-issue equity share capital	Number of Equity Shares of face value of Rs. 10/- each	Percentage of post-issue equity share capital
Promoters				
Arjun Krishna Shastry*	22,21,832	49.94%	18,71,832	29.15%
Deepika Gerty Laxmi	22,21,833	49.94%	22,21,833	34.60%
Geetha Krishna	100	0.00%	100	0.00%
Total Promoters Shareholding (A)	**44,43,765**	**99.88%**	**40,93,765**	63.76%
Promoter Group				
Chamarajanagar Ramaswamy Krishna	100	0.00%	100	0.00%
Total Promoter Group Shareholding (B)	**100**	**0.00%**	**100**	**0.00%**
Grand Total (A+B)	**44,43,865**	**99.89%**	**40,93,865**	**63.76%**

**Also, a selling shareholder.*

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the equity shareholding of our Promoters since the incorporation of our Company.

i) Mr. Arjun Krishna Shastry

Date of Allotment/ Transfer/ Resolution	Nature of transaction	Number of Equity Shares	Consideration	Face Value (₹)	Issue/Transfer Price (₹)	Date when the shares were made fully paid up	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
15-04-2024	Subscription to MOA[#]	22,21,832	During Conversion of Firm in to Company	10.00	10.00	15-04-2024	49.94%	29.15%	No
Total		**22,21,832**					**49.94%**	**29.15%**	

[#]Equity shares allotted pursuant to conversion of "LGC Engineering", a partnership firm into Public Limited Company under Companies Act, 2013.

ii) Mrs. Deepika Gerty Laxmi

Date of Allotment/ Transfer/ Resolution	Nature of transaction	Number of Equity Shares	Consideration	Face Value (₹)	Issue/Transfer Price (₹)	Date when the shares were made fully paid up	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
15-04-2024	Subscription to MOA[#]	22,21,833	During Conversion of Firm in to Company	10.00	10.00	15-04-2024	49.94%	34.60%	No
Total		**22,21,833**					**49.94%**	**34.60%**	

[#]Equity shares allotted pursuant to conversion of "LGC Engineering", a partnership firm into Public Limited Company under Companies Act, 2013.

iii) Mrs. Geetha Krishna

Date of Allotment/ Transfer/ Resolution	Nature of transaction	Number of Equity Shares	Consideration	Face Value (₹)	Issue/Transfer Price (₹)	Date when the shares were made fully paid up	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
15-04-2024	Subscription to MoA[#]	100	During Conversion of Firm in to Company	10.00	10.00	15-04-2024	0.00%	0.00%	No
Total		**100**					**00.00%**	**00.00%**	

[#]Equity shares allotted pursuant to conversion of "LGC Engineering", a partnership firm into Public Limited Company under Companies Act, 2013.

Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

14. The aggregate shareholding of the Promoters and Promoter Group and of the directors of the promoters, where the promoter is a body corporate:

Our Promoters do not include a Body corporate. The aggregate shareholding of the Promoters & Promoter Group are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Equity Shares of face value of Rs. 10/- each	Percentage of pre-issue equity share capital	Number of Equity Shares of face value of Rs. 10/- each	Percentage of post-issue equity share capital
Promoters				
Arjun Krishna Shastry	22,21,832	49.94%	18,71,832	29.15%
Deepika Gerty Laxmi	22,21,833	49.94%	22,21,833	34.60%
Geetha Krishna	100	0.00%	100	0.00%
Total Promoters Shareholding (A)	**44,43,765**	**99.88%**	**40,93,765**	**63.76%**
Promoter Group				
Chamarajanagar Ramaswamy Krishna	100	0.00%	100	0.00%
Total Promoters Group Shareholding (B)	**100**	**0.00%**	**100**	**0.00%**
Total Promoters & Promoters Group (A+B)	**44,43,865**	**99.89%**	**40,93,865**	**63.76%**

In our case, there is no shareholder that is a Body Corporate falling under the Promoter or Promoter Group category.

15. The aggregate number of specified securities purchased or sold by the promoter group and/or by the directors of the company and their relatives in the preceding six months:

None of the members of the Promoter Group, the Promoter, the Directors of our Company, the directors of our Promoter, nor any of their respective relatives, as applicable, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

16. There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.

17. DETAILS OF PROMOTER'S CONTRIBUTION AND LOCK-IN:

Promoter's Contribution:

(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post issue equity share capital of our Company.

Provided that Promoters' contribution shall be computed on the basis of the post-issue expanded capital:

(a) assuming full proposed conversion of convertible securities into equity shares – **Not Applicable**

(b) assuming exercise of all vested options, where any employee stock options or stock appreciation rights are outstanding at the time of initial public offer – **Not Applicable**

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of allotment or date of commencement of commercial production, whichever is later.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold **44,43,765** Equity Shares, which constitutes approximately **99.88%** of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and shall hold **40,93,765** Equity Shares, which will constitute approximately **63.76%** of the post-IPO issued, subscribed and paid up Equity Share capital of our Company, out of which **1,284,193** equity shares being 20.00% of the post Issue equity share capital of our Company are eligible for the Promoters' Contribution margin.

An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("**Minimum Promoter's Contribution**") and locked-in for a period of three years from the date of allotment or from the date of commercial production whichever is later. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

Equity Shares to be Locked in (Minimum Promoter's Contribution):

Name of Promoter	No. of Locked-in Shares	Date of Allotment / Transfer	Date when made fully paid-up	Nature of Transaction	Face Value (Rs.)	Issue/Acquisition Price (Rs.)	% of Pre-Issue Capital	% of Post-Offer Capital	Lock-in period
Deepika Gerty Laxmi	12,84,193	15-04-2025	15-04-2025	Subscription to MoA*	10.00	10.00	28.86%	20.00%	3 Years
Total	12,84,193						28.86%	20.00%	

#Equity shares allotted pursuant to conversion of "LGC Engineering", a partnership firm into Public Limited Company under Companies Act, 2013.

1,284,193 Pre-IPO equity shares of our company held by Our Promoter will be locked-in for 3 (three) years as mentioned above prior to listing of shares.

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Offer Price.

Our Company was incorporated under the Companies Act, 2013 and was incorporated by converting the partnership firm **"LGC Engineering"** into public limited company **"LGC Engineering Limited"** under Part I of Chapter XXI of the Companies Act, 2013. All the partners of the erstwhile partnership firm became shareholders of the company at the time of incorporation.

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Book Running Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

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

Reg. No.	Promoter' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction.	The Minimum Promoter's contribution consist of such Equity Shares which were acquired for consideration other than cash pursuant to conversion of partnership firm into company, but no revaluation of assets or capitalisation of intangible assets was involved, and accordingly they are eligible. **Hence Eligible**
237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoter' contribution.	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.**
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the Offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible.	The Company was formed by conversion of M/s LGC Engineering under Part I of Chapter XXI, the shares were allotted against partners' capital which had existed in the firm continuously for more than one year. There has been no change in management and accordingly the proviso applies and the shares are eligible. **Hence Eligible.**
237(1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.**

(ii) Details of Equity Shares Locked-in for two (2) years and one (1) year

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period as provided in clause 238(b) of SEBI (ICDR) Regulations 2018 which is as follows:

b. fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and

c. remaining fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

The details of lock-in of shares are as under:

Name of Shareholders	*Category*	*No of Shares Held (Pre-Issue)*	*No of Shares Held (Post-Issue)*	*Lock-in for 3 Years*	*Lock-in for 2 Years*	*Lock-in for 1 Year*
Arjun Krishna Shastry	Promoter	22,21,832	18,71,832	--	9,35,916	9,35,916
Deepika Gerty Laxmi	Promoter	22,21,833	22,21,833	12,84,193	4,68,820	4,68,820
Geetha Krishna	Promoter	100	100	--	50	50
Chamarajanagar Ramaswamy Krishna	Promoter Group	100	100	--	--	100
Manishkumar Prayagchand Agarwal	Public	2,500	2,500	--	--	2,500
Hitiksha Manishkumar Agarwal	Public	2,500	2,500	--	--	2,500
Rajanna Amaresha	Public	100	100	--	--	100
Total		**44,48,965**	**40,98,965**	**12,84,193**	**14,04,786**	**14,04,786**

(iii) Other requirements in respect of lock-in

- **Inscription or recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

- **Pledge of Locked-in Equity Shares:**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;

ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

- **Transfer of Locked-in Equity Shares:**

  In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

  a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

  b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Draft Red Herring Prospectus:

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Draft Red Herring Prospectus except as mentioned in this chapter and Draft Red Herring Prospectus.

Other disclosures and confirmations:

1. None of our Promoters, Promoter Group, our directors and their relatives have entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

2. The Promoters, members of the Promoter Group and the Directors, or any of 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.

3. There is total 7 (Seven) number of holders of the Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

4. All the equity shares of our company are in dematerialised form.

5. Our Company, its Directors, Promoters or the Book Running Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.

6. The Book Running Lead Manager and its associates (as defined under the SEBI (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares in our Company as on the date of filing this Draft Red Herring Prospectus.

7. None of the shareholders as on the date of this Draft Red Herring Prospectus are directly or indirectly related to the Book Running Lead Manager or their associates (as defined under SEBI (Merchant Bankers) Regulations, 1992).

8. There are no partly paid-up equity shares as on the date of this Draft Red Herring Prospectus. Further, the equity shares to be issued pursuant to the offer shall be fully paid-up at the time of allotment.

9. No person connected with the issue 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 issue.

10. There will not be any further issuance of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded or unblocked on account of non-listing, under-subscription etc., as the case may be.

11. Except for the Equity Shares to be allotted pursuant to the fresh Issue there is no proposal or intention, negotiations or consideration by our Company to alter its capital structure by way of split or consolidation of the Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Issue Opening Date.

12. Neither the BRLM nor 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 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 which are associates of the BRLM or pension funds sponsored by entities which are associates of the LMs) shall apply in the Offer under the Anchor Investor Portion. – **Not Applicable**

13. None of the Equity Shares held by the Promoters and members of the Promoter Group are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

14. Our Company shall have only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.

15. All transactions in Equity Shares of our Company by the Promoters and members of the Promoter Group between the date of filing of the Prospectus and the Issue Closing Date will be intimated to the Stock Exchanges within 24 hours of such transactions.

16. Except as disclosed in the chapter titled ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus, none of our directors or Key Managerial Personnel or Senior Management holds any Equity Shares in our Company.

17. Our Company has not issued Equity Shares out of Revaluation Reserves.

18. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

19. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this Draft Red Herring Prospectus.

20. Our Company has not raised any bridge loan against the proceeds of this issue.

21. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Draft Red Herring Prospectus.

22. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

23. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

24. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.

25. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

26. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.

27. There are no Equity Shares against which depository receipts have been issued.

28. Other than the Equity Shares, there is no other class of securities issued by our Company.

29. There are no safety net arrangements for the Issue.

30. This issue is being made through Book Building Process method.

31. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Shares Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

32. This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Book Building Process method and hence, as per Regulation 253, sub regulation (1) of SEBI (ICDR) Regulations 2018, the allocation in the net offer to public category shall be made as follow:

(a) not less than thirty-five per cent. to individual investors who applies for minimum application size;
(b) not less than fifteen per cent. to non-institutional investors;
(c) not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:
Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:
Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

Further, as the issue is being made through the Book Building process, the allocation in the non-institutional investors category pursuant to Regulation 253, sub regulation (2) shall be made as follows:
(a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; and
(b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs:
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 investors.

33. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus except as otherwise mentioned in ***"Risk Factors"*** beginning on Page 19 of Draft Red Herring Prospectus, if any.

34. There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the Draft Red Herring Prospectus.

35. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

36. Our Company has not proposed any Pre-IPO placement from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

37. ***Our Promoters and members of our Promoter Group will not participate in the Issue.***

OBJECTS OF THE ISSUE

The Equity Share Capital of the Company as on the date of this Draft Red Herring Prospectus:

The issue comprises of-

Particulars	Equity Shares Offered	Aggregate Amount (Rs. Lakhs)
Fresh Issue	19,72,000	[●]
Offer for Sale	3,50,000	[●]
TOTAL	**2,322,000**	[●]

OFFER FOR SALE

The object of the Offer for Sale is to allow the Selling Shareholder to sell up to 3,50,000 Equity Shares of face value of ₹10 each held by him aggregating up to ₹[●] lakhs. The proceeds from the Offer for Sale shall be received by the Promoter Selling Shareholder after deducting his proportion of Offer expenses. Our Company will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholder will be entitled to the proceeds from the Offer for Sale, net of her respective portion of the offer related expenses. For further details, see ***"Objects of the Offer - Issue related Expenses"*** of this Draft Red Herring Prospectus.

Sr. No.	Name of Selling Shareholders	Category of Shareholder	No. of Shares Offered	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
				No. of Equity Shares	Percentage of total pre-Offer paid up Equity Share Capital (%)	Number of Equity Shares	Percentage of total post-offer paid up Equity Share Capital (%)
1.	Arjun Krishna Shastry	Promoter	3,50,000	2,221,832	49.94%	1,871,832	29.15%

Note: Pursuant to Section 28 of the Companies Act, 2013, Mr. Arjun Krishna Shastry, whose shares are proposed to be offered to the public through an Offer for Sale, has authorised the Company, to undertake all actions in relation to the Offer for Sale on his behalf. Further, he will reimburse the Company for all expenses incurred by it in connection with the Offer for Sale.

Net Proceeds of the Selling Shareholder:

Particulars	Amount*
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses in relation to fresh issue borne by the Company	[●]
Net Issue Proceeds	[●]

** Subject to change at the time of actual utilisation.*

FRESH ISSUE

We intend to utilize the Proceeds of the Fresh Offer, after deducting the Offer related expenses, as estimated to be ₹ [●] Lakhs (the "Net Proceeds"). Our Company proposes to utilize the Net Proceeds from the Offer towards the following objects:

Sr. no.	Fund Raise Objective	Description	Amount *(Rs Lakhs)*
a.	Working Capital	To meet Working Capital Requirements	787.47
b.	Re-payment of Outstanding borrowings	Repayment and / or pre-payment, in full or in part, of certain outstanding borrowings availed by our Company.	180.00
	Sub-total (a+b)		967.47

Sr. no.	Fund Raise Objective	Description	Amount *(Rs Lakhs)*
c.	General Corporate Purpose*	To be utilized towards Strategic initiatives, partnerships, joint ventures and acquisitions; Brand building and strengthening of promotional, marketing activities and advisory; On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions etc.	[●]
	Total (a+b+c)		[●]

**To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds or ₹10 crores, whichever is less.)*

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enables us to:

i. undertake our existing business activities; and
ii. to undertake activities proposed to be funded from the Net Proceeds.

Issue Proceeds and Net Proceeds

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses in relation to fresh issue borne by the Company	[●]*
Net Issue Proceeds	[●]

******For further details, see "Objects of the Offer - Offer related Expenses" of this Draft Red Herring Prospectus.*

Proposed Schedule of Implementation and Deployment of Net Proceeds

(₹ in Lakhs)

Sl. No.	Fund Raise Objective	Description	Amount to be funded from the Net Proceeds (In Lakhs)	Estimated deployment of the Net Proceeds	
				2026-27	2027-28
a.	Working Capital	To fund the working capital requirements of the existing business operations.	787.47	400.00	387.47
b.	Repayment of Loan	Repayment and / or pre-payment, in full or in part, of certain outstanding borrowings availed by our Company.	180.00	180.00	-
	Sub-total (a+b)	--	**967.47**	**580.00**	**387.47**
c.	General Corporate Purpose*	To be utilized towards Strategic initiatives, partnerships, joint ventures and acquisitions; Brand building and strengthening of promotional, marketing activities and advisory; On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions etc.	[●]	[●]	[●]
	Total		[●]	[●]	[●]

**To be determined upon finalisation of the Offer Price and updated in the Red Herring Prospectus/Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds or ₹10 crores, whichever is less.)*

Further, the estimated Issue related expenses aggregate to ₹[●], of which ₹[●], representing our Company's proportionate share attributable to the Fresh Issue, shall be borne by our Company. The balance amount of ₹[●], representing the proportionate share attributable to the Offer for Sale, shall be borne by the Selling Shareholder and reimbursed to our Company in accordance with the applicable provisions.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in internal/external circumstances or costs or other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal 2026-27 and 2027-28. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal year is not completely met, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy, and external factors including market conditions or changes in commercial or other factors, many of which may be beyond the control of our management. Any such revision may entail re-scheduling, revising, increasing, or decreasing the fund requirements for a particular purpose from those stated below, at the discretion of our management, subject to compliance with applicable laws.

Further, in the event the estimated utilization of the Net Proceeds in any fiscal is not fully achieved due to factors such as (i) economic and business conditions; (ii) delays in obtaining necessary licenses and approvals; or (iii) other commercial considerations, the unutilized portion of the Net Proceeds shall be deployed in subsequent fiscals, as may be determined by the Company, in accordance with applicable laws.

Detailed breakup of the Use of the Proceeds

A. To fund the working capital requirements of the existing business operations.

Our Company is engaged in the business of manufacturing precision investment castings through the lost wax investment casting process. Our manufacturing operations involve multiple stages including procurement of raw materials and consumables, wax injection, shell building, dewaxing, melting and pouring, deshelling, finishing, heat treatment, inspection and dispatch. We also undertake certain value-added processes through third-party subcontractors, including machining, plating, painting, X-ray radiography and coining. Accordingly, our working capital requirements are primarily driven by the procurement and holding of raw materials and other production inputs, inventory maintained at various stages of production, trade receivables arising from sales to customers, advances and other current assets, as well as the timing difference between procurement, production, sale and collection from customers. The nature of our business therefore requires adequate liquidity to ensure uninterrupted production and timely fulfilment of customer orders.

Our Company operates in the B2B segment and caters to customers across automotive, defence and aerospace, electrical, general engineering, infrastructure and earth moving, medical, oil and gas and railway industries. Our products are manufactured based on customer-specific drawings, specifications and quality requirements. The manufacturing cycle involves procurement of raw materials, production and processing over multiple stages, quality inspection and, where applicable, subcontracting of certain value-added processes before final dispatch. Consequently, funds remain deployed in inventory and work-in-progress during the manufacturing cycle and in trade receivables until the consideration from customers is realised.

Our Company has historically funded its working capital requirements through a combination of internal accruals and short-term borrowings. With the expected growth in business operations and corresponding increase in procurement, production and sales volumes, the amount of funds required to be deployed in the operating cycle is expected to increase. Accordingly, we propose to utilise a portion of the Net Proceeds of the Issue towards funding our working capital requirements.

Rationale for the requirement of additional working capital

Our manufacturing operations require adequate working capital to maintain the continuity of production and to meet customer delivery schedules. The investment casting process requires procurement and availability of various raw materials and consumables, including steel scrap, wax, ferro alloys, shelling materials and other inputs. The Company procures raw materials from multiple suppliers based on operational requirements, quality, technical specifications, pricing, availability and delivery schedules. Raw materials are required to be available before commencement of production and therefore a portion of the Company's funds remains deployed in inventory until the relevant materials are consumed in the manufacturing process and the finished products are sold and realised.

Further, the Company's manufacturing process involves several sequential stages between procurement of raw materials and dispatch of finished castings. These include wax injection, shelling, dewaxing, melting and metal pouring, finishing, heat treatment, inspection and dispatch. Certain value-added processes such as machining, plating, painting, X-ray radiography and coining are outsourced to third-party subcontractors. As a result, funds are also deployed in work-in-progress and products undergoing or awaiting completion of such processes before final delivery to customers.

The Company also extends credit to customers in the ordinary course of business. Accordingly, after the completion and dispatch of products, a portion of the Company's funds remains deployed in trade receivables until collection from customers. Any increase in sales and customer orders is therefore expected to result in a corresponding increase in the amount of funds required to finance trade receivables.

Our working capital requirements are consequently affected by the scale of our operations, procurement requirements, inventory holding period, production cycle, credit terms extended to customers, credit terms received from suppliers and the overall growth in our business.

Historical working capital requirements

Our working capital requirements have increased from a Working Capital Gap of ₹778.87 lakhs as at March 31, 2024 to ₹832.00 lakhs as at March 31, 2025 and further to ₹1,014.38 lakhs as at March 31, 2026. Based on the estimated level of business operations, the Working Capital Gap is expected to increase to ₹1,464.75 lakhs as at March 31, 2027 and further to ₹1,805.40 lakhs as at March 31, 2028.

The Working Capital Gap has increased by approximately 30.2% between March 31, 2024 and March 31, 2026 and is estimated to increase by approximately 77.9% between March 31, 2026 and March 31, 2028. The projected increase is primarily attributable to the expected increase in inventory and trade receivables corresponding to the anticipated growth in the scale of our operations. As our production and sales volumes increase, a larger amount of funds is expected to remain deployed in the operating cycle.

The details of our estimated working capital requirements and the corresponding sources of funding are set out below:

Particulars	**31-03-2028**	**31-03-2027**	**31-03-2026**	**31-03-2025**	**31-03-2024**
	Estimated (₹ in lakhs)		**Restated (₹ in lakhs)**		
Cash & Bank Balance	42.65	36.47	20.90	15.30	22.08
Sundry Debtors	518.20	431.83	284.99	227.58	379.48
Inventory	1,857.02	1,547.51	1,289.59	1,022.03	635.09
Short Term Loans and Advances	127.97	106.64	88.87	200.00	66.19
Other Current Assets	42.93	35.77	29.81	18.60	30.58
Total Current Assets	**2,588.77**	**2,158.23**	**1,714.16**	**1,483.50**	**1,133.42**
Sundry Creditors	441.63	368.02	389.82	266.45	208.97
Other Current Liabilities	341.73	325.46	309.96	385.06	145.58
Total Current Liabilities	**783.36**	**693.49**	**699.78**	**651.51**	**354.55**
Working Capital Gap	**1,805.40**	**1,464.75**	**1,014.38**	**832.00**	**778.87**
Source of Working Capital					
Proceeds from IPO	387.47	400.00			-
Short Term Borrowings	632.37	702.63	780.70	808.18	680.25
Internal Accrual	785.56	362.11	233.68	23.82	98.62
Total	**1,805.40**	**1,464.75**	**1,014.38**	**832.00**	**778.87**

Sources of funding of working capital

The Working Capital Gap is proposed to be funded through a combination of the Net Proceeds of the Issue, short-term borrowings and internal accruals.

As reflected above, the Company proposes to fund a portion of its working capital requirements through the Net Proceeds of the Issue amounting to ₹787.47 lakhs, comprising ₹400.00 lakhs proposed to be deployed during FY 2026-27 and ₹387.47 lakhs proposed to be deployed during FY 2027-28. The balance working capital requirements are proposed to be met through internal accruals and short-term borrowings.

The contribution from the Net Proceeds is expected to provide additional liquidity for funding the Company's operating cycle and reduce the extent to which the Company would otherwise need to rely on short-term borrowings for meeting its working capital requirements. The proposed utilisation of the Net Proceeds towards working capital is intended to support procurement of raw materials and consumables, maintenance of inventory, funding of production and processing activities, meeting subcontracting and other operating requirements and funding the timing difference between sales and collection from customers.

Basis of estimation of working capital requirements

The projected working capital requirements have been estimated with reference to the expected scale of operations and the operating cycle of the Company. The principal components of working capital considered for estimation include cash and bank balances, sundry debtors, inventory, short-term loans and advances and other current assets, after considering sundry creditors and other current liabilities.

The key operating assumptions used for estimating the working capital requirements are the holding periods for trade receivables, inventory and trade payables. The holding periods considered for the projected periods have been determined with reference to the historical operating cycle of the Company and the expected requirements of the business.

The estimated holding periods are set out below:

Particulars	31-03-2028	31-03-2027	31-03-2026	31-03-2025	31-03-2024
Sundry Debtors Holding period (In Days)	45	45	36	58	52
Inventory Holding Period (In Days)	275	275	283	888	150
Sundry Creditor Holding Period (In Days)	60	60	74	121	44

Justification for holding periods

Particulars	Details
Sundry Debtors	Our sundry debtors amounted to ₹379.48 lakhs as at March 31, 2024, ₹227.58 lakhs as at March 31, 2025 and ₹284.99 lakhs as at March 31, 2026. Sundry debtors are estimated to increase to ₹431.83 lakhs as at March 31, 2027 and ₹518.20 lakhs as at March 31, 2028. The projected increase in trade receivables is primarily attributable to the expected increase in the scale of business operations and corresponding sales. As the Company operates in the B2B segment and supplies customer-specific investment castings to customers across various industries, a portion of sales is made on credit. Consequently, funds remain deployed in receivables until collection from customers. The debtor holding period was 52 days as at March 31, 2024, 58 days as at March 31, 2025 and 36 days as at March 31, 2026. A debtor holding period of 45 days has been considered for FY 2026-27 and FY 2027-28. The projected debtor holding period is intended to provide for the expected credit cycle and timing of collection from customers.
Inventory	Inventory is one of the principal components of our working capital requirement. Our manufacturing process requires the availability of raw materials and consumables at different stages of production. The Company's operations involve multiple manufacturing stages and may also require products to be sent to third-party subcontractors for certain value-added processes before final dispatch.

Particulars	Details
	Our inventory increased from ₹635.09 lakhs as at March 31, 2024 to ₹1,022.03 lakhs as at March 31, 2025 and further to ₹1,289.59 lakhs as at March 31, 2026. Inventory is estimated to increase to ₹1,547.51 lakhs as at March 31, 2027 and ₹1,857.02 lakhs as at March 31, 2028. The inventory holding period was 150 days as at March 31, 2024, 888 days as at March 31, 2025 and 283 days as at March 31, 2026. A holding period of 275 days has been considered for FY 2026-27 and FY 2027-28. The projected holding period takes into consideration the nature of the investment casting process, the requirement to maintain adequate raw materials and consumables, the time involved in various stages of production and the expected level of business operations. The Company also needs to maintain adequate inventory to ensure timely execution of customer orders and avoid interruptions in production due to non-availability of required raw materials or consumables. Accordingly, an adequate level of inventory is necessary to support continuity of manufacturing operations and timely delivery to customers.
Sundry Creditors	Sundry creditors primarily represent amounts payable to suppliers against procurement of raw materials, consumables and other goods and services required for manufacturing operations. Our sundry creditors amounted to ₹208.97 lakhs as at March 31, 2024, ₹266.45 lakhs as at March 31, 2025 and ₹389.82 lakhs as at March 31, 2026. Sundry creditors are estimated at ₹368.02 lakhs as at March 31, 2027 and ₹441.63 lakhs as at March 31, 2028. The creditor holding period was 44 days as at March 31, 2024, 121 days as at March 31, 2025 and 74 days as at March 31, 2026. A creditor holding period of 60 days has been considered for FY 2026-27 and FY 2027-28. The projected creditor period reflects the expected level of supplier credit available in the ordinary course of business. Since the Company procures raw materials and other inputs from multiple suppliers, the actual credit period may vary depending upon supplier terms, purchase volumes, the nature of procurement and prevailing commercial conditions.
Cash and Cash Equivalents	Cash and bank balances represent funds maintained to meet the Company's routine operating requirements and provide liquidity for day-to-day expenses and other immediate business requirements. The projected cash and bank balances have been estimated considering the expected scale of operations and the Company's normal operating liquidity requirements.
Short Term Loans and Advances and Other Current Assets	Short-term loans and advances and other current assets primarily comprise advances and balances arising in the ordinary course of business and other operating assets. The projected amounts have been estimated with reference to the historical levels and the expected increase in the scale of operations.
Other Current Liabilities	Other current liabilities primarily comprise liabilities arising in the ordinary course of business, including statutory dues, expenses payable, provisions and other operating liabilities. These liabilities partially offset the Company's working capital requirements. The projected amounts have been estimated with reference to historical levels and the expected scale of operations.

Overall increase in working capital requirements

The projected increase in the Company's working capital requirements is primarily attributable to the expected growth in the scale of its operations and the consequent increase in funds required to be deployed across the operating cycle.

The Company's operating cycle commences with procurement of raw materials and other production inputs, followed by their storage and consumption through the various stages of the investment casting process. The process further involves finishing, heat treatment, inspection and, where applicable, subcontracting of certain value-added processes before final dispatch. Following sale and dispatch of products, funds remain deployed in trade receivables until collection from customers.

Accordingly, an increase in production and sales volumes is expected to result in higher requirements for raw materials, inventory and trade receivables. At the same time, supplier credit and other current liabilities provide a partial offset to the working capital requirement.

The Working Capital Gap is estimated to increase from ₹1,014.38 lakhs as at March 31, 2026 to ₹1,464.75 lakhs as at March 31, 2027 and further to ₹1,805.40 lakhs as at March 31, 2028. The increase is principally attributable to the projected increase in inventory from ₹1,289.59 lakhs as at March 31, 2026 to ₹1,857.02 lakhs as at March 31, 2028 and in sundry debtors from ₹284.99 lakhs to ₹518.20 lakhs over the same period.

The proposed utilisation of the Net Proceeds towards working capital is therefore intended to provide the Company with additional liquidity to support procurement of raw materials, maintain adequate inventory, fund production and subcontracting activities, meet day-to-day operating requirements and support the credit period extended to customers.

Sources of funding of working capital

The Company has historically funded its working capital requirements primarily through internal accruals and short-term borrowings. As at March 31, 2026, the Working Capital Gap of ₹1,014.38 lakhs was funded through short-term borrowings of ₹780.70 lakhs and internal accruals of ₹233.68 lakhs.

Going forward, the Company proposes to fund its working capital requirements through a combination of the Net Proceeds of the Issue, internal accruals and short-term borrowings. The Company proposes to deploy ₹400.00 lakhs during FY 2026-27 and ₹387.47 lakhs during FY 2027-28, aggregating to ₹787.47 lakhs, towards its working capital requirements from the Net Proceeds of the Issue.

The balance requirement is proposed to be funded through internal accruals and short-term borrowings, as may be required. The proposed contribution from the Net Proceeds is expected to strengthen the Company's liquidity position and provide funds to support its operating cycle without relying entirely on borrowings for the projected increase in working capital requirements.

Proposed utilisation of Net Proceeds

We propose to utilise a portion of the Net Proceeds of the Issue towards funding our working capital requirements. The proposed funds will primarily support the following requirements:

- **Procurement of raw materials and consumables:** To fund procurement of steel scrap, wax, ferro alloys, shelling materials and other raw materials and consumables required for the investment casting process.
- **Maintenance of inventory:** To maintain adequate levels of raw materials, consumables, work-in-progress and finished goods to ensure continuity of production and timely fulfilment of customer orders.
- **Funding of production and processing activities:** To provide liquidity for the various stages of the manufacturing cycle, including wax injection, shelling, dewaxing, melting and pouring, finishing, heat treatment, inspection and dispatch.
- **Subcontracting and value-added processes:** To meet payments and other working capital requirements associated with outsourced processes such as machining, plating, painting, X-ray radiography and coining.
- **Funding of trade receivables:** To fund the timing difference between sale and collection from customers, particularly as the scale of operations and credit sales increase.
- **Other operating requirements:** To meet short-term liquidity requirements arising in the ordinary course of business, including advances, statutory and operating payments and other current operating requirements.

The utilisation of the Net Proceeds towards working capital will enable the Company to deploy funds across various stages of its operating cycle and support the continuity and growth of its existing investment casting business. The proposed working capital funding is intended to complement the Company's existing sources of working capital, comprising internal accruals and short-term borrowings.

B. Repayment and / or pre-payment, in full or in part, of certain outstanding borrowings availed by our Company

The Company intends to utilize a portion of the Net Proceeds towards the repayment and/or pre-payment, in full or in part, of certain outstanding borrowings availed from time to time from banks and financial institutions. Such borrowings, inter alia, include term loans, cash credit facilities, and other working capital arrangements. For further details in relation to the Company's outstanding indebtedness, please refer to the section titled ***"Statement of Financial Indebtedness"*** on page 194 of the Draft Red Herring Prospectus.

As part of this objective, the Company proposes to repay and/or pre-pay, in full or in part, a cash credit facility availed from State Bank of India (SBI). The proposed repayment is expected to result in a reduction in the Company's overall interest cost, strengthen its balance sheet by improving the debt-equity ratio, and enhance its financial stability and flexibility. Further, such deleveraging is anticipated to improve the Company's credit profile and provide greater headroom for future funding requirements and business expansion.

The details of the outstanding borrowings proposed to be repaid and/or pre-paid, in full or in part, out of the Net Proceeds are set forth below:

Sr. No.	Name of Lender	Date of Sanction	Nature of Borrowing as per the sanction Letter	Sanctioned Amount (in ₹ Lakh)	Interest Rate %	Amount Outstanding as on September 30, 2026 (in ₹ Lakh)	Amount proposed to be repaid out of Net Proceeds (in ₹ Lakh)	Purpose of raising loan	Whether loan has been utilized for the purpose for which it was availed
1.	State Bank of India	21-01-2025	Term Loan	217.00	8.35%	146.99	180.00	Machinery & Building	Yes
2.	State Bank of India	21-01-2025	Term Loan	62.00	8.60%	35.63		Rooftop Solar	Yes
Total				**279.00**		**182.62**	**180.00**		

** Any repayment of loan outstanding after the filing of Draft Red Herring Prospectus shall be recouped/reimbursed from the IPO Proceeds.*

C. General Corporate Purpose

The Net Proceeds from the fresh issue will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 15% of the amount being raised by our Company through this issue or ₹10 crores, whichever is less in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., ₹ [●] Lakhs, which is [●] % of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) Strategic initiatives, partnerships, joint ventures and acquisitions;

(ii) Brand building and strengthening of promotional, marketing activities and advisory;

(iii) On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions and

(iv) Meeting operating expenses, repayment of the borrowings, investment in the Companies, meeting working capital requirements including payment of interests, strengthening of our business development and marketing capabilities, meeting exigencies and contingencies which our company in the ordinary course of business may not foresee or any other purposes as approved by the Board, subject to compliance with the necessary regulatory provisions and provisions of Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

D. Issue Expenses

The estimated Issue related expenses aggregate to ₹[●] Lakhs of which ₹[●] Lakhs representing our Company's proportionate share attributable to the Fresh Issue, shall be borne by our Company. The balance amount of ₹[●] Lakhs, representing the proportionate share attributable to the Offer for Sale, shall be borne by the Selling Shareholder and reimbursed to our Company in accordance with the consent provided by the Selling Shareholder in relation to the Issue. The allocation towards General Corporate Purposes includes the aforesaid reimbursement receivable from the Selling Shareholder, which, upon receipt, shall be utilised by our Company towards General Corporate Purposes.

Apart from this, all Offer related expenses excluding Listing Fees attributable to the Promoter Selling Shareholder shall be shall be borne by the Company and the Selling Shareholders in proportion to the number of Equity Shares issued and/or transferred by the Company and the Selling Shareholder in the Offer. The estimated Offer related payments, expenses and taxes to be borne by the Selling Shareholders, will be deducted from the proceeds of the Offer for Sale/ shall be borne by the Selling Shareholder, in proportion to the Offered Shares. In the event, any cost or expense is paid by our Company on behalf of the Selling Shareholders in the first instance, it will be reimbursed to our Company, by the Selling Shareholders in proportion to the Offered Shares, directly from the Public Offer Account. It is clarified that, if the offer is withdrawn or not completed for any reason whatsoever, all offer related expenses shall be shared between the Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the number of Offered Shares offered by the Promoter Selling Shareholder in the Offer for Sale, in accordance with Applicable Law. The total expenses for this Offer attributable to the Issuer Company are estimated to be approximately ₹[●] Lakhs. The break-up of the same is as follows:

Activity	Estimated expenses (Amount ₹ in lakhs)	As a % of total estimated Offer related expenses	As a % of Offer Size
Lead Manager Fees (including Underwriting commission)	[●]	[●]	[●]
Registrar to the issue	[●]	[●]	[●]
Legal Advisor	[●]	[●]	[●]
Peer Review Auditors	[●]	[●]	[●]
Market Maker	[●]	[●]	[●]
Sponsor Bank and Bankers to the Issue	[●]	[●]	[●]
UPI Bidding charges, Printing and distribution of Issue Stationary expenses	[●]	[●]	[●]
Regulators Including Stock Exchanges	[●]	[●]	[●]
Advertising, Marketing and Professional Expenses	[●]	[●]	[●]
Total	[●]	[●]	[●]

**Subject to change at the time of actual utilisation. Any over utilisation will be meet by internal accrual and underutilisation will be utilised for business expansion.*

Note:

- ***ASBA Bankers:*** *The SCSBs will be entitled to selling commission of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.*

- *The SCSBs would be entitled to processing fees of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.*

- ***SYNDICATE ASBA:*** *Other intermediaries (syndicate/sub-syndicate/registered broker/CRTAs/CDPs or for using 3-in-1 type account i.e. linked online trading, demat and bank account provided by some of the registered brokers) will be entitled to selling commission of ₹10/- (plus GST) per valid application form wherein the shares has been allotted for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.*

- ***Sponsor banks for UPI Mechanism*** *as registered with SEBI would be entitled to a processing fee of ₹ [●] (plus GST) (or mutually decided and agreed) per valid application form wherein the shares have been allotted, using the UPI mechanism for processing. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars and other applicable laws.*

  No selling commission shall be payable in case of UPI applications.

- *The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.*

- *Any expenses incurred towards IPO related expenses will be reimbursed/recouped out of the gross proceeds of the Issue.*

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

- *Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs/LM, 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.*

Means of Finance

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment are based on internal management estimates and approved by Board of Directors vide meeting dated September 26, 2026 and the same has not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

Interim use of proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of proceeds for the objects of the issue.

Variation in Object

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the shareholders by way of a special resolution. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time and applicable, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and rules there under of the jurisdiction where our Registered Office is situated. Our Promoters or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at such price and in such manner, as may be prescribed by SEBI, in this regard.

Bridge Financing

As on the date of this Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Other Confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel or Senior Management, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel or Senior Management, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR OFFER PRICE

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

Investors should also refer ***"Our Business", "Risk Factors"*** and ***"Financial Statements as Restated"*** beginning on page no. 120, 19 and 193respectively, of this Draft Red Herring Prospectus, to have an informed view before making an investment decision. The trading price of the Equity Shares of Our Company may not be as per your expectation due to these risk factors and you may lose part of your investments.

QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, ***"Our Business"***, beginning on page no. 120 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company's restated financial statements for the financial years ended 31st March 2026, 31st March 2025 and 31st March 2024 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For further details on financial information, refer chapter titled ***"Financial Statements as Restated"*** beginning on page no 193 of this Draft Red Herring Prospectus.

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

1. **Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:**

Particulars	As per Restated (Book Value)	Weight
Year ended March 31, 2024	3.58	1
Year ended March 31, 2025	0.71	2
Year ended March 31, 2026	3.99	3
Weighted Average*	***2.83***	

a. ***Basic & Diluted EPS:*** *EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.*

b. ***Weighted average****: Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]*

(For further details, please refer chapter ***"Capital Structure"*** *and* ***"Financial statement as Restated"*** *beginning from page no. 68 and 193 respectively of this Draft Red Herring Prospectus)*

2. Price to Earning (P/E) Ratio in relation to the Price Band of ₹ [●]/- to ₹ [●]/- per equity share of face value of Rs. 10/- each fully paid up

Particulars	P/E Ratio at the Floor Price	P/E Ratio at the CAP Price
	As per Restated (Book Value)	As per Restated (Book Value)
P/E ratio based on the Basic & Diluted EPS as on March 31, 2026	[●]	[●]
P/E ratio based on the Weighted Average EPS	**[●]**	**[●]**

Notes: The P/E Ratio of our company has been computed by dividing Issue Price with EPS

Industry P/E

Particulars	P/E Ratio
Highest	124.09
Lowest	45.66
Average	**148.27**

3. Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information

Particulars	RONW in %	Weight
Year ended March 31, 2024	35.84%	1
Year ended March 31, 2025	6.84%	2
Year ended March 31, 2026	27.90%	3
Weighted Average	***22.20%***	

Weighted average: *Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each year] / [Total of weights]*

Note: Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. Net Assets Value:

Particulars	As per Restated (Book Value)
Net Asset Value per Equity Share as of March 31, 2026	14.31
Net Asset Value per Equity Share after the Issue	***[●]***
Issue Price per equity share	***[●]***

Note: *Net Asset Value per equity share represents "total assets less total liability as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period.*

5. Comparison with other listed companies/Industry peers:

Considering the nature and product manufactured by our company, turnover and size of business of our Company, the peer companies mentioned below are not strictly comparable. However, the below mentioned listed company have been taken into consideration as peer comparative listed companies and has been included for broad comparison only.

Name of Company	CMP **(in ₹)	Face Value (in ₹)	EPS Basic	NAV per Equity Share	P/E Ratio	RONW (%)	Revenue from Operations (₹ in Lakhs)
Peer Group#							
Thaai Casting Limited (Consolidated)	131.10	10.00	5.35	45.66	24.50	11.86%	14,557.40
Investment & Precision Castings Ltd (Consolidated)	1,518.10	10.00	11.76	102.61	129.09	11.46%	18,844.62
Issuer Company							
LGC Engineering Limited	[●]	10.00	3.99	14.31	[●]	27.90%	2,921.84

#Considering the nature and size of business of the Company, the peers may not be exactly comparable. Hence a strict comparison is not possible. However, the above companies have been included for broader comparison.
^ Based on full completed financial year ended on March 31, 2026 on Restated basis.
**Source for Peer Companies: Annual Report as available of Stock exchange/Company Website (figures as on March 31, 2026)*
****CMP as on 29/09/2026 for Peer Group and IPO price for Issuer Company.*

6. Key Operational and Financial Performance Indicators:

The KPIs disclosed below have been used historically by the Company to understand and analyze the business performance, which in result, help us in analysing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 30, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our statutory auditor having peer review certificate M/s. Subek Agarwal & Associates, Chartered Accountant vide their examination report dated September 30, 2026.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

a. Financial KPIs of Issuer Company:

₹ in lakhs except percentage and ratios

Particulars	31-03-2026	31-03-2025*	31-03-2024
Total Income	2,970.00	1,453.41	2,749.33
Growth (%)	104.35%	-47.14%	-
Revenue from Operation	2,921.84	1,444.30	2,667.89
EBITDA (Operating Profit)	368.98	170.54	249.32
EBITDA Margin (%)	12.63%	11.81%	9.35%
PAT	177.63	31.42	165.17
Growth (%)	465.29%	-80.98%	-
PAT Margin (%)	5.98%	2.16%	6.01%
EPS (Basic & Diluted) - (As per end of Restated period)	3.99	0.71	3.58
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	3.99	0.71	3.58
Total Borrowings	1,134.67	1,076.86	1,027.10
Total Net Worth (TNW)	636.75	459.11	460.88
ROCE%	37.60%	21.35%	42.17%
RONW (%)	27.90%	6.84%	35.84%
Debt Equity Ratio (Total Borrowing/TNW)	1.78	2.35	2.23

As certified by our statutory auditor having peer review certificate M/s. Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30 ,2026.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page 120 and 197 respectively of Draft Red Herring Prospectus. All such KPIs have been defined consistently and precisely in ***"Definitions and Abbreviations"*** on page 2 of Draft Red Herring Prospectus.

Subject to applicable laws, the Company confirms that it shall continue to disclose all the key performance indicators included in this ***"Basis for Offer Price"*** section, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchange; or (ii) till the utilization of the Net Proceeds as disclosed under ***"Objects of the Issue"*** on page 82 of Draft Red Herring Prospectus.

b. Comparison of KPIs with listed Industry Peers:

Considering the nature and size of business of our Company, the peer companies mentioned below are not strictly comparable. However, the below mentioned listed company have been taken into consideration as peer comparative listed companies and has been included for broad comparison only. The below mentioned listed company are those who provide logistic services as one of their services.

₹ in lakhs except percentage and ratios

Particulars	Thaai Casting Limited (Consolidated)		
	31-03-2026	31-03-2025	31-03-2024
Total Income	14,635.54	12,309.83	7,108.81
Growth (%)	18.89%	73.16%	NA
Revenue from Operation	14,557.40	12,220.50	7,096.14
EBITD (Operating Profit)	3569.89	2968.75	1959.79
EBITD Margin (%)	24.52%	24.29%	27.62%
PAT	1317.68	1210.11	1066.01
Growth (%)	8.89%	13.52%	NA
PAT Margin (%)	9.00%	9.83%	15.00%
EPS Basic	5.35	4.78	6.00
Total Borrowings	12,300.81	8,974.33	4,553.77
Total Net Worth (TNW)	11,113.84	8,329.70	7,223.95
ROCE%	15.00%	17.00%	NA
RONW (%)	11.86%	14.53%	14.76%
Debt Equity Ratio	1.11	1.08	0.63

₹ in lakhs except percentage and ratios

Particulars	Investment & Precision Castings Ltd (Consolidated)		
	31-03-2026	31-03-2025	31-03-2024
Total Income	18,968.21	16,581.26	17,207.54
Growth (%)	14.40%	-3.64%	0.88%
Revenue from Operation	18,844.62	16,507.37	17,095.70
EBITD (Operating Profit)	3036.79	2248.98	2529.34
EBITD Margin (%)	16.11%	13.62%	14.80%
PAT	1176.15	605.72	779.07
Growth (%)	94.17%	-22.25%	40.20%
PAT Margin (%)	6.20%	3.65%	4.53%
EPS Basic	11.76	12.11	15.58
Total Borrowings	7,009.87	6,449.55	7,423.96
Total Net Worth (TNW)	10,260.99	9,126.53	8,565.97
ROCE%	NA	NA	NA
RONW (%)	11.46%	6.64%	9.09%
Debt Equity Ratio	0.68	0.71	0.87

Source: All the financial information for listed industry peer mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the respective year/period to compute the corresponding financial ratios.

Explanation for the Key Performance Indicators

1. *Total Income means Revenue from Operations and Other Incomes as appeared in the Restated Financial Statements;*
2. *Total Income Growth (%) is calculated as a percentage of Total Income of the relevant period minus Total Income of the preceding period, divided by Total Income of the preceding period.*
3. *Revenue from operations means Revenue from Operations as appearing in the Restated Financial Statements;*
4. *EBITDA (operating profit) means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
5. *EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations;*
6. *PAT represents total profit after tax for the year / period;*
7. *PAT Growth (%) is calculated as a percentage of PAT of the relevant period minus PAT of the preceding period, divided by PAT of the preceding period.*
8. *PAT Margin is calculated as PAT divided by total income;*
9. *Basic and Diluted EPS = PAT divided by weighted average no. of equity shares outstanding during the year / period, as adjusted for changes in capital due to Bonus/sub-division of equity shares; For Diluted EPS, the weighted no. of shares shall include the impact of potential convertible securities;*
10. *Total Borrowings are calculated as total of current and non-current borrowings;*
11. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per SEBI ICDR Regulations;*
12. *"RONW" is calculated Profit after Tax for the period / Net Worth;*
13. *"ROCE" is calculated by dividing EBIT (Earnings before Interest and Taxation) by Capital Employed. Capital Employed is calculated as Total Assets less Current Liabilities;*
14. *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & noncurrent borrowings; total equity means sum of equity share capital and other equity;*

Explanation for Key Performance Indicators metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of issuer Company:

KPI	Explanation
Total Income	Total income is used by the management to track revenue from operations and other income.
Total Income Growth (%)	Total Income growth provides information regarding the growth of the Total Income for the respective period
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business
EBITDA (Operating Profit)	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business
PAT	Profit After Tax (PAT) for the year / period provides information regarding the overall profitability of the business
PAT Growth (%)	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business
EPS (Basic & Diluted)	EPS provide information on per share profitability of our Company which helps us in taking key corporate finance decisions
Total Borrowings	Total Borrowings is used by us to track our leverage position on time to time
Net Worth	Net worth is used to track the book value and overall value of shareholders' equity
RONW	RONW provides how efficiently our Company generates earnings for the equity shareholders of the Company.
ROCE	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

KPI	Explanation
Total Income	Total income is used by the management to track revenue from operations and other income.
Total Income Growth (%)	Total Income growth provides information regarding the growth of the Total Income for the respective period
Debt Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers

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

For evaluation of our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

7. Weighted Average Cost of Acquisition:

(a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

There have been no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

(b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale/ acquisitions of Equity Shares, where the Promoters, members of the promoter group 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 of shares), during the 18 months preceding the date of this certificate, 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 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.

(c) Weighted Average Cost of Acquisition and Offer Price

Since there are no such transactions to report to under 7(a) and 7(b), details of last 5 primary or secondary transactions, are set out below:

Primary Transaction:

Date of Allotment	No. of Equity Shares	Face Value (in ₹)	Issue Price (in ₹)	Nature/Reason of Allotment	Nature of Consideration	Total Consideration (in ₹)
15-04-2024	44,48,965	10.00	10.00	Subscription to MOA	Cash	4,44,89,650
Weighted Average Cost of Acquisition (WACA) per Equity Share						**10.00**

Secondary Transaction:

Date of Allotment/ Transfer	No. of Equity Shares	Face Value (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of acquisition (Allotment/ Acquired/ transfer)	Nature of Consideration	Total Consideration (in ₹)
Nil						
Weighted Average Cost of Acquisition (WACA) per Equity Share						**Nil**

(d) Weighted Average Cost of Acquisition and Offer Price

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price (i.e. ₹ [●]/-)	Cap Price (i.e. ₹ [●]/-)
Weighted average cost of acquisition of primary / new issue as per paragraph 6(a) above.	--	--	--
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 6(b) above^.	--	--	--
Weighted average cost of acquisition of primary issuances /secondary transactions as per paragraph 6(c) above^^	10.00	[●]	[●]

^ *There were no primary issue of shares (equity/ convertible securities) as mentioned in paragraph 7 (a) above, in last 18 months from the date of this Draft Red Herring Prospectus.*
^^*There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) as mentioned in paragraph 7 (b) above, in last 18 months from the date of this Draft Red Herring Prospectus.*

8. The face value of Equity Shares of the issuer Company is ₹ 10/- per Equity Share and the Issue Price of ₹ [●]/- per Equity Share is [●] times of the face value.

9. The Issue Price of ₹ [●]/- is determined by the issuer Company in consultation with the Book Running Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled ***"Risk Factors"***, and chapters titled ***"Our Business"*** and ***"Financial Statements as Restated"*** beginning on page no 19, 120 and193, respectively of this Draft Red Herring Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
LGC Engineering Limited
(Formerly known as LGC Engineering Limited)
(hereinafter referred to as the "LGC Engineering Limited")
No.1264, 1st main, 1st stage, Hebbal Layout,
Mysore, Karnataka 570016, India.

Dear Sirs,

Sub: Statement of possible Special tax benefit ('the Statement') available to LGC Engineering Limited and its shareholders, prepared in accordance with the requirements under Schedule VI - Part A - Clause 9 (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We refer to the proposed initial public offering of equity shares of the Company ("Offer").

In connection with the Offer, and pursuant to the requirements of Clause 9 (L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), we hereby annex a statement of the possible special tax benefits available to the Company and its equity shareholders under the applicable direct and indirect tax laws presently in force in India.

The annexed statement has been prepared on the basis of the provisions of the Income-tax Act, 1961, and corresponding provisions of the Income-tax Act, 2025, to the extent notified and made applicable, applicable indirect tax laws including the Central Goods and Services Tax Act, 2017 ("CGST Act"), the Integrated Goods and Services Tax Act, 2017 ("IGST Act"), applicable State Goods and Services Tax Acts ("SGST Acts"), (collectively the "GST Act"), the Customs Act, 1962, the Customs Tariff Act, 1975 and the rules, regulations, circulars and notifications issued thereunder, each as amended and applicable as on the date of this statement.

Several of the benefits discussed in the enclosed Annexure are dependent upon the Company and/or its shareholders fulfilling the conditions prescribed under the relevant provisions of the applicable tax laws. Accordingly, the ability of the Company or its shareholders to derive such benefits is dependent upon compliance with such conditions.

The following discussion is only intended to provide general information to the investors and does not purport to be a complete analysis of all potential tax consequences relating to the Offer. The benefits discussed herein are neither exhaustive nor conclusive. Investors are advised to consult their own tax advisors with respect to the specific tax consequences applicable to them relating to the acquisition, ownership and disposal of equity shares of the Company.

No assurance is given that:

- the revenue authorities and/or courts will concur with the views expressed herein;
- the stated benefits will continue to be available in future; or
- the Company or its shareholders will be able to fulfil the conditions prescribed for availing such benefits.

This statement is based on the facts, assumptions, representations and information provided by the Company and on our understanding of the business activities and operations of the Company.

We hereby consent to the inclusion of this statement in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus ("Offer Documents") proposed to be filed by the Company in connection with the Offer.

LIMITATIONS

Our views expressed herein are based on the applicable tax laws and interpretations thereof prevailing in India as on the date of this statement, which are subject to change, including by way of retrospective amendment. We do not undertake to update this statement to reflect any changes that may occur after the date hereof.

This statement is intended solely for inclusion in the Offer Documents in relation to the proposed Offer and should not be used, referred to or distributed for any other purpose without our prior written consent.

We also authorise you to deliver a copy of this certificate to SEBI, ROC and the Stock Exchanges or any other regulatory authorities as required by law.

Thanking You,

For Subek Agarwal & Associates,
Chartered Accountants
Firm's Registration No: 328737E

Sd/-

(Subek Agarwal)
Partner
Membership No. 304382
Place: Mysore
Date: 30/09/2026
UDIN: 26304382ASIKIG7872

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The following summary sets out certain possible special tax benefits available to the Company and its equity shareholders under the applicable provisions of the Income-tax Act, 2025, as amended by the Finance Act, 2026, applicable for Financial Year / Tax Year 2026-27 and the applicable indirect tax laws presently in force in India.

Except as specifically stated below, the Company does not presently enjoy any material industry-specific or location-specific tax incentives

Investors should consult their own tax advisors regarding the tax consequences of investing in the equity shares of the Company based on their particular circumstances.

A. DIRECT TAXATION

1. POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:

Concessional Tax Regime for Domestic Companies

Section 200 of the Income-tax Act, 2025 (corresponding to Section 115BAA of the Income-tax Act, 1961), as amended by the Finance Act, 2026, provides that a domestic company may opt to be taxed at a concessional rate of 22% (plus applicable surcharge and health and education cess), subject to fulfilment of prescribed conditions and subject to the company foregoing certain specified exemptions, incentives and deductions.

Accordingly, the effective tax rate under the said regime is presently 25.168%.

Accordingly, the provisions relating to Minimum Alternate Tax would not apply and MAT credit, if any, would not be available for set-off.

The option under Section 200 of the Income-tax Act, 2025 (corresponding to Section 115BAA of the Income-tax Act, 1961) is required to be exercised on or before the due date prescribed for filing the return of income and, once exercised, cannot subsequently be withdrawn.

Based on the representations provided by the management, the Company has exercised the option under Section 200 of the Income-tax Act, 2025 (corresponding to Section 115BAA of the Income-tax Act, 1961).

2. POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

There are no special direct tax benefits available to the shareholders of Company for investing in the shares of the Company.

INDIRECT TAXATION

1. POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:

Based on the information and explanations provided by the management, we understand that the Company are not entitled to any special indirect tax benefits.

2. POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The equity shareholders of the Company are not entitled to any specific indirect tax benefits in relation to investment in the Equity Shares of the Company.

Notes:

1. The above statement sets out the possible special tax benefits available to the Company and its equity shareholders under the applicable tax laws presently in force in India.

2. The benefits discussed above are based on the current provisions of the applicable tax laws and judicial and administrative interpretations thereof, which are subject to change from time to time.

3. This statement is intended solely for general information purposes and does not constitute legal or tax advice.

4. Investors are advised to consult their own professional advisors regarding the specific tax implications applicable to them.

5. This statement does not discuss any tax consequences outside India in relation to an investment in the Equity Shares of the Company.

The above rates, exemptions, deductions and other provisions are based on the applicable provisions of the Income-tax Act, 2025, corresponding provisions of the Income-tax Act, 1961, the Finance Act, 2026 and other applicable tax laws as amended up to the date of this statement and are subject to amendment, modification or change pursuant to legislative, judicial or administrative actions.

Thanking You,
For Subek Agarwal & Associates,
Chartered Accountants
Firm's Registration No: 328737E

Sd/-

(Subek Agarwal)
Partner
Membership No. 304382
Place: Mysore
Date: 30/09/2026
UDIN: 26304382ASIKIG7872

SECTION IV: ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from "www.ibef.org" and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliasbility cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

WORLD ECONOMIC OUTLOOK

The rules of the global economy are in flux. Details of newly introduced policy measures are slowly coming into focus, and growth prospects are shifting along with them. After the United States introduced higher tariffs starting in February, subsequent deals and resets have tempered some extremes. But uncertainty about the stability and trajectory of the global economy remains acute. Meanwhile, substantial cuts to international development aid and new restrictions on immigration have been rolled out in some advanced economies. Several major economies have adopted a more stimulative fiscal stance, raising concerns about the sustainability of public finances and possible cross-border spillovers. The world's economies, institutions, and markets have been adjusting to a landscape marked by greater protectionism and fragmentation, with dim medium-term growth prospects and calling for a recalibration of macroeconomic policies.

At the onset of trade policy shifts and the surge in uncertainty, the April 2025 World Economic Outlook (WEO) revised the 2025 global growth projection downward by 0.5 percentage point to 2.8 percent. This was predicated on tariffs being supply shocks for tariff-imposing countries and demand shocks for the targeted, with uncertainty being a negative demand shock all around. By July, announcements that lowered tariffs from their April highs prompted a modest upward revision to 3.0 percent. Inflation projections, while little changed overall, went up for the United States and down for many other economies.

After a resilient start, the global economy is showing signs of a moderate slowdown, as predicted. Incoming data in the first half of 2025 showed robust activity. Inflation in Asian economies was subdued, while it remained steady in the United States. This apparent resilience, however, seems to be largely attributable to temporary factors—such as front-loading of trade and investment and inventory management strategies— rather than to fundamental strength. As these factors fade, weaker data are surfacing. The front-loading is unwinding, and labor markets are softening. Pass-through of tariffs to US consumer prices, previously muted, appears increasingly likely. Advanced economies, traditionally reliant on immigration, are seeing sharp declines in net labor inflows, with implications for potential output.

Global growth is projected to slow from 3.3 percent in 2024 to 3.2 percent in 2025 and to 3.1 percent in 2026. This is an improvement relative to the July WEO Update—but cumulatively 0.2 percentage point below forecasts made before the policy shifts in the October 2024 WEO, with the slowdown reflecting headwinds from uncertainty and protectionism, even though the tariff shock is smaller than originally announced. On an end-of-year basis, global growth is projected to slow down from 3.6 percent in 2024 to 2.6 percent in 2025. Advanced economies are forecast to grow about 1½ percent in 2025–26, with the United States slowing to 2.0 percent. Emerging market and developing economies are projected to moderate to just above 4.0 percent. Inflation is expected to decline to 4.2 percent globally in 2025 and to 3.7 percent in 2026, with notable variation: above-target inflation in the United States—with risks tilted to the upside— and subdued inflation in much of the rest of the world. World trade volume is forecast to grow at an average rate of 2.9 percent in 2025–26—boosted by front-loading in 2025 yet still much slower than the 3.5 percent growth rate in 2024—with persistent trade fragmentation limiting gains.

Risks to the outlook remain tilted to the downside, as they were in previous WEO reports. Prolonged policy uncertainty could dampen consumption and investment. Further escalation of protectionist measures, including nontariff barriers, could suppress investment, disrupt supply chains, and stifle productivity growth. Larger-than-expected shocks to labor supply, notably from restrictive immigration policies, could reduce growth, especially in economies facing aging populations and skill shortages. Fiscal vulnerabilities and financial market fragilities may interact with rising borrowing costs and increased rollover risks for sovereigns. An abrupt repricing of tech stocks could be triggered by disappointing results on earnings and productivity gains related to artificial intelligence (AI), marking an end to the AI investment boom and the associated exuberance of financial markets, with the possibility of broader implications for macrofinancial stability. Pressure on the independence of key economic institutions, such as central banks, could erode hard-earned policy credibility and undermine sound economic decision making, including as a result of reduced data reliability. Commodity price spikes—stemming from climate shocks or geopolitical tensions—pose additional risks, especially for low-income, commodity-importing countries. On the upside, a breakthrough in trade negotiations could lower tariffs and reduce uncertainty. Renewed reform momentum in an effort to navigate the intensifying challenges could give a boost to medium-term growth. Faster productivity growth because of AI could bring economy-wide gains.

The task ahead is to restore confidence through credible, predictable, and sustainable policy actions. Policymakers should establish clear, transparent, and rules-based trade policy road maps to reduce uncertainty and support investment and to reap the productivity and growth benefits that more trade brings. Trade rules should be modernized for the digital age and offer opportunities for stronger multilateral cooperation. Pairing trade diplomacy with macroeconomic adjustment is crucial for correcting persistent external imbalances by addressing their underlying causes and securing lasting gains. Rebuilding fiscal buffers and safeguarding debt sustainability remain a priority.

Medium-term fiscal consolidation should involve realistic, balanced plans that combine spending rationalization and revenue generation. Any new support measures should be temporary, well-targeted, and offset by clear savings. Monetary policy should be calibrated to balance price stability and growth risks, in line with central banks' mandates. Preserving the independence of central banks remains critical for anchoring inflation expectations and enabling them to achieve their mandates. As Chapter 2 shows, past actions to improve policy frameworks have served emerging market and developing economies well in increasing resilience to risk-off shocks. Countries should embrace reform without any further delay to enhance resilience as a new global economic landscape takes shape. Efforts on structural reforms—promoting labor mobility, encouraging workforce participation, investing in digitalization, and strengthening institutions—should be redoubled now to lift growth prospects. As Chapter 3 demonstrates, industrial policy may have a role in improving resilience and growth, but full consideration should be given to opportunity costs and trade-offs involved in its use. For low-income countries, mobilizing domestic resources, including through governance and administrative reforms, is essential as external aid declines. In times of uncertainty, scenario planning and predesigned policy playbooks can improve preparedness and credibility, ensuring that policy responses are both effective and timely.

Source: https://www.imf.org/-/media/files/publications/weo/2025/october/english/execsum.pdf

INDIAN ECONOMY

INTRODUCTION

India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY 2025–26, Real GDP (GDP at Constant Prices) is estimated to reach Rs. 3,22,58,000 crore, rising from Rs. 2,99,89,000 crore in FY 2024–25, reflecting a robust growth of 7.6%. At current prices, Nominal GDP is projected to reach Rs. 3,45,47,000 crore (US$ 3.91 trillion) in FY 2025–26, from Rs. 3,18,07,000 crore (US$ 3.60 trillion) in the previous year, registering a growth of 8.6%. On the production side, Real Gross Value Added (GVA) is estimated at Rs. 2,94,40,000 crore, up from Rs. 2,73,36,000 crore in FY 2024–25, indicating a growth of 7.7%, while Nominal GVA is expected to expand to Rs. 3,13,61,000 crore (US$ 3.55 trillion) from Rs. 2,88,54,000 crore (US$ 3.26 trillion), marking a growth of 8.7%. In Q3 FY26, Real GDP is estimated at Rs. 84,54,000 crores against Rs. 78,41,000 crores in Q3 FY25, while Nominal GDP rose to Rs. 90,91,000 crores from Rs. 83,46,000 crores, showing continued quarterly momentum. Collectively, these trends highlight India's position as one of the fastest-growing major economies, supported by broad-based expansion across sectors.

MARKET OVERVIEW

India is home to 126 unicorns, with six new startups achieving unicorn status in 2025.
India's current account deficit widened in Q3 FY 2025–26 (October–December), primarily due to a higher merchandise trade deficit.
The deficit stood at Rs. 1.18 lakh crore (US$ 13.2 billion), compared with Rs. 0.95 lakh crore (US$ 11.3 billion) in the same quarter last year.
The merchandise trade deficit increased to Rs. 8.34 lakh crore (US$ 93.6 billion) from Rs. 6.70 lakh crore (US$ 79.3 billion) in Q3 FY25, while the services surplus improved to Rs. 5.12 lakh crore (US$ 57.5 billion) from Rs. 4.32 lakh crore (US$ 51.2 billion) during the same period.



RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With India's economy showing resilient growth, supported by strong domestic demand, policy reforms, and a healthy investment pipeline, several new projects and developments are underway across key sectors. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- On the FDI front, according to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at US$ 1.14 trillion between April 2000-December 2025; with major share of FDI equity inflow, coming from Singapore at Rs. 13,72,320 crore (US$ 192.53 billion) with a total share of 25%, followed by Mauritius at Rs. 11,34,884 crore (US$ 185.02 billion) with 24%, the USA at Rs. 5,60,990 crore (US$ 78.45 billion) with 10%, the Netherlands at Rs. 3,82,995 crore (US$ 55.60 billion) with 7%, and Japan at Rs. 3,11,507 crore (US$ 47.59 billion) with 6%.

- As of March 27, 2026, India's foreign exchange reserves stood at Rs. 65,20,745 crore (US$ 688.05 billion).

- In Q1 CY2026 (January–March), India recorded 316 Private Equity (PE)–Venture Capital (VC) deals valued at Rs. 82,660 crore (US$ 9.1 billion), reflecting continued investor participation despite global geopolitical uncertainties and temporary supply chain disruptions linked to the ongoing West Asia conflict. In Q1 CY2025, PE-VC investments stood at Rs. 1,01,320 crore (US$ 11.7 billion), highlighting the strong base of investment activity in the previous year. In March 2026 alone, investments were valued at Rs. 35,310 crore (US$ 3.8 billion), compared with Rs. 40,660 crore (US$ 4.7 billion) in March 2025.

- During FY 2025–26, Foreign Portfolio Investor (FPI) activity in India reflected portfolio rebalancing and selective capital allocation across asset classes amid evolving global market conditions. While investors adopted a calibrated approach towards equity markets, debt instruments continued to attract strong inflows of Rs. 25,807 crore (US$ 2.92 billion), supported by stable macroeconomic fundamentals, policy continuity and India's improving bond market attractiveness. FPIs also channelled Rs. 2,699 crore (US$ 0.31 billion) into mutual fund schemes, indicating sustained preference for diversified and professionally managed market exposure. Alternative Investment Funds (AIFs) also recorded inflows, while cumulative FPI investments in India stood at Rs. 14,84,403 crore (US$ 168.00 billion) by the end of FY 2025–26, underlining long-term foreign investor confidence in India's growth story. Domestic Institutional Investors (DIIs) continued to play a stabilising role in the equity cash market during FY 2025–26 (April–December 2025), recording net purchases of around Rs. 5.99 lakh crore (US$ 66.55 billion), with strong participation from mutual funds, insurance companies and pension funds supporting market resilience.

- India's manufacturing sector remained in expansionary territory in March 2026, with the seasonally adjusted HSBC India Manufacturing Purchasing Managers' Index (PMI) at 53.9, following a strong 56.9 in February 2026. The index continued to stay above the neutral 50-mark, reflecting sustained growth in overall business conditions and healthy momentum across the manufacturing sector. New orders and output continued to rise, supported by steady domestic demand and inventory building, while firms also increased employment and input purchases to strengthen contingency stocks.

- India's consumer price inflation remained well-anchored in March 2026, reflecting a stable price environment across the economy. Headline inflation, based on the All-India Consumer Price Index (CPI), stood at 3.40% year-on-year, compared with 3.21% in February 2026, indicating manageable price pressures across both rural and urban regions. Rural inflation was recorded at 3.63%, while urban inflation stood at 3.11% during the month.

- India's GST collections continued to demonstrate strong revenue resilience, supported by steady economic activity and improved compliance levels. Total Net GST revenue in March 2026 stood at Rs. 1.78 lakh crore (US$ 20.14 billion), registering a year-on-year growth of 8.2% compared with Rs. 1.64 lakh crore (US$ 18.49 billion) in March 2025. On a cumulative basis, yearly net GST collections reached Rs. 19.35 lakh crore (US$ 219.03 billion) in FY 2025–26, reflecting a year-on-year growth of 7.1% over Rs. 18.07 lakh crore (US$ 204.46 billion) in FY 2024–25.

- India's aviation sector continued to witness steady growth in passenger traffic during FY 2025–26 (April–March). Total passengers handled stood at 420.09 million, compared with 412.09 million in FY 2024–25, registering a growth of 1.9%.

- The government is focusing on renewable energy sources and has achieved a major clean energy milestone by generating 50% of its power from renewable sources, five years ahead of its 2030 target. India is committed to achieving its Net Zero Emissions ambition by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractiveness index.

- India secured 38th position out of 139 economies in the Global Innovation Index 2025. India rose from 81st position in 2015 to 38th position in 2024. India ranks in 3rd position in the global number of scientific publications.

- India's industrial activity continued to witness steady expansion in March 2026, with the Index of Industrial Production (IIP) growing by 4.1% year-on-year, supported by sustained momentum across key sectors. The manufacturing sector recorded a 4.3% increase, while mining expanded by 5.5%, reflecting strength in core industrial segments. Electricity generation also remained positive at 0.8%, contributing to overall industrial performance. The IIP index rose to 173.2 in March 2026, up from 166.3 in March 2025, indicating continued expansion in India's industrial base. Within manufacturing, 14 out of 23 industry groups recorded growth, with key contributors including basic metals, motor vehicles and machinery & equipment, highlighting broad-based industrial activity.

- The government has set a calibrated wheat procurement target of 343.35 lakh metric tonnes (LMT) for the 2026–27 rabi marketing season, ensuring efficient stock management and smooth market operations. As per the latest data, total wheat procurement has reached 31.87 lakh metric tonnes (LMT) as of end-April 2026, reflecting the ongoing progress of procurement across key producing states.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- On March 17, 2026, the Union Cabinet approved the 'Mission for Aatmanirbharta in Pulses' with an outlay of Rs. 11,440 crores (US$ ~1.27 billion) to achieve self-sufficiency in pulses by 2030–31.

- On February 28, 2026, Prime Minister Narendra Modi inaugurated Micron Technology's Semiconductor Assembly, Test and Packaging (ATMP) facility in Sanand, Gujarat, marking the commencement of commercial production.

- On February 20, 2026, the Government of Gujarat signed an MoU with Larsen & Toubro VYOMA to develop a 250 MW green AI-ready data centre campus at Dholera SIR with an investment of Rs. 25,000 crores (US$ ~3 billion).

- On January 2, 2026, the Government launched two key interventions under the Export Promotion Mission to strengthen MSME exports, including a 2.75% interest subvention on pre- and post-shipment credit and collateral guarantee support of up to 85% through CGTMSE.

- Under the Startup India initiative, the Government continues to strengthen the start-up ecosystem through targeted funding, seed support, and credit guarantees. As of October 2025, women-led start-ups received investments and financial support of over Rs. 3,157 crore (US$ 0.38 billion) through the Fund of Funds for Startups, Startup India Seed

Fund Scheme, and Credit Guarantee Scheme, reinforcing inclusive entrepreneurship and early-stage innovation across sectors.

- The Ministry of Labour & Employment signed an MoU with Zomato on October 14, 2025, to enhance employment opportunities through the National Career Service (NCS) portal. Under the agreement, Zomato will list around 2.5 lakh job opportunities annually, supporting the growth of the gig economy and promoting formal, technology-enabled livelihoods across India.

- The Production Linked Incentive (PLI) programme has continued to strengthen India's manufacturing base and enhance domestic value addition across priority sectors. As of December 2025, realised investments under PLI schemes reached Rs. 2,16,000 crore (US$ 24.44 billion), leading to incremental production and sales of Rs. 20,41,000 crore (US$ 230.93 billion) and generating over 14.39 lakh jobs (direct and indirect).

- In August 2025, Prime Minister Mr. Narendra Modi launched two major agriculture schemes worth Rs. 35,440 crore (US$ 4 billion), the PM Dhan-Dhaanya Krishi Yojana and the Mission for Aatmanirbharta in Pulses, aimed at boosting self-reliance, productivity, and farmers' income. He also inaugurated and laid foundation stones for projects worth over Rs. 6,200 crore (US$ 709 million) across agriculture, animal husbandry, fisheries, and food processing sectors.

- On July 5, 2025, the Union Cabinet approved the Rs. 1,00,000 crore (US$ 11.72 billion) Research, Development and Innovation (RDI) Scheme, launching long-term, low- or zero-interest funding via a special purpose fund under the ANRF to jump-start India's R&D ecosystem and support deep-tech and startup innovation.

- In March 2025, the Government announced several measures to boost industrial growth and investments, including initiatives such as Make in India, Start-up India, PM GatiShakti, and Production Linked Incentive (PLI) Schemes. The Cabinet Committee on Economic Affairs also approved 12 new projects worth Rs. 28,602 crore (US$ 325.02 million) under the National Industrial Corridor Development Programme (NICDP), spanning 10 states, to strengthen India's manufacturing base and attract investments.

ROAD AHEAD

India's economic outlook remains robust, supported by strong macroeconomic fundamentals, resilient domestic demand and sustained investment momentum. The economy continues to rank among the fastest-growing major economies globally, driven by broad-based expansion across manufacturing, services and infrastructure, alongside steady improvement in industrial and business activity.
A stable external position, supported by a manageable current account balance and consistent capital flows, reinforces confidence in India's long-term growth trajectory. Despite evolving global uncertainties, investor interest remains intact across key sectors, backed by policy stability and structural growth drivers.
Domestic demand continues to act as a key anchor, supported by stable inflation, rising mobility and travel activity, healthy tax collections and strong participation from domestic institutional investors.
Ongoing government initiatives to boost manufacturing, innovation, renewable energy and food security are further strengthening the foundation for sustained growth.

Source: https://www.ibef.org/economy/indian-economy-overview

MANUFACTURING INDUSTRY REPORT

INTRODUCTION

The Indian manufacturing sector is steadily emerging as a key pillar of the economy, contributing around 17% to GDP. The number of startups recognized increased by 51.6% year-on-year in FY 2025-26 compared to FY 2024-25, while direct jobs created rose by 36.1% during the same period. With government initiatives like Make in India and production-linked incentive (PLI) schemes, the National Mission on Manufacturing (NMM) announced in Budget 2025-26, serves as a key catalyst for industrial growth, targeting a rise in manufacturing's GDP share to 25% by 2035, creation of 143 million jobs, and expansion of merchandise exports to Rs. 106.05 lakh crore (US$ 1.20 trillion) by through deeper global value chain integration.

Technology is playing a transformative role in reshaping the industry. Once anchored by the machine tool sector, India is now moving towards automation, digitalisation, and process-driven production. Digital transformation has spurred innovation, improved efficiency, and positioned manufacturers to remain competitive in global markets. In January 2026, PMI stood at 55.4, above its long-run average, indicating continued improvement in the sector's health on robust demand, faster output and purchasing growth, easing input inflation and sustained job gains supported by optimism around GST reforms.

India is also carving a niche in specialised global value chains. It has the potential to cater to 10% of the world's wind energy demand by 2030 through its growing capacity in wind power component manufacturing. In electronics, domestic value addition has risen from 30% to 70% and is projected to reach 90% by FY27. India's electronics manufacturing ecosystem is witnessing rapid expansion, with Apple's India-based vendors exporting Rs. 22,094 crore (US$ 2.50 billion) worth of components to China in FY26, expected to reach Rs. 30,931 crore (US$ 3.50 billion) by the end of the year. This marks a significant shift in global supply chains, with India emerging as a supplier of high-value electronic components rather than just an assembly hub.

Under the smartphone Production Linked Incentive (PLI) scheme, India produced Rs. 6.19 lakh crore (US$ 70.00 billion) worth of iPhones, of which Rs. 4.51 lakh crore (US$ 51.00 billion) (73%) were exported, highlighting strong export competitiveness.

Complementing this, the Government of India has approved 10 semiconductor manufacturing projects with investments of around Rs. 1.60 lakh crore (US$ 18.11 billion), aimed at strengthening domestic capabilities and positioning India as a global electronics manufacturing hub.

The government has reinforced manufacturing growth through sustained policy support, including the Production Linked Incentive (PLI) scheme, infrastructure development and innovation-led initiatives. In the Union Budget 2026–27, additional measures such as tax incentives, customs duty rationalisation and export facilitation reforms were introduced to improve ease of doing business and strengthen India's integration into global value chains.

The policy framework also includes targeted sectoral interventions such as duty-free inputs and extended export timelines for footwear and leather products, along with broader support for labour-intensive industries. These measures aim to enhance competitiveness, boost exports and promote large-scale employment generation in manufacturing.

Investment trends further underline the sector's dynamism. According to the White & Case, India ranked eight among the top recipients of Foreign Direct Investment (FDI) in the world in 2023.

100% FDI is approved in the sector through automatic route under the current FDI Policy. Cumulative FDI equity inflow (April 2000–December 2025) stood at Rs. 50,72,333 crore (US$ 776.76 billion).

Complementing this, India's digital economy is projected to account for 20% of GDP by 2029-30, growing twice as fast as the overall economy. This widespread digitalisation, coupled with manufacturing growth, will reinforce India's role in global supply chains.

A globally competitive manufacturing sector represents one of India's greatest opportunities to drive growth, employment, and exports in the coming decade. With strong policy backing, a skilled workforce, rising FDI, and a shift toward automation and clean technologies, India is making a credible bid to establish itself as a global manufacturing hub.

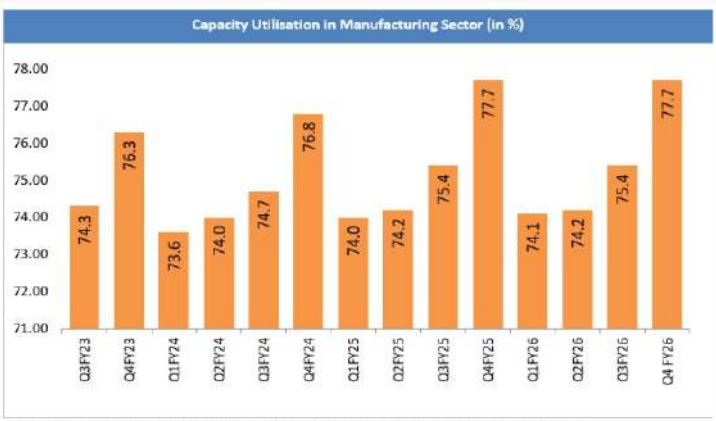
At the aggregate level, capacity utilisation (CU) in the manufacturing sector increased to 75.6 % in Q3 of FY26 from 74.3% in the previous quarter. Reserve Bank of India (RBI) has released the results of its 72nd round of the quarterly Order Books, Inventories, and Capacity Utilisation Survey (OBICUS), which was conducted during Q4 2025-26 and covered 1057 manufacturing companies. The survey provides a snapshot of the demand conditions in India's manufacturing sector during October-December 2025. At the aggregate level, capacity utilisation (CU) in the manufacturing sector increased to 75.6% in Q3 2025-26 from 74.3% in the previous quarter. The seasonally adjusted CU (CU-SA) increased by 60 basis points from the previous quarter and stood at 75.5% in Q3 2025-26. Both CU and CU-SA for Q3 2025-26 increased by 20 basis points as compared to their levels in the corresponding quarter of the previous year.

At the aggregate level, capacity utilisation (CU) in the manufacturing sector increased to 77.7 per cent in Q4:2024-25, from 75.4 per cent in the previous quarter. The seasonally adjusted CU (CU-SA) increased by 20 basis points from the previous quarter and stands at 75.5 per cent in Q4:2024-25. Both CU and CU-SA for Q4:2024-25 are higher compared to their levels in the corresponding quarter of the previous year

MARKET SIZE

India's manufacturing strength is accelerating, with exports rising and core sectors like electronics, pharmaceuticals, automobiles and textile. India's exports surged by 4.22 per cent to Rs. 76.00 lakh crore (US$ 860.09 billion) in the financial year 2025-26 compared to Rs. 72.93 lakh crore (US$ 825.26 billion) in 2024-25.

Looking ahead, India's e-commerce exports are projected to grow from Rs. 8,757 crore (US$ 1 billion) to Rs. 35,02,800 crore (US$ 400 billion) annually by 2030, which will aid in achieving Rs. 1,75,14,000 crore (US$ 2 trillion) in total exports. By the same year, the Indian middle class is expected to have the second-largest share in global consumption at 17%.



Source: *Reserve Bank of India Order Books, Inventories and Capacity Utilisation Survey*

India's manufacturing sector continues to strengthen, with the potential to reach Rs. 88,37,524 crore (US$ 1.00 trillion) by FY26, supported by strong policy push and rising domestic demand. The sector has already demonstrated robust momentum, with manufacturing GVA growth of 7.72% in Q1 and 9.13% in Q2 of FY26. The country could add more than Rs. 44.19 lakh crore (US$ 500.00 billion) annually to the global economy by 2030 if it fully realises its potential as a global manufacturing hub. In parallel, sectoral expansion remains strong. India's electronics ecosystem is accelerating, with exports projected to reach Rs. 4.06–4.42 lakh crore (US$ 46.00–50.00 billion) in FY26, reflecting deepening integration into global value chains.

The Indian startup ecosystem has also shown resilience and momentum.

The number of startups recognized increased by 51.6% year-on-year in FY 2025-26 compared to FY 2024-25, while direct jobs created rose by 36.1% during the same period.

The Nominal GVA is estimated to attain a level of Rs. 323.48 lakh crore (US$ 3.66 trillion) during FY 2025-26, against Rs. 300.22 lakh crore (US$ 3.55 trillion) in FY 2024-25, showing a growth rate of 7.7%.

INVESTMENT AND KEY DEVELOPMENT

Some of the major investments and developments in this sector in the recent past are:

- The Defense Acquisition Council, chaired by Union Minister of Defence Mr. Rajnath Singh, has approved Rs. 67,000 crore (US$ 7.65 billion) worth of projects to strengthen the Indian Army, Navy, and Air Force. The move focuses on boosting 'Make in India' with key roles for Hindustan Aeronautics Limited (HAL), Bharat Electronics Limited (BEL), and Bharat Dynamics Limited (BDL).

- Under the "Make in India" initiative, the Marhowrah Diesel Locomotive Factory in Bihar is set to export 150 Evolution Series ES43ACmi locomotives to Guinea for its Simandou iron ore project. Developed in partnership with Wabtec, this export deal is valued at over Rs. 3,000 crore (US$ 345.9 million) and significantly expands India's global footprint in railway manufacturing.

- The Department for Promotion of Industry and Internal Trade (DPIIT) has signed a Memorandum of Understanding (MoU) with Electric Vehicle (EV) manufacturer Ather Energy on July 29, 2025, to foster growth and innovation within India's EV and manufacturing startup ecosystem. This collaboration aims to provide strategic mentorship and infrastructure support to deep-tech startups engaged in the EV value chain, including areas such as battery technology, vehicle manufacturing, and clean energy solutions.

- On July 30, 2025, Samsung, has signed a strategic Memorandum of Understanding (MoU) with Startup India, a flagship initiative of the Government of India. The collaboration aims to identify and nurture high-potential talent, especially from Tier II and Tier III cities, by providing access to infrastructure, expert guidance, market linkages, and funding opportunities.

- In July 2025, Startup India has identified Wayanad as the next potential startup hub in Kerala, aiming to build a strong ecosystem for innovation and entrepreneurship in the region. This initiative is part of a broader effort by Startup India

the Government of India's flagship program, to foster sustainable economic growth and generate employment opportunities through startups.

- According to NITI Aayog report, India can potentially capture a larger global market share, targeting Rs. 2,13,925 crore (US$ 25 billion) in exports by 2035.

- According to the Council for Leather Exports (CLE), India's leather, non-leather footwear, and products exports increased by 25% at Rs. 48,667 crore (US$ 5.7 billion) in FY25, may hit Rs. 55,497 crore (US$ 6.5 billion) in FY26.

- Global Capability Centres in India are estimated to create around 4.25–4.50 lakh new jobs in 2025 alone, with the total workforce reaching approximately 2.4 million professionals in 2025–26. The sector is projected to employ 2.8–3.5 million professionals by 2030.

- India's GCCs witnessed an 8–10% increase in hiring volumes in Q1 FY26, compared with a 3–6% decline in Q4 FY25. The manufacturing, automotive and energy sectors recorded the highest demand growth at 31% quarter-on-quarter, driven by increased investments in smart factories, Industrial Internet of Things (IIoT) and electric vehicle (EV) platforms.

- The Department for Promotion of Industry and Internal Trade (DPIIT) has partnered with Hafele India to support manufacturing startups by promoting innovation, local sourcing, and global market integration, while providing mentorship, infrastructure, and ecosystem access via Startup India.

- With Rs. 14,93,975 crore (US$ 175 billion) in funding and 76 IPOs in 2024, India is preparing for significant growth in the startup sector.

- Shree Cement has signed a Memorandum of Understanding (MoU) with the Department for Promotion of Industry and Internal Trade (DPIIT) to support manufacturing sector startups by providing infrastructure, mentorship, funding access, and market connections, aiming to enhance India's manufacturing ecosystem and promote self-reliance through domestic innovation.

- India's defence exports reached a record Rs. 23,622 crore (US$ 2.70 billion) in FY25, a 12% increase from Rs. 21,083 crore (US$ 2.41 billion) in FY24. The government aims to raise defence exports to Rs. 30,000 crore (US$ 3.42 billion) in FY26 and Rs. 50,000 crore (US$ 5.71 billion) by 2029. This growth has been driven by both Defence Public Sector Undertakings, which saw a 42.85% export increase, and a strong private sector contribution.

- Sansera Engineering Limited has signed an MoU with the Karnataka government to invest Rs. 2,100 crore (US$ 251 million) in a new manufacturing facility in Ramanagara, aiming to create 3,500 jobs and enhance production capacity in the automotive and non-automotive sectors over the next three to five years.

- Google is set to begin manufacturing Pixel smartphones in India, specifically in Tamil Nadu, in collaboration with Foxconn and Dixon Technologies. This production aims to cater primarily to export markets in Europe and the US, with operations expected to start in September 2024. The initiative comes as Google prepares to launch its Pixel 9 series in India on August 13, leveraging India's Production-Linked Incentive (PLI) scheme to enhance manufacturing scalability.

- Maruti Suzuki has begun exporting the Made-in-India Fronx compact SUV to Japan, marking its first SUV launch in the Japanese market. Manufactured at its Gujarat plant, the first shipment of over 1,600 vehicles has already left for Japan, with the official launch planned for autumn 2024.

- India's first 'Made in India' chip is expected by December 2025, supported by the Rs. 76,000 crore (US$ 8.79 billion) Semicon India program. Foreign investments are also flowing in, with NXP Semiconductors planning to invest Rs. 8,644 crore (US$ 1 billion) in R&D and Micron Technology setting up a Rs. 23,771 crore (US$ 2.75 billion) plant in Gujarat. India's semiconductor market is projected to reach Rs. 5,44,572 crore (US$ 63 billion) by 2026.

- According to Department for Promotion of Industry and Internal Trade (DPIIT), India received a total foreign direct investment (FDI) inflow of Rs. 4,03,251 crore (US$ 46.42 billion) in FY24.

- According to the White & Case, India ranked eight among the top recipients of Foreign Direct Investment (FDI) in the world in 2023. 100% FDI is approved in the sector through automatic route under the current FDI Policy. The Union Minister of Commerce and Industry, Mr. Piyush Goyal, highlighted significant progress in domestic manufacturing. Notably, around 99% of mobile phones sold in India are now manufactured domestically, supported by strong policy incentives and rising Foreign Direct Investment (FDI).

Cumulative FDI equity inflow (April 2000–December 2025) stood at Rs. 50,72,333 crore (US$ 776.76 billion).

Between April 2000-December 2025:

The automobile sector received FDI inflows of Rs. 3,47,054 crore (39.68 billion).

The chemical manufacturing sector (excluding fertilisers) received FDI inflows worth Rs. 2,06,956 crore (US$ 23.91 billion).

The drug and pharmaceutical manufacturing sector received FDI inflows worth Rs. 2,18,279 crore (US$ 24.81 billion).

The Computer Software and Hardware Industries received FDI inflows worth Rs. 10,29,973 crore (US$ 121.4 billion).

Foreign Direct Investment (FDI) in India's manufacturing sector has surged nearly 69% over the past decade, reaching Rs. 14,34,224 crore (US$ 165.1 billion) accounting for around 21% of cumulative FDI inflows. This growth is largely attributed to production-linked incentive (PLI) schemes, which have driven significant investments and job creation.

India aims for Rs. 8,68,700 crore (US$ 100 billion) annual foreign direct investment (FDI) in the coming years, according to Union Minister of Information and Broadcasting, Mr. Ashwini Vaishnaw, as part of the government's strategy focused on infrastructure investment, social upliftment, manufacturing growth, and simplification of business processes, amidst projections of consistent 6-8% economic growth over the next decade.

- For the month of June 2025, the Quick Estimates of Industrial Production (IIP) with base 2011-12 stands at 153.3. The Indices of Industrial Production for the Mining, Manufacturing and Electricity sectors for the month of June 2025 stand at 123.2, 152.3, and 217.1, respectively.

- The Index of Industrial Production (IIP) from April-June 2025 stood at 154.2. The combined index of eight core industries stood at 166.7 for FY26 (April-June) compared to 164.5 for FY25 (April-June). For the month of June 2025, the combined index of eight core industries stood at 166.5. The Index of Industrial Production (IIP), compiled by the Ministry of Statistics and Programme Implementation, measures industrial activity across mining, manufacturing and electricity, with manufacturing accounting for 77.63% of the index (base year 2011–12). The Index of Industrial production rose by 7.8%, reaching its highest level in over 2 years, after registering a high growth of 7.2%(RE) in November 2025.

- Growth in IIP in December 2025 is driven by across-the-board surge in Manufacturing (8.1%), mining (6.8%) and electricity (6.3%). In Manufacturing, highest growth recording industries are “computer, electronic and optical products (34.9%)”, “motor vehicles, trailers and semi-trailers (33.5%)” and “other transport equipment (25.1%)” Manufacturing continues to expand across sectors, with 8.00% growth recorded in November 2025, led by automobiles, pharmaceuticals and metals. Industrial activity remains robust, with IIP growth reaching 7.80% in December 2025, the highest in over two years, followed by 4.80% growth in January 2026, driven by manufacturing expansion.

- At the aggregate level, capacity utilisation (CU) in the manufacturing sector increased to 75.6 % in Q3 of FY26 from 74.3% in the previous quarter. Reserve Bank of India (RBI) has released the results of its 72nd round of the quarterly Order Books, Inventories, and Capacity Utilisation Survey (OBICUS), which was conducted during Q4 2025-26 and covered 1057 manufacturing companies. The survey provides a snapshot of the demand conditions in India’s manufacturing sector during October-December 2025. At the aggregate level, capacity utilisation (CU) in the manufacturing sector increased to 75.6% in Q3 2025-26 from 74.3% in the previous quarter. The seasonally adjusted CU (CU-SA) increased by 60 basis points from the previous quarter and stood at 75.5% in Q3 2025-26. Both CU and CU-SA for Q3 2025-26 increased by 20 basis points as compared to their levels in the corresponding quarter of the previous year.

- Forward-looking indicators continue to reflect optimism in India’s industrial sector, with the manufacturing Purchasing Managers’ Index (PMI) remaining firmly in expansion zone (well above the 50 mark) since March 2023. In January 2026, PMI stood at 55.4, above its long-run average, indicating continued improvement in the sector’s health.

- In May 2025, the Employees' Provident Fund Organisation (EPFO) added a net total of 20.06 lakh members, which is the highest recorded addition since data tracking began in April 2018, marking a 2.84% YoY growth with 9.42 lakh new members enrolled, largely driven by increased employment opportunities and effective outreach initiatives. Notably, the 18-25 age group accounted for 59.48% of the total new subscribers, adding 5.60 lakh new subscribers. Female membership also saw significant growth, with 2.62 lakh new female subscribers joining, marking a 5.84% YoY growth compared to May 2024, and indicating a shift towards a more inclusive workforce.

- Amazon Inc's cloud computing division, Amazon Web Services, became the latest company to invest in India. The company has planned to invest Rs. 1,12,931 crore (US$ 13 billion) in India by 2030 to build its cloud infrastructure and create thousands of jobs.

- On February 29, 2024, India approved the construction of three semiconductor plants with investments exceeding Rs. 1,30,305 crore (US$ 15 billion). These plants aim to establish India as a major chip hub, with Tata Electronics, Tata Semiconductor Assembly and Test Pvt Ltd, and CG Power spearheading the projects in Gujarat and Assam. This initiative aligns with India's goal to bolster its semiconductor ecosystem and create numerous advanced technology jobs.

GOVERNMENT INITIATIVES

The Union Budget 2026-27 launched new schemes and programmes focusing on high-impact and emerging industries to drive the next phase of industrial growth, with a focus on scaling up manufacturing across seven strategic and frontier sectors.

- Rejuvenation of Legacy Industrial Clusters: A scheme to revive 200 legacy industrial clusters through infrastructure and technology upgradation to improve competitiveness and efficiency through infrastructure and technology upgradation.
- Biopharma SHAKTI: With an outlay of Rs. 10,000 crore (US$ 1.13 billion) over five years, the scheme aims to position India as a global manufacturing hub for biologics and biosimilars. It aims to expand research capacity, set up 3 new and upgraded National Institutes of Pharmaceutical Education and Research (NIPER) institutes, a network of 1000+ clinical trial sites, and strengthen Central Drugs Standard Control Organisation (CDSCO).

Key initiatives have been introduced to strengthen India's manufacturing ecosystem across high-growth sectors. Under Semiconductor Mission 2.0, the focus is on developing semiconductor equipment, full-stack domestic IP, resilient supply chains, and industry-led R&D ecosystems.

- To boost domestic production, the government is supporting the establishment of three chemical parks under a cluster-based model, while the Electronics Components Manufacturing Scheme (ECMS) outlay has been increased to Rs. 40,000 crore (US$ 4.53 billion) from Rs. 22,919 crore (US$ 2.59 billion).
- Strategic initiatives such as rare earth corridors across key states aim to strengthen critical mineral supply chains, alongside schemes for container manufacturing with an allocation of Rs. 10,000 crore (US$ 1.13 billion) and enhanced focus on construction equipment manufacturing.
- The government is also promoting sectoral growth through mega textile parks, integrated textile programmes, and initiatives to strengthen khadi, handloom, and handicrafts. Additionally, MSMEs are being supported through a Rs. 10,000 crore (US$ 1.13 billion) SME Growth Fund and a Rs. 2,000 crore (US$ 0.23 billion) top-up to the Self-Reliant India Fund.

The Union Budget 2026-27 introduced targeted tax and customs reforms to enhance manufacturing competitiveness and support exports. Key measures include tax exemptions and safe harbour provisions for non-residents engaged in toll manufacturing and component warehousing in bonded zones, along with a deferred duty payment window for trusted manufacturers.

- Export-oriented incentives have been strengthened by increasing the duty-free import limit for seafood processing inputs from 1% to 3% of FOB value, extending duty-free benefits to shoe uppers, and increasing export timelines for leather and textile products from six months to one year.
- Customs duty exemptions have been provided on select inputs for electronics and aircraft manufacturing, including components for microwave ovens and maintenance, repair, and overhaul (MRO) of aircraft. Trade facilitation measures such as electronic cargo sealing, recognition of trusted importers, and concessional domestic sales by SEZ units further streamline logistics and compliance.
- These reforms align with the government's continued push to position India as a globally competitive manufacturing hub, driving exports, innovation, and integration into global value chains.

Sustained Government Initiatives Driving Manufacturing Growth

India's manufacturing growth is being driven by targeted incentive schemes, mission-led reforms, and strong investment momentum, creating a robust foundation for long-term industrial expansion.

The Production Linked Incentive (PLI) scheme, aligned with the Aatmanirbhar Bharat vision, has emerged as a key catalyst across 14 sectors. It has significantly boosted electronics, pharmaceuticals, and automobile manufacturing. Under the

scheme, smartphone production has expanded rapidly, positioning India as a global manufacturing hub. In pharmaceuticals, cumulative sales crossed Rs. 2.63 lakh crore (US$ 31.10 billion), including exports of Rs. 1.69 lakh crore (US$ 19.98 billion), with domestic value addition reaching 83.74% as of March 2025. The PLI scheme for automobiles and auto-components has attracted investments of Rs. 35,657 crore (US$ 4.22 billion) and generated 48,974 jobs as of September 2025.

The National Manufacturing Mission (NMM), announced in Budget 2025-26, aims to raise manufacturing's share in GDP to 25% by 2035, create 143 million jobs, and expand merchandise exports to US$ 1.2 trillion. Implementation is underway through an inter-ministerial framework led by NITI Aayog, focusing on ease of doing business, MSME growth, skilling, and technology adoption, alongside sector-specific initiatives such as textiles, toys, and leather.

Investment momentum remains strong in FY26, with gross fixed capital formation estimated at 30% of GDP and growing by 7.6% in H1 FY26. Government capital expenditure has increased from Rs. 3.07 lakh crore (US$ 37.09 billion) in FY19 to Rs. 11.21 lakh crore (US$ 126.84 billion) in FY26, while private corporate investment announcements rose to Rs. 14.6 lakh crore (US$ 165.20 billion) in H1 FY26, compared with Rs. 7.9 lakh crore (US$ 94.39 billion) in the same period of FY25.

ROAD AHEAD

India's manufacturing sector is witnessing steady expansion, supported by policy measures, infrastructure development, and improving industrial performance indicators. While the target of reaching US$ 1 trillion by FY26 remains a medium-term benchmark, recent trends such as manufacturing GVA growth of 7.72% in Q1 and 9.13% in Q2 of FY26 indicate continued momentum in the sector.

Government-led initiatives, particularly in infrastructure and logistics, are strengthening the enabling ecosystem. Platforms such as PM GatiShakti and the National Logistics Policy are improving planning efficiency, supply chain integration, and data-driven decision-making. At the same time, industrial corridor development, with investments of Rs. 2.02 lakh crore (US$ 22.86 billion) is facilitating the creation of new manufacturing hubs.

Overall, the combination of policy support, infrastructure expansion, and stable industrial growth indicators suggests a gradual strengthening of India's manufacturing base and its integration into global value chains.

ENGINEERING INDUSTRY IN INDIA

INTRODUCTION

The engineering sector is the largest of the industrial sectors in India. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. Demand for engineering sector services is being driven by capacity expansion in industries like infrastructure, electricity, mining, oil and gas, refinery, steel, automobiles, and consumer durables. India has a competitive advantage in terms of manufacturing costs, market knowledge, technology, and innovation in various engineering sub-sectors. India's engineering sector has witnessed remarkable growth over the last few years, driven by increased investment in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of huge strategic importance to India's economy.

The development of the engineering sector of the economy is also significantly aided by the policies and initiatives of the Indian government.

The engineering industry has been de-licensed and allows 100% foreign direct investment (FDI). Additionally, it has grown to be the biggest contributor to the nation's overall merchandise exports.

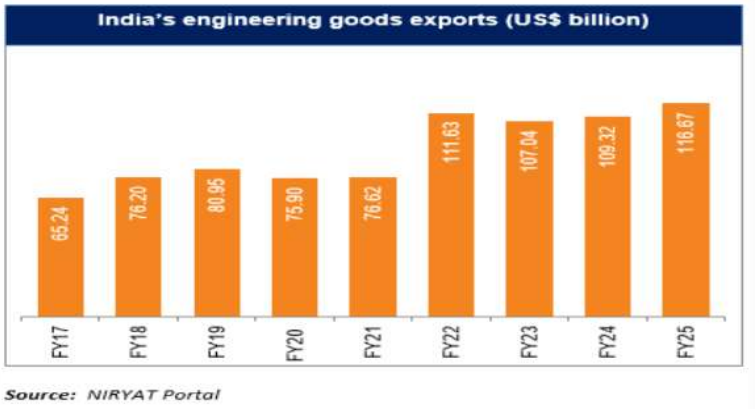
India became a permanent member of the Washington Accord (WA) in June 2014. it is now part of an exclusive group of 17 countries that are permanent signatories of the WA, an elite international agreement on engineering studies and the mobility of engineers.

MARKET SIZE:

In FY25, exports of engineering goods reached at Rs. 9,86,328 crore (US$ 116.67 billion).

The top 5 export destinations for engineering goods during FY25 were USA, UAE, Saudi Arabia, Germany and Italy.

Capital Goods sector contributes 1.9% to overall India's GDP.



During April–February FY26, India's Index of Industrial Production (IIP) grew by 4.1%, with the general index rising to 157.6 from 151.4 in the corresponding period of the previous year. The growth was supported by manufacturing, which increased by 5.0% to 157.0, while electricity and mining reached 209.8 and 131.6, respectively, reflecting continued industrial momentum across key sectors.

India has added 52,536.49 MW Installed Power Generation Capacity in the current financial year FY26 (till January 2026).

As on January 2026, the total Installed Generation Capacity is 5,20,511 MW, comprising of 2,48,542 MW (47.7%) of fossil-fuel sources and 2,71,969 MW (52.3%) of non-fossil fuel sources. Share of 'Renewable Energy' sources in total installed capacity is 2,63,189 MW (50.6%).

Production in India's capital goods sector increased from Rs. 2,66,672 crore (US$ 36.04 billion) in FY21 to Rs. 5,69,900 crore (US$ 67.40 billion) in FY25, within the sector, heavy electrical equipment stood at Rs. 3,72,200 crore (US$ 44.01 billion) and earthmoving and mining machinery at Rs. 80,750 crore (US$ 9.55 billion) in FY25, emerging as the largest contributors. Over the long term, capital goods production increased from Rs. 2,29,533 crore (US$ 27.20 billion) in FY15 to Rs. 4,29,001 crore (US$ 51.82 billion) in FY24, indicating sustained industrial expansion.

The global plastic processing machinery market size reached Rs. 3,510.00 billion (US$ 39.0 billion) in 2025 and is projected to reach Rs. 4,743.00 billion (US$ 52.7 billion) by 2034, registering a CAGR of 3.30% during 2026–2034.

Indian Process Plant and Machinery (PPM) industry has estimated capacity of US$ 6.00 billion per annum

India's foundry and casting market size reached Rs. 1,980.00 billion (US$ 22.0 billion) in 2025 and is projected to reach Rs. 5,211.00 billion (US$ 57.9 billion) by 2034, registering a CAGR of 10.78% during 2026–2034.

There are 750-800 domestic Medical Devices manufacturers in India, with an average investment of US$ 2.3-2.7 million and an average turnover of US$ 6.2-6.9 million.

India's fasteners market size reached Rs. 1,008.00 billion (US$ 11.20 billion) in 2025 and is projected to reach Rs. 1,530.00 billion (US$ 17.00 billion) by 2034, registering a CAGR of 4.67% during 2026–2034.

India steam boiler systems market size is expected to reach nearly US$ 22.56 billion by 2027 with the CAGR of 4.63% during the forecast period.

India's generator market size stood at Rs. 120.60 billion (US$ 1.34 billion) in 2025 and is projected to reach Rs. 192.60 billion (US$ 2.14 billion) by 2034, registering a CAGR of 5.16% during 2026–2034.

The India power transformer market is expected to rise at a CAGR of more than 3% during the period of 2020-25.

The global switchgear market size reached Rs. 10,989.00 billion (US$ 122.10 billion) in 2025 and is projected to reach Rs. 16,137.00 billion (US$ 179.30 billion) by 2034, registering a CAGR of 4.23% during 2026–2034.

India's automotive industry is worth more than US$ 222 billion, contributes 8% of the country's total export, accounts for 7.1% of India's GDP and is set to become the 3rd largest in the world by 2030.

India's agricultural equipment market size reached Rs. 1,338.50 billion (US$ 14.87 billion) in 2025 and is projected to reach Rs. 2,719.20 billion (US$ 30.21 billion) by 2034, registering a CAGR of 7.95% during 2026–2034.

India's machine tools market size stood at Rs. 164.70 billion (US$ 1.83 billion) in 2025 and is projected to reach Rs. 315.90 billion (US$ 3.51 billion) by 2034, registering a CAGR of 7.49% during 2026–2034.

India's boiler market size reached Rs. 131.40 billion (US$ 1.46 billion) in 2024 and is projected to reach Rs. 321.30 billion (US$ 3.57 billion) by 2033, registering a CAGR of 10.40% during 2025–2033.

INVESTMENTS

Foreign Direct Investment (FDI) equity inflow in Miscellaneous Mechanical & Engineering Industries stood at Rs. 28,689.19 crore (US$ 4.84 billion) during April 2000–December 2025, as per DPIIT data.

Engineering accounts for about 25% of India's total global exports in the goods sector and is one of the largest foreign exchange earners.

Recent Achievements under the Capital Goods Scheme:

- As per the budget estimates (BE) of FY27 the Production Linked Incentive (PLI) Scheme aims to attract investments, promote advanced technologies and enhance the global competitiveness of Indian manufacturing. The Economic Survey 2025-26 highlights key sectoral gains under the scheme.
- In Union Budget of FY27 under the PLI-Auto Scheme, the government has promoted manufacturing of advanced automotive technology vehicles and components, attracting investments of Rs. 35,657.00 crore (US$ 4.03 billion) and generating 48,974 jobs as of September 2025.
- Further, the PLI-Advanced Chemistry Cell (ACC) Scheme aims to localise battery manufacturing, with 40 GWh capacity awarded, strengthening India's electric vehicle ecosystem.
- The Economic Survey 2025-26 highlighted that the Production Linked Incentive (PLI) schemes have significantly strengthened India's manufacturing sector, with actual investment of over Rs. 2.00 lakh crore (US$ 22.63 billion) realised till September 2025. This has led to incremental production and sales of over Rs. 18.70 lakh crore (US$ 211.60 billion) and employment generation of over 12.60 lakh jobs.
- Additionally, cumulative incentives of Rs. 23,946 crore (US$ 2.71 billion) have been disbursed across 12 sectors, with 806 applications approved across 14 sectors. Exports under the PLI schemes have also exceeded Rs. 8.20 lakh crore (US$ 92.79 billion), driven by key manufacturing segments.
- **Sitarc, Coimbatore:** Developed 6-inch BLDC submersible pump (88% motor efficiency, 78% pump efficiency), cutting imports by 80%; awarded by UNIDO.
- **CMTI:** Introduced high-speed rapier loom (450 RPM) at ITMA 2023, Milan; implemented IIoT on Toyota's engine line controlling 64 machines.
- **ARAI, Pune:** Established India's first battery and BMS testing facility.
- **I-4.0 India @ IISc Bengaluru:** Delivered 6 smart technologies, 5 smart tools, 14 solutions in digital twin, VR, robotics, sustainability, additive manufacturing.
- **ARAI-AMTIF Industry Accelerator:** Enabled Raptee Energy to launch high-voltage motorcycle; developed thermally stable sodium-ion batteries.
- Centres of Excellence (CoEs): Eight CoEs established, developing 30 niche indigenous technologies in machine tools, additive manufacturing, textile machinery, welding robots, alloy design, earth moving machinery, and sensor technologies at leading institutes (IITs, IISc, CMTI).

- Common Engineering Facility Centres (CEFCs): 15 CEFCs set up, including four Industry 4.0 SAMARTH Centres (IISc Bengaluru, C4i4 Lab Pune, CMTI Bengaluru, IIT Delhi) and six web-based Technology Innovation Platforms (TIPs).

- Technology Innovation Platforms: TIPs connect India's technical resources and industry to identify challenges, crowdsource solutions, and support start-ups and angel funding.

- Outreach: Over 76,000 students, experts, institutes, industries, and labs have registered on these platforms.

- Siemens Energy India is undertaking a capex of Rs. 280 crore (US$ 32.8 million) at its Aurangabad, Maharashtra factory. Earlier in FY24, the company had announced Rs. 460 crore (US$ 53.9 million) for its transformer factory in Kalwa, Maharashtra, and Rs. 330 crore (US$ 38.6 million) for its Gas-Insulated Switchgear (GIS) factory in Goa.

- Larsen & Toubro allocated land in Gujarat for a green hydrogen and derivatives plant and acquired the remaining 26% stake in L&T Special Steels and Heavy Forgings in FY25.

- The development of Delhi Mumbai Industrial Corridor (DMIC) across seven states will further bolster the engineering sector.

- Reliance Defence and Engineering Ltd has signed an agreement with the US Navy for undertaking service, maintenance, and repair of Seventh Fleet of US Navy at the Reliance Shipyard at Pipavav in Gujarat.

- American plane maker Boeing Corporation has launched the Boeing India Engineering & Technology Centre in Bengaluru.

In the recent past, there have been many major investments and developments in the Indian engineering and design sector:

- The capital goods sector witnessed a revival in investment activity during January–February 2026, supported by sustained government capital expenditure of Rs. 12.20 lakh crore (US$ 135.56 billion), as announced in the Union Budget 2026–27 (February 2026), along with improving private sector capex and policy-driven incentives aimed at strengthening domestic manufacturing and infrastructure development.
- The capital goods sector is expected to witness strong revenue growth, supported by execution of a robust order book, with project-based companies likely to record execution growth of ~15% in FY26. Additionally, the defence sector remains a key focus area, with the Defence Acquisition Council (DAC) approving acquisition proposals worth Rs. 79,000 crore (US$ 8.78 billion) in October 2025 (Q3 FY26), taking the total approvals to ~Rs. 3.30 lakh crore (US$ 36.67 billion) during FY26 (year-to-date). These approvals are expected to translate into execution over the next 2–4 years, strengthening future growth prospects.
- On November 3, 2025, L&T's Heavy Engineering business signed an MoU with Holtec International's Asia arm to jointly design and build advanced heat transfer equipment for nuclear and thermal power plants, strengthening their global energy solutions collaboration.
- On September 5, 2025, Bharat Heavy Electricals Limited (BHEL) signed a long-term exclusive memorandum of understanding with Horizon Fuel Cell Technologies Pte Ltd, Singapore to collaborate on hydrogen fuel cell based rolling stock solutions, with exclusivity for 10 years.
- On August 28, 2025, CG SemiPrivate Limited, a subsidiary of CG Power and Industrial Solutions Limited, inaugurated India's first Outsourced Semiconductor Assembly and Test (OSAT) facility in Sanand, Gujarat with an investment of over Rs. 7,600 crore (US$ 868 million) to support advanced chip packaging and testing and strengthen the domestic semiconductor ecosystem.
- India's machine tools market size stood at Rs. 164.70 billion (US$ 1.83 billion) in 2025 and is projected to reach Rs. 315.90 billion (US$ 3.51 billion) by 2034, registering a CAGR of 7.49% during 2026–2034.
- The Indian government announced a reduction in customs duty on textile machinery, spares, and accessories. The changes include bringing shuttleless looms under the category of zero rate of duty.
- India's automobile exports stood at 63.20 lakh units during January–December 2025, comprising 49.40 lakh two-wheelers, 8.60 lakh passenger vehicles, 4.30 lakh three-wheelers and 0.90 lakh commercial vehicles.
- India's automobile production stood at India's automobile production stood at 332.10 lakh units during CY2025, comprising 255.00 two-wheelers, 53.80 passenger vehicles, 12.20 three-wheelers and 11.10 commercial vehicles.
- The sector is also, a significant employment creator in the country with an estimated 30 million jobs (Direct: 4.2 Mn, Indirect: 26.5 Mn) across the entire automotive value chain.
- Automobile retail sales during CY25 stood at 44.90 lakh units for passenger vehicles (PV), 7.90 lakh units for two-wheelers (2W) and 10.30 lakh units for commercial vehicles (CV), according to the SIAM.
- With 100% FDI allowed through the automatic route, major international players such as Cummins, GE, ABB, and Alfa Laval have entered the Indian engineering sector due to growth opportunities.

GOVERNMENT INITIATIVES

The Indian engineering sector is of strategic importance to the economy owing to its intense integration with other industry segments. The sector has been de-licensed and enjoys 100% FDI. With the aim to boost the manufacturing sector, the government has relaxed the excise duties on factory gate tax, capital goods, consumer durables and vehicles.

India and Israel signed the Terms of Reference for a Free Trade Agreement (FTA) in November 2025, with the first round of negotiations concluded in February 2026. The agreement is expected to enhance industrial cooperation, improve market access for goods and services, strengthen supply chains and boost bilateral trade, technology transfer and investment flows in manufacturing and capital goods. It also forms part of India's broader strategy to expand global trade partnerships and promote manufacturing and exports.

- MHI is implementing the Scheme for 'Enhancement of Competitiveness in the Indian Capital Goods Sector Phase 2' in order to facilitate adoption of Industry 4.0 and to promote investments in manufacturing sector, indigenization

of technologies and creation / augmentation of common service infrastructure / Testing facilities. Rs. 250 crores have been allocated under this Scheme for Financial Year 2023-24.

- The Ministry of Heavy Industries (MHI) launched two Production Linked Incentive (PLI) Schemes, namely PLI Scheme for Automobile and Auto Component Industry, and PLI Scheme for National Programme on Advanced Chemistry Cell (ACC) Battery Storage.

- To increase the employability of engineering graduates in the country, AICTE (All India council of technical education) leadership is taking a lot of efforts and recommends model curriculum for engineering programs like AI, IoT, Robotics, Block chain, Machine learning, Data Science and Cyber security.

- In the Union Budget FY27, the government announced capex of Rs. 15.48 lakh crore (US$ 172.00 billion).

- India constructed 5,313 km of highways in FY26, surpassing the target of 4,640 km, with capital expenditure of Rs. 2,44,362.00 crore (US$ 27.65 billion), reflecting continued momentum in infrastructure development.

- The allocation for the Ministry of Road Transport and Highways in the Union Budget 2026–27 is estimated at Rs. 3,09,875 crore (US$ 34.4 billion), marking an 8% increase over the revised estimate of Rs. 2,87,142 crore (US$ 32.6 billion) in 2025–26.

- Length of high-speed corridors expanded from 93 km in 2014 to 2,474 km in 2024.16 length of four lane and above NHs increased from 18,278 km in 2014 to 45,947 km in 2024.

- The Indian electrical equipment market is set to experience significant growth in the coming years, with a forecasted incremental growth of Rs. 6,44,533 crore (US$ 76.24 billion) at a compound annual growth rate (CAGR) of 14.3% from FY24 to FY28.

- India's total road network expanded from 4 lakh km in 1951 to 64 lakh km in 2020, registering a CAGR of 3.3% during 2010–2020. The length of high-speed corridors increased from 93 km in 2014 to 2,474 km in 2024, while the length of four-lane and above National Highways rose from 18,278 km in 2014 to 45,947 km in 2024, reflecting significant infrastructure development.

- The automobile component industry turnover stood at Rs. 3.3 lakh crore (US$ 39.6 billion) during first half of FY25, registering a revenue growth of 11.3% as compared to first half of FY24.

- The All-India Council for Technical Education (AICTE) has launched educational books for diploma and under-graduate engineering courses in Marathi language so that students can learn better in their native language.

- The AICTE has entered collaborations with the MSME ministry, NHAI and DM offices in 150 districts to facilitate engineering internships for students.

- Prime Minister Mr. Narendra Modi, on the country's 75th Independence Day, announced plans to invest Rs. 100 trillion (US$ 1.35 trillion) in infrastructure to stimulate economic development and generate employment.

ROAD AHEAD

India's engineering and capital goods sector is poised for strong and sustained growth, driven by infrastructure development, industrial expansion, and rising exports. The electrical equipment market alone is expected to grow by nearly US$ 33 billion between 2021 and 2025, supported by strong demand across power, manufacturing, and infrastructure. Similarly, the India Engineering Research and Development (ER&D) services market is estimated at US$ 133.71 billion in 2025 and is projected to reach US$ 217.90 billion by 2030, growing at a CAGR of 10.3%.

Construction and heavy machinery will remain critical growth drivers. The construction equipment market, valued at Rs. 69,046 crore (US$ 7.91 billion) in 2025, is projected to reach Rs. 1,02,827 crore (US$ 11.78 billion) by 2030, while equipment sales are expected to cross 165,000 units by 2028. The earthmoving and construction equipment (ECE) industry, already the third largest globally, grew by 26% year-on-year to 135,650 units in FY24, with demand expected to accelerate further alongside infrastructure projects. The machine tools market, catering to automobiles and textiles, is also expected to touch US$ 2.5 billion by 2028, growing at a CAGR of 9.4%.

In the power and energy-linked segments, steady growth is anticipated. The steam boiler systems market is projected to reach nearly US$ 22.56 billion by 2027, while the generator sets market is expected to expand at over 5% CAGR through

2025. The global power transformer market size reached Rs. 2,511.00 billion (US$ 27.90 billion) in 2025 and is projected to reach Rs. 4,158.00 billion (US$ 46.20 billion) by 2034, registering a CAGR of 5.60% during 2026–2034.

Automobile retail sales during CY25 stood at 44.90 lakh units for passenger vehicles (PV), 7.90 lakh units for two-wheelers (2W) and 10.30 lakh units for commercial vehicles (CV), according to the SIAM. India's automobile exports stood at 63.20 lakh units during January–December 2025, comprising 49.40 lakh two-wheelers, 8.60 lakh passenger vehicles, 4.30 lakh three-wheelers and 0.90 lakh commercial vehicles. India's automobile production stood at India's automobile production stood at 332.10 lakh units during CY2025, comprising 255.00 two-wheelers, 53.80 passenger vehicles, 12.20 three-wheelers and 11.10 commercial vehicles.

India is also emerging as a significant player in high-value exports. Engineering goods exports are expected to reach US$ 200 billion by 2030, while medical devices exports are set to touch US$ 10 billion by 2025. The government is pushing to make India a major exporter of telecom equipment within the next two to three years, aligned with the Make in India initiative and broader efforts to improve ease of doing business.

Together, these trends indicate that India's engineering, capital goods, and allied industries will continue to grow as vital enablers of economic expansion, infrastructure development, and global trade leadership.

MAJOR ENGINEERING HUBS IN INDIA

- **Maharashtra**
- **Tamil Nadu**
- **Andhra Pradesh**
- **Telangana**
- **Gujarat**
- **Karnataka**



Source: *https://www.ibef.org/industry/engineering-india*

OUR BUSINESS

*The following information 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 the section titled **"Risk Factors"**, beginning on page 19 of this Draft Red Herring Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title **"Risk Factors"** and the chapters titled **"Restated Financial Statements"** and **"Management Discussion and Analysis of Financial Conditions and Results of Operations"** beginning on page 19, 193 and 197 respectively of this Draft Red Herring Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our" and "our Company" are to **"LGC Engineering Limited"**. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Draft Red Herring Prospectus.*

PRIMARY BUSINESS

Established in 2012, LGC Engineering is a manufacturer of investment castings, offering solutions in steel components. The company caters to a diverse range of industries, including Automotive, Defence and Aerospace, Electrical, General Engineering, Infrastructure and Earth Moving, Medical, Oil and Gas, and Railway sectors. Its experience in manufacturing investment castings has enabled it to serve clients across industries with critical casting requirements.

Building on their extensive backgrounds in the industry, LGC Engineering initially focused on manufacturing precision casting products and expanded its capabilities over time. LGC Engineering has its own Lost Wax Casting unit, located in Tubinakere Industrial Area, which spans an area of 4,018 sq. mtr. (43,248.15 sq.ft.). This facility, which adheres to ISO 9001:2015 and PED certifications, serves as the backbone of the company's operations, enabling it to deliver quality, critical assemblies and sub-assembly product to the customers.

In line with its commitment to sustainability, LGC Engineering has installed a rooftop solar power system to reduce its reliance on conventional energy sources and support its manufacturing operations. The Company utilizes the solar power system to meet a portion of its energy requirements, reflecting its focus on improving energy efficiency and adopting sustainable practices. LGC Engineering has also received recognitions from its customers for its product quality and service standards, including an award from Automotive Axles in 2023, reinforcing its long-standing relationships with its customers.

Over the years, LGC Engineering has diversified its product range, with a primary focus on steel castings across various grades. The company focuses on quality and customer satisfaction and serves industries requiring engineered casting solutions.

INCORPORATION DETAILS, PROMOTERS AND REGISTERED OFFICE:

Our Company was originally formed as a Partnership firm in the name of "***LGC ENGINEERING***" on October 15, 2012 and was registered with the Registrar of Firms, Karnataka on January 11, 2013 under the provisions of Indian Partnership Act, 1932 bearing Firm registration number as MYS-F310-2012-13. Subsequently, our firm was converted into a Public Limited Company under the provisions of Part I of Chapter XXI Companies Act, 2013 named "***LGC Engineering Limited***" vide a Certificate of Incorporation consequent upon conversion from Partnership Firm to Public Company dated April 15, 2024 bearing Corporate Identification Number U24319KA2024PLC187437 issued by Registrar of Companies – Central Registration Centre.

The venture was founded by Mr. Arjun Krishna Shastry, who serves as the Promoter and Managing Director, Mrs. Deepika Gerty Laxmi, the Promoter and Whole-Time Director, and Mrs. Geetha Krishna, a Promoter and Chairman cum Non-Executive Director. The promoters in general and Mr. Shastry in particular brings a combination of technical expertise and business acumen to the company. With a deep understanding of the casting industry and a commitment to quality and innovation, they have played instrumental roles in the company's growth. Their combined vision has driven continuous expansion into diverse markets and the development of quality products to meet the evolving needs of clients, while also strengthening operational processes and stakeholder relationships.

Our Operational Presence:

- *Registered Office:* No.1264, 1st main, 1st stage, Hebbal Layout, Mysore - 570016, Karnataka.
- *Manufacturing Unit and Corporate Office:* No. 45 A, Tubinakere Industrial Area, Mandya - 571402, Karnataka.

PLANT, MACHINERY, TECHNOLOGY AND PROCESS:

1. Plant & Machinery

Owned Plant & Machinery:

Serial no.	Plant Machinery and Equipment	Quantity
1	Induction Melting Furnace	1
2	Dewax Autoclave	1
3	Steam Generator	1
4	Wax Press	2
5	Wax Press	1
6	Wax Press	1
7	Heat Treatment Furnace	1
8	Shell Firing Furnace	1
9	Air Conditioner	3
10	De Humidifier	2
11	De Humidifier	1
12	Spectrameter	1
13	Vibrating Knockout Machine	2
14	Bench Grinding Machine	2
15	Plasma Cut Machine	2
16	Air Compressor	1
17	Air Compressor	1
18	Air Drier	1
19	Air Storage Tank	1
20	Air Storage Tank	1
21	Wax Holding Tank	1
22	Slurry Pot	1
23	Slurry Pot	1
24	Slurry Pot	5
25	Rainfall Sander	1
26	Hudised Bed Stucco Machine	2
27	Shot Blasting Machine	1
28	Shot Blasting Machine	1
29	Universal Les Ting Machine	1
30	Hardness Testing Machine Brinell	1
31	Extensometer	1
32	Rockwell Hardness Testing Machine	1
33	Diesel Generator	1
34	Plasma Cut Machine	1
35	Chiller Unit	1
36	Micro Brazer	2
37	Muffle Furnace	1
38	Scissor Lift	1
39	Hydraulic Press	1
40	Piller & Radial Drilling	2
41	Sand Blasting	1

Serial no.	Plant Machinery and Equipment	Quantity
42	Ro Plant	1
43	Coin Polishing	1
44	Metal Cutting Machine	1
45	Belt Grinding Machine	3
46	Rooftop Solar	1
47	Drinking Water Tank	1
48	RO Waste Water Tank	1
49	Security Storage Water Tank	1
50	Security Sump Water Tank	1
51	Furnace Raw Water Tank	1
52	Furnace soft Water Tank	1
53	Washroom Water Tank	1
54	Boiler Water Tank	1
55	Furnace emergency Water Tank	1
56	Storage Water Tank	1
57	Sampath Water Tank	1

** Certified by Er. Amir Husain Rizvi, Chartered Engineer vide Certificate dated September 09, 2026*

Leased/Rented Plant & Machinery:

Nil

2. ***Technology & Process:***



INFORMATION REGARDING LICENSES OR PATENTS OR CONTRACTS:

1. ***Licenses related to business:***

Sr. No	Description	Applicable Laws	Authority	Registration/ Certificate Number	Date of Issue /renewal	Date of Expiry
1.	Consent for Operation (CFO) - Water & Air	Water (Prevention & Control of Pollution) Act, 1974 & Air Act, 1981	Karnataka State Pollution Control Board	AW-355019	July 24, 2026	September 30, 2029

Sr. No	Description	Applicable Laws	Authority	Registration/ Certificate Number	Date of Issue /renewal	Date of Expiry
2.	Shops & Establishment Certificate**	Karnataka Shops & Commercial Establishments Act, 1961	Department of Labour	MY4/4/S/0114/2026	July 27, 2026	December 31, 2030
3.	Electricity Sanction Certificate Estimate for APS to additional load of 200 KVA HT Installation*	Electricity Act, 2003	Electrical Inspectorate, Government of Karnataka	EEE/AEE(O)/AET/ 2023-24/MDY-DIV/2051	September 01, 2023	Till Cancelled
4.	Importer- Exporter Code (IEC)	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade (DGFT)	AAFCL7983H	May 28, 2024	Valid Until Cancelled
5.	LEI Certificate	Payment and Settlement Systems Act, 2007	LEI Register India Private Limited	984500936F54BJ5C 6E98	May 24, 2024	May 27, 2027
6.	MSME Registration-Udyam Registration	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprise	UDYAM-KR-22-0080390	April 24, 2026	Perpetual
7.	Trade License#	Karnataka Municipalities Act, 1964 read with the Karnataka Municipalities Fiscal Rules, 1965 (Rule 61(1), K.M.F. No. 31)	Mysuru City Corporation (Mysuru Mahanagara Palike), Government of Karnataka	MYS-TL-609693-2026-27	April 01, 2026	March 31, 2027

** *Issued for the registered office situated at No.1264, 1st main, 1st stage, Hebbal Layout, Mysore - 570016, Karnataka.*
* *Issued in the name of LGC Engineering (Partnership Firm). The Company has applied for change of name to LGC Engineering Limited, and the process is currently underway.*

2. Patents and Contracts:

Detail of Invention	Registration No./ Application No.	Application Type and Field of Invention	Date of Application	Status
Fused Silica Zircon Flour for Investment Casting Foundries	202441055929	Ordinary Application Metallurgy	23-07-2024	First examination report received

KEY MARKETS THAT THE COMPANY CATERS TO:

Our Company manufactures and supplies precision investment castings and machined components that are used as parts and components in products and equipment across a diverse range of industries. The end-user industries served by our Company include automotive, aerospace, railways, defence, general engineering, oil & gas and other industrial applications. The products manufactured by our Company are produced based on customer-specific drawings, technical specifications and quality requirements and are subsequently incorporated into the customers' products, components or equipment. Our presence across multiple end-user industries enables us to cater to diverse customer requirements while reducing dependence on any single industry segment.

MARKETING DESCRIPTION:

Our marketing strategy is focused on developing long-term relationships with customers across various industries through direct customer engagement, referrals, industry consultants, and participation in trade fairs and exhibitions. We evaluate prospective customers based on factors such as industry segment, business potential, payment terms, and strategic fit, enabling us to target opportunities that align with our business objectives and support sustainable growth.

COLLABORATIONS

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or financial collaboration/joint venture/tie up agreements.

INFRASTRUCTURE AND CAPACITY UTILIZATION:

Infrastructure:

LGC Engineering has its own state-of-the-art Lost Wax Casting unit, located in an industrial zone, which spans an area of 4,018 sq. mtr. (43,248.15 sq.ft.). This facility, which adheres to ISO 9001:2015 and PED certifications, serves as the backbone of the company's operations, enabling it to deliver quality, critical assemblies and sub-assembly product to the customers.



Main Gate (Entrance)



Main Gate (Entrance to Factory)



Wax Injection Room



Primary Area (Initial Slurry Coating)





Shell Drying Area



Dewaxing Area





Melting Area





Deshelling Area



Fettling Area - 1



Fettling Area – 2




Finishing Area




Quality Inspection




Quality Check



Solar Panels



Solar Inverter



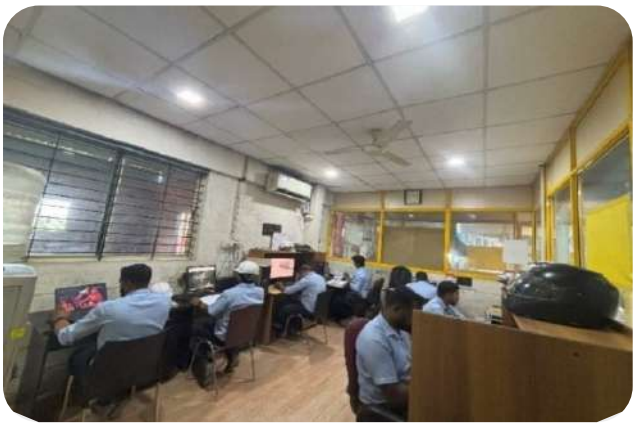


Manufacturing Unit (Top View)





Dispatch Area (Finished Products- Ready for Dispatch)





Admin Room

Capacity And Capacity Utilization

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Installed Capacity (MTPA)	600.00	600.00	600.00
Actual Production (MTPA)	287.75	240.49	263.66
Utilization (%)	47.95	40.08	43.94

MTPA: Metric Tons Per Annum

** Certified by Er. Amir Husain Rizvi, Chartered Engineer vide Certificate dated September 09, 2026*

IMPORTANT EVENTS OF THE COMPANY:

Calendar Year	*Events & Milestones*
2012	*Our Company was originally formed as a Partnership firm in the name of "LGC Engineering" on October 15, 2012.*
2015	*Received quality management system certificate – ISO 9001 :2008.*
2016	*Added in house heat treatment and testing facility.*
2020	*Received PED (Pressure Equipment Directive) certificate.*
2024	*The erstwhile partnership firm was converted into a public limited company under the name "LGC Engineering Limited" pursuant to Part I of Chapter XXI of the Companies Act, 2013.*

REVENUE BREAK-UP OF THE COMPANY:

Activity-wise Revenue Bifurcation:

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	% of Total Revenue	Amount (₹ in lakhs)	% of Total Revenue	Amount (₹ in lakhs)	% of Total Revenue
Manufacturing						
Investment Casting	2,918.95	99.90%	1,440.46	99.37%	2,662.37	99.79%
Others*	2.90	0.10%	3.83	0.27%	5.52	0.21%
Total	**2,921.85**	**100.00%**	**1,444.29**	**100.00%**	**2,667.89**	**100.00%**

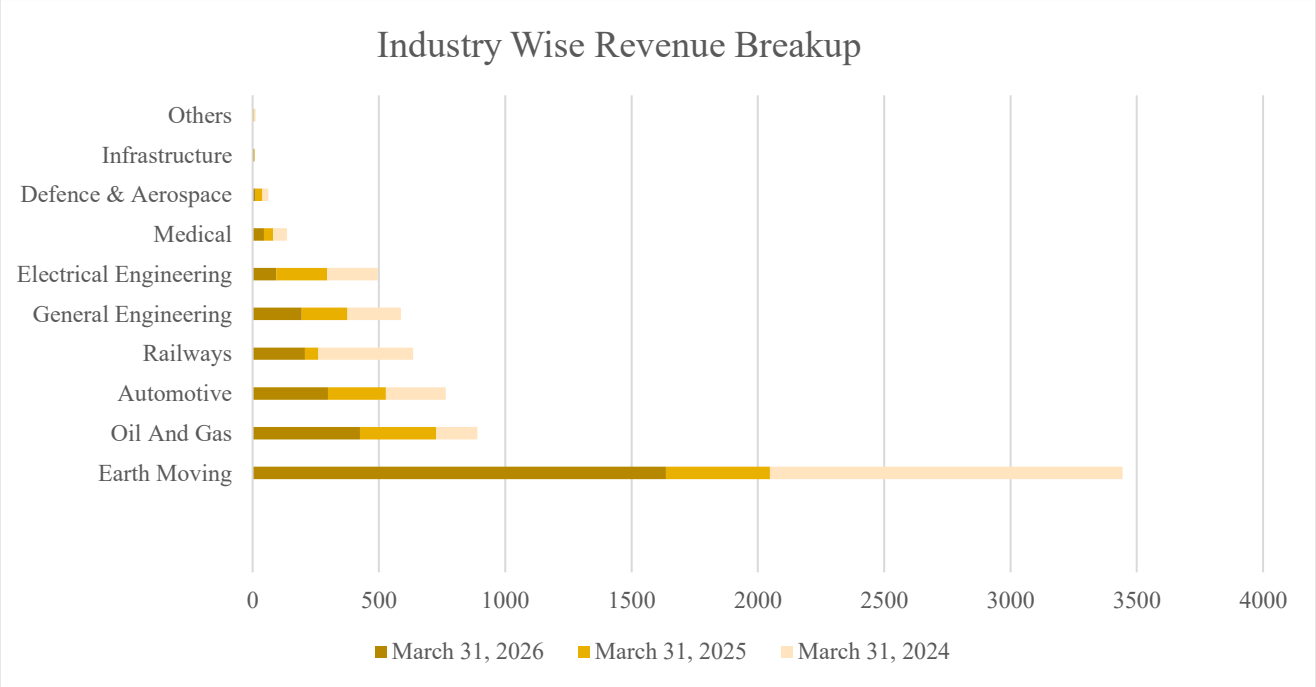
** Others consist of Script Sales.*

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.

Industry-wise Revenue Bifurcation:

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	% of Total Revenue	Amount (₹ in lakhs)	% of Total Revenue	Amount (₹ in lakhs)	% of Total Revenue
Earth Moving	1,635.68	55.98%	412.46	28.56%	1,395.27	52.30%
Oil and Gas	425.00	14.55%	301.29	20.86%	164.25	6.16%
Automotive	298.77	10.23%	228.79	15.84%	236.40	8.86%
Railways	207.14	7.09%	52.50	3.64%	375.12	14.06%
General Engineering	194.04	6.64%	185.67	12.86%	211.77	7.94%
Electrical Engineering	94.60	3.24%	200.16	13.86%	200.93	7.53%
Medical	44.61	1.53%	36.54	2.53%	54.34	2.04%
Defence	12.08	0.41%	26.88	1.86%	24.29	0.91%
Infrastructure	7.02	0.24%	0.01	0.00%	-	0.00%
Others	2.90	0.10%	-	0.0%	5.52	0.21%
Total Turnover	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.



Geography-wise Revenue Bifurcation:

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	% of Total Revenue	Amount (₹ in lakhs)	% of Total Revenue	Amount (₹ in lakhs)	% of Total Revenue
Domestic	**1,428.84**	**48.90%**	**1,138.85**	**78.85%**	**1,307.66**	**49.01%**
Karnataka	460.33	15.75%	398.84	27.61%	515.12	19.31%
Tamil Nadu	737.05	25.23%	695.58	48.16%	472.58	17.71%
Andhra Pradesh	227.21	7.78%	35.63	2.47%	317.24	11.89%
Maharashtra	4.25	0.15%	8.25	0.57%	2.73	0.10%
Kerala	-	-	0.56	0.04%	-	-
Gujarat	-	-	-	-	-0.01	0.00%
Exports	**1,493.01**	**51.10%**	**305.44**	**21.15%**	**1,360.23**	**50.99%**
United Kingdom	1,417.30	48.51%	221.24	15.32%	1,280.63	48.00%
Czeck Republic	54.49	1.87%	72.86	5.04%	79.60	2.98%
USA	20.54	0.70%	11.33	0.78%	-	-
Romania	0.68	0.02%	-	-	-	-
Total	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.

Customer-wise Revenue Bifurcation:

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Top 1 Customer	1,417.30	48.51	221.24	15.32	1,280.63	48.00
Top 3 Customer	1,809.86	61.94	598.68	41.45	1,783.39	66.85
Top 5 Customers	2,140.71	73.27	885.00	61.28	1,969.85	73.84
Top 10 Customers	2,554.48	87.43	1,169.13	80.95	2,290.32	85.85

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount	% of Total Turnover	Amount	% of Total Turnover	Amount	% of Total Turnover
Government	-	-	-	-	-	-
Private	2,921.84	100.00%	1,444.30	100.00%	2,667.89	100.00%
Total of Revenue	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

BRIEF KEY FINANCIAL PERFORMANCE INDICATORS/KPIs

₹ in lakhs except percentage and ratios

Particulars	31-03-26	31-03-2025*	31-03-24
Total Income	2,970.00	1,453.41	2,749.33
Growth (%)	104.35%	-47.14%	-
Revenue from Operation	2,921.84	1,444.30	2,667.89
EBITDA (Operating Profit)	368.98	170.54	249.32
EBITDA Margin (%)	12.63%	11.81%	9.35%
PAT	177.63	31.42	165.17
Growth (%)	465.29%	-80.98%	-
PAT Margin (%)	5.98%	2.16%	6.01%
EPS (Basic & Diluted) - (As per end of Restated period)	3.99	0.71	3.58
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	3.99	0.71	3.58
Total Borrowings	1,134.67	1,076.86	1,027.10
Total Net Worth (TNW)	636.75	459.11	460.88
ROCE%	37.60%	21.35%	42.17%
RONW (%)	27.90%	6.84%	35.84%
Debt Equity Ratio (Total Borrowing/TNW)	1.78	2.35	2.23

**March 31, 2025 numbers are considered for the full FY 2024-25 i.e. combined period of Partnership firm and Company.*

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.

1. *Revenue from Operations and Other Incomes as appeared in the Restated Financial Statements;*
2. *Growth (%) is calculated as a percentage of Total Income of the relevant period minus Total Income of*
2. *the preceding period, divided by Total Income of the preceding period;*
3. *Revenue from operations means Revenue from Operations as appearing in the Restated Financial Statements;*
4. *EBITDA (operating profit) means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
5. *EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations;*
6. *PAT represents total profit after tax for the year / period;*
7. *PAT Growth (%) is calculated as a percentage of PAT of the relevant period minus PAT of the preceding period, divided by PAT of the preceding period.*
8. *PAT Margin is calculated as PAT divided by revenue from operation;*
9. *Basic and Diluted EPS = PAT divided by weighted average no. of equity shares outstanding during the year;*
10. *Total Borrowings are calculated as total of current and non-current borrowings;*
11. *"Total Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per SEBI ICDR Regulations;*
12. *"RONW" is calculated Profit after Tax for the period / Net Worth;*
13. *"ROCE" is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed; where Capital Employed is calculated as Total Assets minus Current Liabilities;*
14. *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & noncurrent borrowings; total equity means sum of equity share capital and other equity;*

STRENGTHS OF THE COMPANY

- **Diversified presence across multiple industry segments**

  Our Company manufactures precision investment castings and machined components catering to customers across a diverse range of industries, including automotive, aerospace, defence, electrical engineering, general engineering, infrastructure and earth moving, oil and gas, railways, medical and other industrial applications. Our products are manufactured based on customer-specific drawings, technical specifications and quality requirements and are used as components in various products, equipment and assemblies.

  Our presence across multiple end-user industries enables us to address varied customer requirements and provides us with opportunities to participate in different industrial applications. The diversification of our customer industries also reduces our dependence on any single industry segment and enables us to pursue business opportunities across sectors based on customer requirements and market demand. During the year ended March 31, 2026, our Company generated revenue from customers across various industries, with Earth Moving, Oil and Gas, Automotive, Railways and General Engineering being among the key segments contributing to our revenue.

- **Customer-specific manufacturing capabilities**

  Our Company has capabilities to manufacture precision investment castings and machined components in accordance with customer-specific drawings, technical specifications, dimensional requirements and quality standards. Our manufacturing process enables us to cater to varying product sizes, grades, designs and specifications depending upon the requirements of individual customers.

  The customer-specific nature of our manufacturing process requires coordination across various stages, commencing from receipt of customer drawings and RFQs, sample development and approval, production planning and manufacturing, through to inspection and dispatch. We believe that our ability to develop and manufacture components in accordance with specific customer requirements enables us to address varied applications and build relationships with customers requiring precision-engineered components.

- **Integrated manufacturing processes supported by quality assurance**

  Our manufacturing facility is equipped to undertake the complete lost wax investment casting process, including wax injection, shell building, dewaxing, melting and pouring, deshelling, finishing, heat treatment, inspection and dispatch. Our manufacturing operations are supported by in-house quality control processes and specialised subcontractors for certain value-added operations such as machining, plating, painting, X-ray radiography and coining.

  The integration of various stages of the manufacturing process provides us with greater process visibility and enables us to monitor product quality at different stages of production. Our quality management practices include incoming inspection of raw materials, process controls, sample development and inspection, production quality control and final inspection. We follow ISO 9001:2015 quality management systems and maintain process documentation and controls to ensure that products conform to customer specifications and applicable quality requirements.

- **Experienced management team supported by a skilled workforce**

  Our Company is led by a management team with experience and knowledge of the investment casting industry and is supported by personnel across manufacturing, operations, procurement, product development, quality and other functions. The Promoters have been associated with the business since its inception and have contributed to the development of the Company's manufacturing capabilities, customer relationships and operational processes.

  As on the date of filing of this Draft Red Herring Prospectus, our Company had 43 employees on its payroll and 44 contractual employees. Our workforce includes personnel engaged in operations, procurement, product development, administration, accounts, marketing and other functions. We believe that the experience of our management team, together with the capabilities of our workforce, supports efficient execution of customer requirements and maintenance of product quality and operational standards.

- **Strategically located manufacturing facility**

  Our manufacturing facility and Corporate Office are located at Tubinakere Industrial Area, Mandya, Karnataka, over an area of approximately 4,018 sq. mtr. The location provides access to industrial markets and facilitates connectivity with important industrial centres in southern India, including Bengaluru, Hosur and Coimbatore.

The location of our manufacturing facility also supports procurement of raw materials, access to customers and movement of finished products. Our presence in southern India provides us with an opportunity to serve customers located in the region while also catering to customers in other parts of India and overseas markets.

- **Established customer relationships and industry recognition**

Over the years, our Company has developed relationships with customers across multiple industries by focusing on product quality, adherence to customer specifications and timely delivery. Our customer engagement model includes direct customer interaction, referrals, industry consultants and participation in trade fairs and exhibitions.

Our focus on maintaining product quality and service standards has also resulted in recognition from customers. In 2023, our Company received an award from Automotive Axles, which reflects the Company's relationship with and service to its customers. We believe that established customer relationships and our ability to consistently meet customer requirements provide a foundation for repeat business and opportunities to expand our customer base.

- **Focus on sustainable manufacturing practices**

Our Company has taken steps towards improving energy efficiency and adopting sustainable manufacturing practices. We have installed a 200 kWp DC / 160 kW AC rooftop solar power system at our manufacturing facility, which contributes towards meeting a portion of the energy requirements of our manufacturing operations.

The use of rooftop solar power supports our efforts to reduce reliance on conventional sources of electricity and improve energy efficiency in our manufacturing operations. We intend to continue focusing on efficient utilisation of resources while maintaining the operational requirements of our manufacturing facility.

STRATEGIES OF THE COMPANY

- **Strengthening existing customer relationships and expanding customer base**

We intend to continue strengthening our relationships with existing customers while expanding our customer base across the industries in which we operate. Our customer acquisition and engagement initiatives include direct customer engagement, referrals, engagement with industry consultants and participation in trade fairs and exhibitions.

We intend to focus on customers and business opportunities that are aligned with our manufacturing capabilities and commercial objectives. We will continue to evaluate prospective customers based on factors such as industry segment, business potential, payment terms, business cycle and strategic fit. By consistently meeting customer requirements relating to product quality, technical specifications and delivery schedules, we aim to strengthen existing relationships and develop new customer relationships across domestic and export markets.

- **Focus on operational efficiency and productivity**

We intend to continue improving the efficiency of our manufacturing operations by optimising production planning, improving process controls and strengthening coordination among our manufacturing, quality, procurement and other operational functions.

Our manufacturing process involves multiple stages, from wax injection and shelling to melting, pouring, finishing, heat treatment, inspection and dispatch. We intend to focus on improving resource utilisation, reducing process inefficiencies and minimising rejection levels while maintaining the required quality standards. We will also continue to monitor our manufacturing processes and equipment and undertake suitable improvements or upgrades, as required, with a view to enhancing productivity, operational efficiency and product quality.

- **Focus on core manufacturing competencies**

We intend to remain focused on our core business of manufacturing precision investment castings and machined components. We will continue to strengthen our capabilities in the lost wax investment casting process and develop our technical and manufacturing expertise to cater to customer-specific requirements.

Our manufacturing capabilities cover multiple stages of the investment casting process and are supported by in-house quality control and a network of specialised subcontractors for selected value-added operations. We intend to leverage

these capabilities to undertake a wider range of customer-specific projects and cater to the evolving requirements of customers across automotive, defence and aerospace, oil and gas, railways, general engineering, electrical engineering, medical and other industrial applications.

- **Enhance quality standards and manufacturing processes**

  Quality remains an important focus of our business, particularly given the customer-specific nature of the products manufactured by us. We intend to continue strengthening our quality management systems and manufacturing processes to consistently meet customer drawings, specifications and applicable industry standards.

  We will continue to focus on quality control at various stages, including inspection of incoming raw materials, sample development, process control, production quality control, subcontracted processes and final inspection. We also intend to continue improving our process and material development capabilities, including initiatives directed towards improvement of ceramic shell systems, alloy compositions, dimensional accuracy, surface finish and reduction in rejection levels.

  We believe that continued focus on quality, process consistency and timely delivery will support customer satisfaction, customer retention and development of long-term business relationships.

- **Prudent working capital management**

  Our manufacturing operations require working capital for procurement of raw materials, production activities, operational expenses and management of receivables. We intend to continue maintaining prudent working capital management to support uninterrupted manufacturing operations and timely execution of customer orders.

  We will seek to efficiently manage inventory levels, procurement requirements, receivables and operational cash flows while maintaining adequate availability of raw materials and other inputs required for production. Our procurement decisions are generally based on operational requirements and factors such as quality, technical specifications, pricing, availability and delivery schedules.

- **Strengthening our financial position**

  We intend to strengthen our financial position through prudent capital management and disciplined utilisation of financial resources. As part of this strategy, we intend to utilise available resources efficiently and, where appropriate, repay or prepay certain borrowings.

  We believe that prudent management of our capital structure and borrowings can improve our financial flexibility and enable us to allocate resources towards our operational requirements and future business growth. We will continue to maintain financial discipline while supporting the expansion and development of our core manufacturing operations.

- **Continued focus on process and material development**

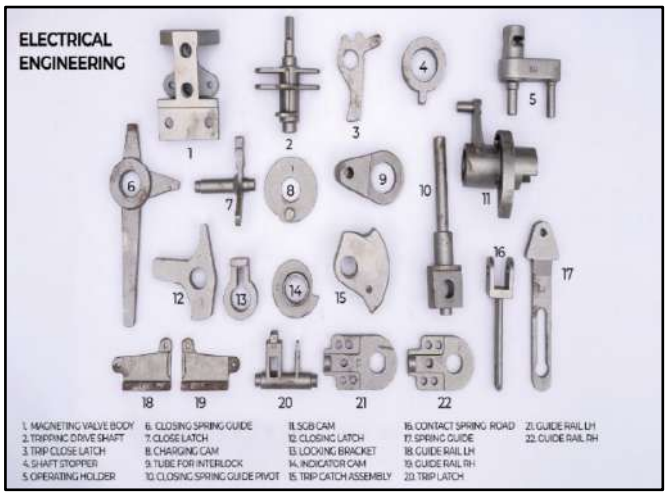
  Although our Company does not maintain a separate dedicated research and development facility, our technical and production personnel undertake process and material development activities as an integral part of our manufacturing operations. These activities are primarily directed towards improving the ceramic shell system, refining alloy compositions to meet customer specifications, reducing rejection levels and improving dimensional accuracy and surface finish.

  We intend to continue leveraging our technical and production capabilities to identify opportunities for improvement in manufacturing processes and materials. Our approach is focused on practical improvements that can enhance product quality, process consistency and manufacturing efficiency while enabling us to meet evolving customer requirements.

PRODUCTS

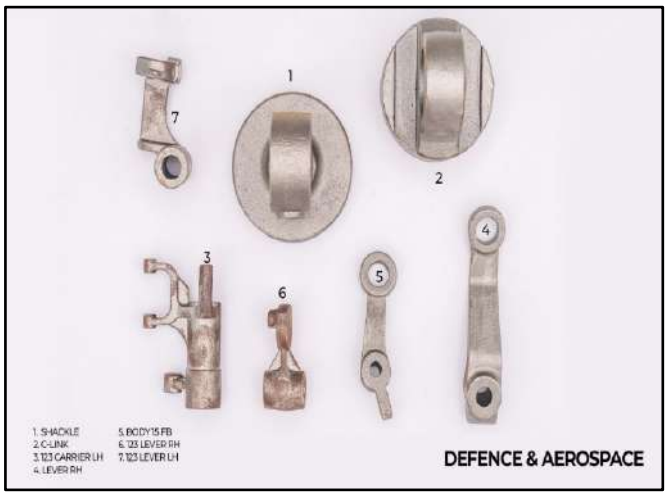
Our Company manufactures and supplies precision investment cast components and machined components for a wide range of industrial applications. Our products are manufactured primarily through the lost wax investment casting process and are developed in accordance with customer-specific drawings, technical specifications, dimensional requirements and quality standards.

Our products cater to customers operating across Automotive, Defence and Aerospace, Electrical Engineering, General Engineering, Infrastructure and Earth Moving, Oil and Gas, Railways, Medical and other industrial sectors. The key product categories and their applications are described below:



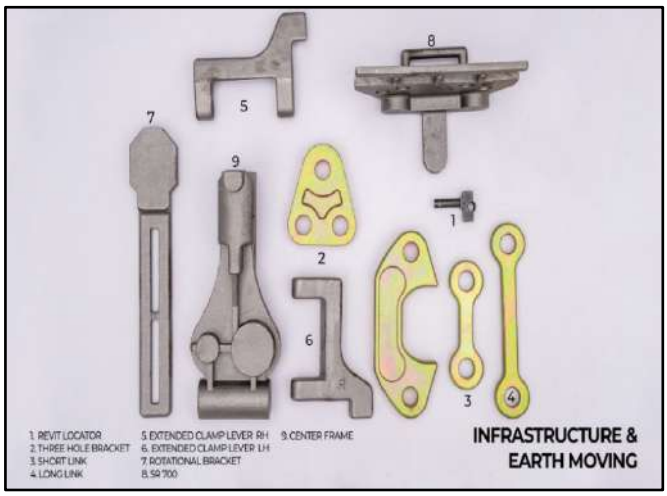
Electrical Engineering: Our Company manufactures precision investment cast components for electrical engineering applications, including components used in vacuum circuit breakers (VCBs), operating mechanisms, auxiliary switches, contacts, dampers, coils, shafts, guide components and other customer-specific components. These components are manufactured in accordance with the drawings, dimensional requirements and technical specifications provided by customers.

End-Use: Our components are primarily used in electrical switching and protection equipment, including vacuum circuit breakers and associated assemblies. They perform functions relating to switching, actuation, mechanical movement and support within electrical equipment and assemblies.



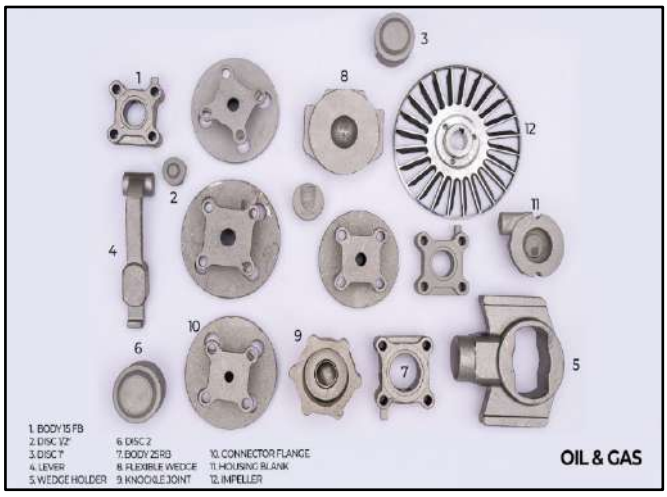
Defence & Aerospace: Our Company manufactures precision investment cast components for defence and aerospace applications based on customer-specific drawings, technical specifications and quality requirements. The products include links, shackles, levers, connectors and other precision-engineered components designed for specific applications. These components are manufactured with emphasis on dimensional accuracy, consistency and adherence to specified material and quality requirements, considering the application-specific requirements of customers operating in these sectors.

End-Use: The components are used in defence & aerospace equipment and assemblies for structural, fastening, connecting, actuation and other applications where precision-engineered components are required.



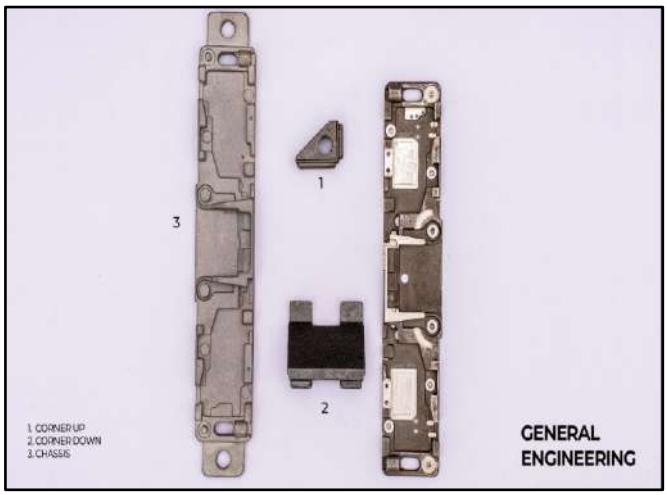
Infrastructure & Earth Moving: Our Company manufactures precision investment cast components for infrastructure and earth moving equipment and related industrial applications. The products include links, transportation irons, clamp levers, rivet locators and other customer-specific components manufactured in accordance with customer drawings and specifications. These components are designed to meet the functional and mechanical requirements of equipment used for material handling, infrastructure development activities.

End-Use: The components are used in infrastructure equipment, material handling systems, earth moving machinery and associated industrial applications, including applications involving positioning, fastening, clamping and mechanical support.



Oil & Gas: Our Company manufactures precision investment cast components for pumps, valves and fluid handling applications. The products include valve bodies, discs, impellers, housings, flanges and other customer-specific components manufactured in accordance with technical drawings and specifications. These components form part of equipment used for controlling, directing, containing or transferring fluids and are manufactured to meet the application-specific requirements of customers.

End-Use: The components are used in pumps, valves and fluid handling equipment across industries such as oil & gas, refineries, water treatment, process industries & other industrial applications. Depending on the equipment, these components perform functions associated with fluid flow, pressure control, containment and mechanical operation.



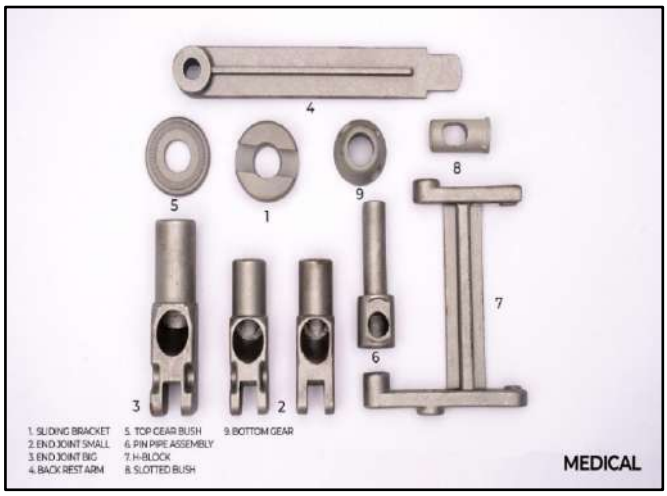
General Engineering: Our Company manufactures precision investment cast components for general engineering applications, including machine spares, hardware components, door fittings, brackets, server rack components and other customer-specific parts. The products are manufactured in different configurations and specifications based on the requirements of individual customers and are intended for use as components or assemblies within industrial and engineering equipment.

End-Use: These components are used in industrial machinery, engineering equipment, hardware assemblies, door systems, storage systems, server rack systems and other general engineering applications, primarily for mounting, fastening, structural support and mechanical functions.



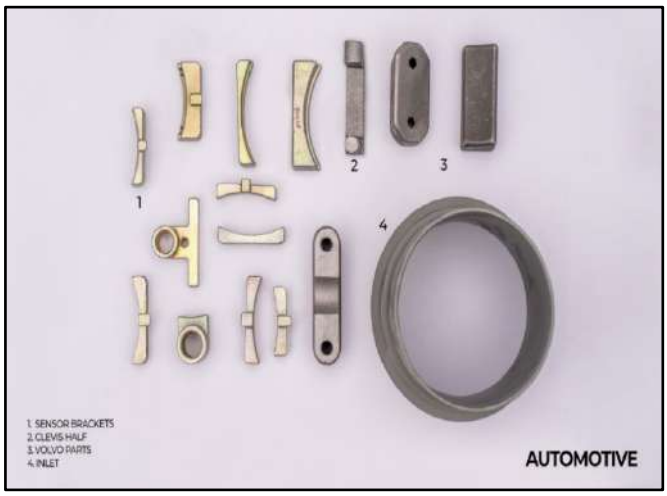
Railways: Our Company manufactures precision investment cast components for railway applications, including clamps, brackets, grab handles and other components manufactured in accordance with customer-specific drawings and specifications. The components are developed to meet the requirements of railway equipment and assemblies and are used in applications requiring mechanical strength, dimensional consistency and reliable performance.

End-Use: These components are used in railway coaches, metro rail systems and other railway equipment for structural support, fastening, mounting, handling and passenger support applications.



Medical: Our Company manufactures precision investment cast components for medical and dental equipment, including brackets, bushes, joints and other customer-specific components. These components are manufactured based on customer drawings, technical specifications and dimensional requirements. The products are intended to form part of medical and dental equipment and associated assemblies, where the components are required to meet specified dimensional and functional requirements.

End-Use: These components are used in medical and dental equipment and associated devices, primarily for structural, connecting, mounting and mechanical applications.



Automotive: Our Company manufactures precision investment cast components for automotive applications, including sensor brackets, caliper parts, inlets and other customer-specific components manufactured in accordance with technical drawings and specifications. These components are designed for incorporation into automotive systems and assemblies and are manufactured according to the functional, dimensional and quality requirements specified by customers.

End-Use: These components are used in automotive systems and assemblies for applications relating to mounting, fastening, fluid flow, braking and other mechanical functions.

RAW MATERIALS

Description of the raw materials utilized for the products produced:

Our Company primarily procures steel scrap and ferro alloys as the principal raw materials for the manufacture of precision investment castings. The steel scrap is sourced in various grades, including MS Scrap, CRCA Scrap, 17-4 PH, SS 410, SS 304, and SS 310, generally in the form of cut or punched sheets, plates and bars. We also procure ferro alloys and additives, including ferro-silicon, ferro-manganese, ferro-chrome, nickel and niobium, and carbon additives such as pet coke to achieve the chemical composition and mechanical properties specified by our customers.

The raw materials procured by our Company are required to conform to the applicable chemical composition and quality specifications prescribed in the relevant purchase orders and industry standards. Our purchase specifications prescribe parameters relating to chemical composition, size, shape, surface condition and traceability. Suppliers are also required to provide material test certificates for the raw materials supplied.

Upon receipt of the raw materials, our quality control team undertakes an incoming inspection. Samples of the steel scrap are analysed using an in-house spectrometer to verify their chemical composition. The results obtained are compared with the specified material requirements and purchase specifications. Raw materials conforming to the prescribed specifications are accepted for production, while materials exhibiting deviations are evaluated by the relevant teams to determine whether they can be accepted for use based on the extent of the deviation or are required to be rejected.

Purchase Break-up of the Company

Geography-wise purchase Bifurcation

₹ in lakhs

Particulars	For the year ended on (₹ in lakhs)					
	March 31, 2026	% of Total Purchases	March 31, 2025	% of Total Purchases	March 31, 2024	% of Total Purchases
Domestic	**1,927.99**	**100.00%**	**806.85**	**100.00%**	**1,749.45**	**100.00%**
Karnataka	1,727.54	89.60%	664.47	82.35%	1,605.59	91.78%
Tamil Nadu	90.70	4.70%	64.50	7.99%	59.30	3.39%
Maharashtra	60.67	3.15%	38.39	4.76%	62.71	3.58%
Gujarat	47.17	2.45%	37.02	4.59%	14.85	0.85%
Rajasthan	1.26	0.07%	2.34	0.29%	5.74	0.33%
Haryana	0.35	0.02%	0.12	0.02%	-	-
Uttar Pradesh	0.30	0.02%	-	-	1.24	0.07%
Delhi	-	-	-	-	0.03	0.00%
Import	**-**	**-**	**-**	**-**	**-**	**-**
Total	**1,927.99**	**100.00%**	**806.85**	**100.00%**	**1,749.45**	**100.00%**

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.

Supplier-wise Purchase Bifurcation

₹ in lakhs

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount	In %	Amount	In %	Amount	In %
Top Suppliers						
Top 1 Supplier	1,129.69	58.59%	171.35	21.24%	978.19	55.91%
Top 3 Suppliers	1,330.33	69.00%	328.14	40.67%	1,137.17	65.00%
Top 5 Suppliers	1,458.43	75.65%	438.26	54.32%	1,277.65	73.03%
Top 10 Suppliers	1,669.16	86.58%	576.78	71.49%	1,481.62	84.69%

As certified by our statutory auditor having peer review certificate M/s Subek Agarwal & Associates, Chartered Accountants vide their examination report dated September 30, 2026.

Details about raw material procurement

Our Company procures its raw materials from multiple suppliers majorly located at Karnataka among others. Procuring raw materials from a diversified supplier base enables us to reduce dependence on any single supplier and facilitates continuity in the supply of raw materials. Our procurement decisions are based on factors such as product quality, technical specifications, pricing, availability and delivery schedules. We generally procure raw materials based on our operational requirements and do not have long-term supply agreements with our suppliers.

MANUFACTURING FACILITY

Production Facility	Location	Description	Area	Installed Capacity
Our manufacturing facility is equipped to undertake the complete lost wax investment casting process, including wax injection, shelling, melting, pouring, finishing, inspection and dispatch. The facility is supported by in-house quality control processes and a network of specialized subcontractors for value-added operations.	No. 45 A, Tubinakere Industrial Area, Mandya - 571402, Karnataka	Manufacturing facility engaged in end-to-end production of precision investment castings through the lost wax casting process.	4,018 sq. mtr.	600 Metric Tonne Per Annum

MANUFACTURING PROCESS



- **Customer Enquiry & PO Issuance**:

  Few of the customers share a Non-Disclosure Agreement (NDA) for signature to protect confidential information. After signing, the customer provides drawings as part of a Request for Quote (RFQ). The company then quotes the requested part, and after negotiations, the customer issues a PO (Purchase Order).

- **RFQ and Sales Process:**

  Once the Purchase Order (PO) is received from the customer, the initial samples are manufactured, typically in small quantities ranging from minimum of 5 to 10 units. During the sample development process, various parameters are carefully monitored and recorded in the Development History Card (DHC). The samples are then sent to the customer along with essential documentation, including dimension reports, chemistry analysis, and metallurgy reports. Upon receiving these, the customer evaluates the part against the provided drawing and assesses it for fit and function. Once the customer is satisfied with the sample's quality and performance, they provide their approval to proceed with full-scale production.

- **Production Planning & Sales PO:**

  Once the sample batch is approved, the part is ready for full-scale production. A sales PO detailing part rates, quantities, and commercial terms is issued and entered into the ERP system (MSS Foundry Application). The Production Planning and Control (PPC) team plans for production.

- **Wax Injection:** The process begins with an aluminium die, a mold designed to match the exact shape and size of the final part, into which molten hot wax is injected under controlled temperature and pressure to fill the mold and create a precise wax pattern. After cooling and solidifying, the wax patterns are inspected and refined (a process known as dressing) to ensure they meet the required finish and dimensions. These dressed patterns are then brazed onto a central runner bar, forming a branching structure called a wax tree. The runner bar connects the patterns and serves as a channel for molten metal in the final casting. Once the wax tree is assembled, it moves on to the next step, where it is coated in a ceramic shell.



- **Shelling Process:**

Once the wax tree, composed of multiple wax patterns brazed onto a runner bar, is fully assembled, it undergoes a coating process to prepare it for metal casting. The tree is submerged in a refractory slurry made of fine particles like silica and binders, which forms a hard ceramic shell. This slurry is applied in several layers, with each layer being carefully applied under controlled temperature and humidity conditions to ensure proper adhesion and drying. The layers build up gradually to the desired thickness, which must be sufficient to withstand the molten metal during pouring. Once the ceramic shell reaches the required thickness, the wax tree is placed in an autoclave, a high-pressure chamber where the wax is melted and drained out, leaving behind a hollow shell.



Wax Tree



Slurry Coating



Cold Room Drying

This step, part of the lost wax casting process, ensures that no wax residue remains inside the shell. With the wax removed, the hollow ceramic shell is ready for the next phase, where molten metal is poured into the shell to create the final solid casting.

- **Melting & Metal Pouring:**

After the wax is removed from the ceramic shells in the dewaxing autoclave, the shells undergo a firing process in a high-temperature furnace to harden them further, ensuring they can withstand the molten metal during pouring. The shells are heated at high temperature, which burns off any remaining wax and solidifies the ceramic, making it strong enough to contain the molten metal without cracking. Meanwhile, scrap metal is melted in a furnace to create the molten metal, with necessary ferroalloys added to achieve the correct chemical composition for the final part, adjusting properties like strength, hardness, and corrosion resistance. Once the molten metal is ready, it is poured into the red-hot ceramic shells, which help maintain the metal's temperature and prevent premature solidification. The molten metal fills the cavity inside the shell, taking the shape of the original wax patterns, and after pouring, the shells are left to cool slowly. As the metal cools and solidifies, it forms the final part, with the ceramic shell hardening around it. This cooling process is crucial to avoid defects like shrinkage or voids, and once the metal has fully solidified, the ceramic shell is removed to reveal the finished metal casting.





- **Finishing & Inspection:**

  Once the metal has cooled and solidified inside the ceramic shell, the shell is removed using mechanical vibration. After the shell is removed, the rough metal part undergoes finishing processes, starting with cutting to remove excess metal and runner bar parts, followed by grinding to smooth rough edges and achieve the desired dimensions. Next, the part is shot-blasted to clean off any remaining ceramic particles, smooth the surface, and improve its finish. The part then undergoes a round of inspection followed by heat treatment to enhance its mechanical properties, such as strength and hardness. After heat treatment and final inspection, the part is sent to the Quality department for a final check to ensure it meets specifications, and if approved, is cleared for dispatch, ready for delivery.



Shells ready for Pouring



Knock-out



Belt Grinding







Inspection

- **Final Inspection, Packing & Dispatch:**

  After the final inspection and approval by the Quality department, the parts are either dispatched directly to the customer or sent to a vendor for further processing, depending on the order. Once the parts pass re-inspection, they are packaged according to the customer's specifications or industry standards to prevent damage during transport, particularly for delicate or complex parts. Following packaging, the parts are then dispatched to the customer and the entire process ensures that the parts meet the required specifications and are delivered in proper condition.



Final Inspection



Packed Goods ready to dispatch

- **Sub-contracting:**

  Our company outsources certain services such as machining, plating, painting, X-ray radiography, and coining, allowing LGC to handle a wide range of projects, including complex and full assemblies. This strong network of vendors boosts our flexibility, enabling us to meet customer needs across various industries with speed, precision, and cost-efficiency.

QUALITY POLICY AND CONTROL MEASURES

At LGC, we adhere to the ISO 9001:2015 Quality Management System (QMS) to maintain rigorous control over the quality of our processes. The quality of the final product is determined by several critical factors, beginning with the quality of incoming raw materials (RM). We accept raw materials with a test certificate that has been approved by our purchase department. To ensure material quality, we verify materials either in-house or by sending them to an approved National Accreditation Board for Testing and Calibration Laboratories (NABL laboratory). Materials such as wax, scrap, ferro alloys, shelling materials, and others may be tested periodically.

Process quality at LGC is defined by parameters detailed in our ERP system or Control Plan, which specify the necessary steps, conditions, and checks for each part and alloy. These documents cover the critical production process, from wax injection to melting. Additionally, the gauges to be used for final part inspection are outlined. Key documents that help us maintain process quality include:

- **Die Quality Control**: Dies are either supplied by the customer or designed and manufactured by LGC in collaboration with our vendors. We modify customer drawings to ensure suitability for casting, and the final die is thoroughly verified against our proprietary drawing before we proceed with sample production.

- **Samples Quality Control**: During the initial sample production, a Development History Card (DHC) is used to track various parameters and ensure the part meets customer specifications. If the part does not meet the required standards, we conduct another trial, adjusting parameters as needed and documenting these changes in the DHC. This process is repeated until the desired results are achieved.

- **Production Quality Control**: When transitioning from sample to production, we follow the Production Part Approval Process (PPAP), which includes the preparation of key documents (Such as Control Plan or ERP process Control) to ensure the robustness of the manufacturing process. These documents serve as a reference for future production runs.

Finally, once the part is manufactured, it is either sent for subcontracting or dispatched as cast after heat treatment. In cases of subcontracting, we inspect the part upon return from the vendor before dispatching it to the customer. The final shipment includes all necessary quality documentation, such as dimensional, chemical, and metallurgical inspection reports, along with the final invoice. This comprehensive approach ensures that every part meets our quality standards throughout the entire production process.

MARKETING AND PROMOTION

LGC operates in the B2B sector, serving customers who are typically manufacturers of end products or businesses that further process or add value to its products before supplying them to other manufacturers or end users. The company serves customers across various industries and continues to expand its customer base by pursuing new customers and exploring segments aligned with its business objectives.

To identify potential customers, LGC employs several methods:

- **Cold Calling**: We reach out to potential customers using contacts from known sources, focusing on businesses that currently purchase castings or have the potential to transition to Investment Casting.
- **Referrals**: We leverage recommendations from existing customers or industry contacts, introducing us to new buyers who may not yet be aware of our facilities and capabilities.
- **Consultants**: LGC collaborates with experienced marketing consultants who actively scout the market for new opportunities to supply castings.
- **Trade Fairs and Exhibitions**: By attending industry trade fairs and exhibitions, we engage directly with potential customers, fostering valuable relationships and identifying business opportunities.

Once potential customers are identified, we assess them using a customized filter that evaluates various parameters such as sector, business volume, payment terms, business cycle, and brand strength. Each of these factors is assigned a score, and the weighted average helps us determine which customers are the best fit for LGC's offerings. This systematic approach ensures that we focus on customers who align with our long-term strategic objectives.

COMPETITION

LGC Engineering operates in a competitive industry and faces competition from both domestic manufacturers of investment castings as well as manufacturers offering alternative manufacturing processes. The competitive environment is influenced by factors such as product quality, technical capabilities, pricing, delivery timelines, manufacturing efficiency and the ability to meet customer-specific requirements. Our Company seeks to strengthen its competitive position through process efficiency, quality control, cost management and timely delivery.

Direct Competition: Our Company primarily competes with manufacturers engaged in the production of investment castings and related precision components. Competition in this segment is based on factors such as manufacturing capabilities, product quality, ability to manufacture customer-specific components, pricing, delivery schedules, technical support and consistency in meeting customer specifications.

Our Company has implemented measures aimed at improving cost efficiency across key areas of operations, including raw materials, consumables, rejection levels and process control. We continue to focus on improving manufacturing efficiency and maintaining product quality while meeting customer delivery requirements. Our manufacturing facility and capabilities enable us to manufacture precision investment castings across various grades, sizes and specifications and cater to customers operating across multiple industries. We believe that our ability to address customer-specific requirements and maintain quality and delivery standards supports our competitive position in the markets in which we operate.

Indirect Competition: In addition to direct competition from investment casting manufacturers, our Company also faces indirect competition from alternative manufacturing processes such as machining and forging. Depending on the design, application, material requirements, production volume and functional requirements of a particular component, customers may evaluate alternative manufacturing methods.

Certain components that are traditionally manufactured through machining or forging may be suitable for manufacture through investment casting, while other components may continue to be more appropriately manufactured using such alternative processes. Our understanding of these alternatives enables us to assess customer requirements and provide suitable manufacturing solutions based on the specifications and intended application of the component.

Our Company seeks to remain responsive to changing customer requirements by continuously improving its manufacturing processes, maintaining product quality and optimising costs. We believe that our focus on customer-specific manufacturing, timely delivery, quality control and operational efficiency will enable us to compete effectively in the investment casting industry and strengthen our relationships with existing and prospective customers.

TECHNOLOGY

The Company's manufacturing operations are supported by conventional yet well-engineered machinery and equipment used in the investment casting (lost wax casting) process. The technology employed is primarily process-driven, with a focus on achieving precision, consistency, and quality across various stages of production. The Company continuously monitors technological developments in the industry and undertakes suitable upgrades to its manufacturing processes and equipment, as and when required, to improve operational efficiency, productivity and product quality.

RESEARCH & DEVELOPMENT

Our Company does not maintain a separate dedicated research and development facility, nor does it hold any specific research and development recognition or approval. Process and material development is carried out in-house, on a continuing basis, by our technical and production personnel at our manufacturing facility as an integral part of our operations, and is directed principally towards improvement of the ceramic shell system, refinement of alloy compositions to meet customer specifications, reduction of rejection levels and improvement of dimensional accuracy and surface finish. In the course of such activity, our Company has filed an ordinary patent application in the field of metallurgy in respect of the invention titled "*Fused Silica Zircon Flour for Investment Casting Foundries*", bearing Application No. 202441055929 dated July 23, 2024, in respect of which the First Examination Report has been received on June 03, 2026 and which remains pending grant as on the date of this Draft Red Herring Prospectus. Since our research and development activity is not carried out through a separate division or facility, the expenditure incurred thereon is not separately identified or accounted for in our Restated Financial Statements, and forms part of our manufacturing and employee benefit expenses. For further details of our intellectual property, see **"*Our Business*"** and **"*Government and Other Approvals*"** beginning on pages 120 and 213 respectively, and **"*Risk Factors*"** beginning on page 19 of this Draft Red Herring Prospectus.

UTILITIES

Power

Manufacturing Unit: Our Company's manufacturing unit has been sanctioned the necessary power by Chamundeshwari Electricity Supply Corporation Limited (A Government of Karnataka Undertaking). Our present power requirement is within 450 KVA which is sourced from Chamundeshwari Electricity Supply Corporation Limited and in house installed Solar Panels. We also have power backup for 250 KVA.

Registered Office: Our Registered Office have adequate power supply from Chamundeshwari Electricity Supply Corporation Limited (A Government of Karnataka Undertaking) for the purpose of lighting, air-conditioning, system etc.

Water

Manufacturing Unit: We have adequate water supply from Karnataka Industrial Areas Development Board.

Registered Office: Our Registered Office have adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

INSURANCE

S. No	Policy Name	Party Insured	Risk Covered	Period of Insurance	Total Sum Assured (₹ in lakhs)
1.	SBI General Bharat Laghu Udyam Suraksha	LGC Engineering Limited	*General Insurance:* Coverage: 1. Building - ₹ 60 Lakhs 2. Plant & Machinery- ₹ 491 Lakhs 3. Stocks- ₹ 800 Lakhs	29/04/2026 To 28/04/2027	₹ 1,351.00 lakhs
2.	IndusInd Private Car Package Policy	LGC Engineering Limited	*Vehicle Insurance:* Hyundai Creta SUV: Registration no: KA 09 MH 8067	15/06/2026 to 14/06/2027	₹ 12.14 Lakhs
3.	Private Car Package Policy	LGC Engineering Limited	*Vehicle Insurance:* TUV 300T10 AT: Registration no: KA09MC0840	26/10/2025 to 25/10/2026	₹ 4.00 Lakhs
4.	Digit Private Car Policy	LGC Engineering Limited	*Vehicle Insurance:* Hyundai Santro/(AT) Registration no: KA04MB5729	27/11/2025 to 26/11/2026	₹ 0.49 Lakhs
5.	Private Car Package Policy	LGC Engineering Limited	*Vehicle Insurance:* Maruti Suzuki e Vitara EV Zeta 61 KWH Vehicle Identification no.: MBHPA2ASKTF156729 Registration no: KA09 MN1275	03/07/2026 To 02/07/2029	₹ 16.90 Lakhs

EMPLOYEES

At LGC, we believe that our employees are integral to our business operations and continued growth. Our workforce comprises personnel across production, product development, procurement, operations, marketing, accounts and secretarial functions, supported by the guidance of our directors. We focus on attracting and retaining skilled personnel, fostering a collaborative work environment and enhancing employee capabilities through continuous learning and on-the-job training to support operational efficiency, product quality and customer satisfaction.

The details of employees on pay roll and contractual employees as on August 31, 2026 as hereunder:

Category	No. of Personnel
Employees on Payroll	44
Contractual Employees	45
Total Employees	**89**

Function	No. of Personnel
Managing & Whole-Time Directors	02
Company Secretary	01
Accounts	02
Administration	05
Procurement	05
Operations	71
Product Development	02
Marketing	01
Total	**89***

Casual Labourers, Daily Wages Labourers and Contract Labourers are engaged on a need basis.
**84 Employees are covered under Employees Provident Fund.*

Attrition Rate:

Particulars	Number of Employees*		
	FY 2025-26	FY 2024-25	FY 2023-24
Number of Employees left during the period	1	1	2
Employees at beginning of the year	44	45	47
Employees at the end of the year	43	44	45
Average number of employees during the period	43.5	44.5	46
Attrition Rate	**2.30%**	**2.25%**	**4.35%**

** Our Company was formed pursuant to the conversion of the erstwhile registered partnership firm, "LGC Engineering", into a public limited company under Part I, Chapter XXI of the Companies Act, 2013, and was incorporated as "LGC Engineering Limited" vide Certificate of Incorporation consequent upon conversion from Partnership Firm to Public Company dated April 15, 2024.*

INTELLECTUAL PROPERTY

Trademark

Sl. No.	Trademark	Class of Registration	Registration No/ Application No	Valid Up to/Status
1.		6#	Application Number- 7815115 Date- June 25, 2026	Ready for examination

#Description of classes:
Class 6– Common metals and their alloys; metal building materials.

Patent

Detail of Invention	Registration No./ Application No.	Application Type and Field of Invention	Date of Application	Status
Fused Silica Zircon Flour for Investment Casting Foundries	202441055929	Ordinary Application Metallurgy	23-07-2024	First Examination Report Received

Domain

Domain Name	Registry Domain ID	Creation Date	Expiry Date
https://lgceng.com/	2923529547_DOMAIN_COM-VRSN	October 08, 2024 Updated on November 27, 2025	October 08, 2029

PROPERTIES

Sr. No.	Location	Nature of Holding (Owned/Leased)	Lessor/Seller	Area of Property	Period of Lease
1.	**Manufacturing unit and Corporate Office:** Plot No.-45A, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402	Owned	The Karnataka Industrial Areas Development Board, having its office at K.R.S. Road, Metagally Post, Mysuru-16, represented by Sri K.S. Manu (Assistant Secretary)	4018.00 Sq. metres	--
2.	**Registered Office:** 1264, 1st main, 1st stage, Hebbal Layout, Mysore, Karnataka, India, 570016	Leased	C.R Krishna (Promoter group and Father of Mr. Arjun Krishna Shastry)	100 sq. feet	11 months commencing from February 05, 2026 to January 04, 2027

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable.

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.

In addition to what has been specified in this Draft Red Herring Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled ***"Government and Other Approvals"*** *beginning on page no 213 of this Draft Red Herring Prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled **"Government and Other Approvals"** beginning on page number 213 of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Shops and Establishment legislations

Under the provisions of local shops and establishment's legislation applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

The Micro, Small and Medium Enterprises Development Act, 2006 (the "MSME Act")

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act") In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium

Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

The Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act, and Rules made thereunder and amendments thereto, establishes, publishes and regulates national standards to ensure conformity assessment, standardization, and quality assurance of goods, articles, processes, systems and services. The BIS Act empowers the Bureau of Indian Standards to inspect and monitor the quality of goods and materials to ensure conformity with the BIS Act. In furtherance of such powers, the officials may inspect the premises for evaluating a manufacturer's compliance with use of standard marks. The BIS Act also enables the central government to appoint any authority to verify the conformity of products and services to a standard and issue certificates of conformity. Further, the BIS Act sets out inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard. Under the BIS Act, such products may be recalled from the market.

Legal Entity Identifier (LEI) Regulations

The LEI is a 20-character alphanumeric code used to uniquely identify legal entities participating in financial transactions globally. All legal entities, such as companies, government entities, and financial institutions, that participate in financial transactions. In India, entities like listed companies and large corporate borrowers with outstanding credit of ₹5 crore or more are required to obtain an LEI.

Sale of Goods Act, 1930

The Sale of Goods Act, 1930 (the "*Sale of Goods Act*") governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

TAX RELATED LAWS

Income Tax

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. Every Company accessible to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. 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 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 LAWS

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 coordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures such as plants, microorganisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

Energy Conservation Act, 2001 (as amended):

The Energy Conservation Act, 2001, is a key piece of Indian legislation aimed at promoting the efficient use and conservation of energy, establishing the Bureau of Energy Efficiency (BEE), and setting standards for energy consumption in various sectors.

The Environmental Impact Assessment Notification, 2006 (the "Notification")

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, weatherly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme 'Housing for All by 2022'and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant byelaws of the concerned State authorities.

Air & Water (Prevention & Control of Pollution) Acts, 1981

The Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 are key Indian environmental laws aimed at controlling and preventing pollution of water and air, respectively. They establish the Central and State Pollution Control Boards (CPCB and SPCBs) to set standards, monitor pollution levels, and grant or refuse consent for industrial operations. The Water Act focuses on preventing discharge of pollutants into water bodies and maintaining water quality, while the Air Act regulates emissions of air pollutants from industries and vehicles and allows the declaration of air pollution control areas. Both Acts empower authorities to inspect, take samples, issue directions, and impose penalties, including closure of non-compliant industries, to ensure environmental protection and public health.

The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 ("Waste Management Rules, 2000") as superseded by Solid Waste Management Rules, 2016 ("Waste Management Rules, 2016")

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule

II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 ("Hazardous Wastes Rules")

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

Plastic Waste Management Rules, 2016 (as amended)

The Plastic Waste Management Rules, 2016 (as amended) provide a comprehensive framework for managing plastic waste in India by imposing responsibilities on waste generators, local authorities, producers, importers, and brand owners. The rules introduce Extended Producer Responsibility (EPR), making producers accountable for collection, recycling, and environmentally sound disposal of plastic waste. They mandate segregation of waste at source, restrict certain single-use plastics, and prescribe standards for recycling, labeling, and thickness of carry bags to promote reuse. Local bodies are responsible for setting up waste management systems, while authorities can enforce compliance through registration, monitoring, and penalties, aiming to reduce plastic pollution and promote sustainable waste management practices.

EMPLOYMENT AND LABOUR LAWS

The Code on Wages, 2019 (the "Code")

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (I) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees' and allows the Central Government to set a minimum statutory wage**.**

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

  Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them.

  The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

- **The Minimum Wages Act, 1948**

  The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the "PoB Act")**

  The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

  The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 consolidates and amends the laws regulating the occupational safety, health and working conditions of persons employed in establishments. It subsumes 13 existing labor laws, including the following which is relevant to the company:

- **The Factories Act, 1948**

  The Factories Act of 1948 is a comprehensive legislation in India aimed at regulating labor conditions in factories. It mandates health, safety, and welfare measures for workers, including provisions for clean drinking water, lighting, ventilation, and sanitation. The Act enforces strict safety regulations to prevent industrial accidents and occupational diseases, requiring regular maintenance of machinery and safety training for workers. It also limits working hours, mandates rest intervals, and specifies minimum age limits for employment to protect children. The Act requires factories to be registered and inspected regularly to ensure compliance, and it establishes a framework for addressing grievances and disputes related to worker conditions and rights.

- **The Contract Labour (Regulation and Abolition) Act, 1970**

  The Contract Labour (Regulation and Abolition) Act, 1970 aims to regulate the employment of contract labor in various industries and abolish it in certain circumstances. The Act requires employers to provide equal pay and benefits to contract workers and mandates the registration of establishments employing contract labor. It also outlines the conditions under which contract labor can be employed and provides for the welfare of such workers. The Act seeks to prevent exploitation and ensure fair treatment of contract laborers in the workforce.

- **The Motor Transport Workers Act, 1961**

  The Motor Transport Workers Act, 1961 governs the working conditions of motor transport workers, including drivers and helpers. It establishes provisions for working hours, wages, and safety measures for transport workers. The Act mandates the registration of transport undertakings and requires employers to provide adequate facilities for workers, such as rest areas and medical care. It aims to protect the rights and welfare of motor transport workers and ensure their working conditions are safe and fair.

- **The Sales Promotion Employees (Conditions of Service) Act, 1976**

  This Act regulates the conditions of service for sales promotion employees, ensuring their rights to fair wages, working hours, and benefits. It mandates the provision of a written contract outlining the terms of employment and establishes guidelines for termination and severance. The Act aims to protect the interests of sales promotion employees and ensure they work under fair and equitable conditions.

Industrial Relations Code, 2020

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

- **Industrial Disputes Act, 1947**

  The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a lab or court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

  Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders")**

  The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimalize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressed for workmen in different.

Code on Social Security, 2020

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 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 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

  The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

  It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

  The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute

to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

  The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

  The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

Employees' Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every

officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The "CLPR Act" seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

Fire Prevention Laws and The National Building Code of India, 2016

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. the National Building Code (NBC) promulgates legal provisions governing the safety of individuals within specific categories of structures, encompassing public, residential, industrial buildings and others as stated within categories provided therein. These provisions encompass a wide array of critical aspects, including but not limited to fire safety, disaster management and precautions, as well as accessibility.

Certain other laws and regulations that may be applicable to our Company, include the following:

- **Public Liability Insurance Act, 1991 ("PLI Act")**

  The Public Liability Insurance Act of 1991 is an Indian legislation aimed at providing compensation to victims of accidents occurring while handling hazardous substances. It mandates that industries dealing with such substances must have insurance coverage to compensate for any damages or injuries caused to the public. The Act sets out the requirements for liability insurance and the procedures for claims and compensation. It aims to ensure that businesses take responsibility for potential harm caused by their operations and provides a mechanism for affected parties to seek redress.

- **Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979**

  The Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979, aims to regulate the employment and conditions of service of inter-state migrant workers in India. It requires employers to register such workers, maintain records of their employment, and ensure certain minimum conditions of work and amenities for them. The Act also provides for the licensing of contractors who recruit or employ inter-state migrant workers and imposes obligations on them regarding the payment of wages, provision of facilities, and ensuring the workers' welfare. The Act seeks to protect the rights and interests of inter-state migrant workers and prevent their exploitation.

- **Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)**

  The Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) is a key piece of legislation in India designed to regulate the employment of contract labour in certain establishments and to provide for its abolition under specific circumstances. The Act aims to ensure fair wages, proper working conditions, and to prevent exploitation by stipulating the licensing of contractors and the registration of principal employers. Complementing the CLRA, the Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules) provide detailed procedures and guidelines for the implementation of the Act. These rules outline the responsibilities of contractors and principal employers, including the provision of essential amenities and welfare measures for contract laborers, thereby reinforcing the regulatory framework established by the CLRA.

INTELLECTUAL PROPERTY LAWS

Certain laws relating to intellectual property rights applicable to us are as follows:

The Trade Marks Act, 1999 ("Trade Marks Act")
The Trade Marks Act governs the law pertaining to the protection of trademarks in India. It provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. Once a mark is registered, it is valid in India only for a period of 10 years and can be renewed from time to time in perpetuity. The Trade Marks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

Indian Contract Act

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contracts.

SEBI Regulations

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Companies Act, 2013

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanisms regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between the set of competing factors, namely, management autonomy and investor protection.

Competition Act, 2002

The Competition Act, 2002 ("Competition Act") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anticompetitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("Competition Commission") which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Information Technology Act, 2000 ("Information Technology Act")

The Information Technology Act has been enacted to provide legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "Electronic Commerce", which involve the use of alternatives to paper-based methods of communication and storage of information etc. Additionally, the said Act also provides for civil and criminal liabilities including fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, it also recognizes contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability. It also provides civil and criminal liabilities. The Information Technology Act also provides punishment for offences committed outside India. The Department of Information and technology, under the Ministry of Communications & Information Technology, Government of India, has notified the Information Technology (Reasonable Security

Practices and Procedures and Sensitive personal Data or Information) Rules 2011, which gives directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The said rules also require the body corporate to provide a privacy policy for handling and dealing on personal information, including sensitive personal data.

Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, among other things, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purpose of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term, which may extend to two years and fine which may extend to rupees ten lakh, and for every subsequent offence, imprisonment for a term which may extend to five years and a fine which may extend to fifty lakh rupees. In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules") which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage a digital or electronic facility or platform for electronic commerce, and sellers of products and services.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

Industrial (Development and Regulation) Act, 1951

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. "Specific performance" means the Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to another party.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for

this purpose. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. Evidence of registration is available through an inspection of relevant land records, which usually contains details of the registered property.

The Indian Stamp Act, 1899 ("Stamp Act")

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain States in India have enacted their own legislation in relation to stamp duty while the other States have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

Code of Civil Procedure, 1908

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised. The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

Commercial Courts Act, 2015 ("the Act")

The Commercial Courts Act, 2015 was enacted to streamline the adjudication process for commercial disputes in India. The Act established dedicated courts to resolve these disputes in a timely manner. Here are some of the key features of the Act. The Act's purpose was to reduce the pendency of commercial disputes and to gain the trust of domestic and foreign investors in Indian markets. The Act established Commercial Courts at the district level and Commercial Divisions and Commercial Appellate Divisions in the High Courts. The Act covers commercial disputes with a value of at least one crore rupees.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental there too. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the"Code) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Code proposes to establish an Insolvency Regulator (The Insolvency and Bankruptcy Board of India) to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities; these agencies will develop professional standards, codes of ethics and exercise a disciplinary role over errant members leading to the development of a competitive industry for insolvency professionals. The Code proposes for a fast track insolvency resolution process for companies with smaller operations. The

process will have to be completed within 90 days, which may be extended up to 45 more days if 75% of financial creditors agree. Extension shall not be given more than once.

Bhartiya Nyaya Sanhita, 2023

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defenses, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognizes as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

Bhartiya Nagrik Suraksha Sanhita Act, 2023

This act superseded the Code of Criminal Procedure, 1973, and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

Bhartiya Sakshya Adhiniyam Act, 2023

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on the procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023 and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

Karnataka Fire Force Act, 1964

The Karnataka Fire Force Act, 1964 (as amended) is the primary legislation governing fire safety and emergency services in Karnataka. It provides for the establishment and maintenance of a unified Karnataka Fire Force (now Karnataka Fire and Emergency Services) by the State Government, headed by a Director General, with powers to organise, equip, and operate the force for fire-fighting, rescue, and multi-hazard response operations. Key provisions empower the force to enter premises during emergencies, remove obstructions, use water sources, and enforce preventive measures such as mandatory fire safety precautions and No Objection Certificates (NOCs) for buildings (especially high-rises) as per the National Building Code; it also includes fire tax/cess mechanisms, penalties for violations, auxiliary volunteer forces, and duties of owners/occupiers to ensure compliance for public safety.

FDI POLICY

The Foreign Trade (Regulation and Development) Act, 1992 and the Rules Framed Thereunder ("FTA") The FTA is the main legislation concerning foreign trade in India. The FTA, read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the

Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the FTA, including formulation and implementation of the Export-Import ("EXIM") Policy. The FTA prohibits anybody from undertaking any import or export except under an Importer Exporter Code number ("IEC") granted by the Director General of Foreign Trade pursuant to Section 7 of the FTA. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. Failure to mention IEC number attracts a penalty of not less than ₹10,000

and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made, whichever is made. The IEC shall be valid until it is cancelled by the issuing authority.

Foreign Trade Policy

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP. Under the Foreign Trade (Development and Regulation) Act, 1992, the Central Government is empowered to periodically formulate the Export Import Policy (the ―EXIM Policy) and amend it thereafter whenever it deems fit. All exports and imports must be in compliance with the EXIM Policy. The iron and steel industry has extended various schemes for the promotion of exports of finished goods and imports of inputs. The major schemes available are the Duty Exemption and Remission Scheme and the Export Promotion of Capital Goods (―EPCG) Scheme. The Duty Exemption Scheme enables duty free imports of inputs required for the production of exports by obtaining an advance license. The Duty Remission Scheme enables post export replenishment/remission of duty on inputs used in the export product. This scheme consists of a Duty Free Import Authorisation Scheme (―DFIA), the Duty Drawback Scheme (―DBK) and the Duty Entitlement Pass Book (the ―DEPB). DFIA enables duty free replenishment of inputs used in manufacture of exports. Under the DEPB Scheme, exporters on the basis of notified entitled rates are granted duty credit, which would entitle them to import goods, except capital goods, without duty.

Foreign Exchange Management Act, 1999 ("FEMA") And Regulations Framed Thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIFP and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Regulations"), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

The Foreign Direct Investment

The Foreign Direct Investment (FDI) policy of India governs the rules and regulations for investments made by entities outside India into Indian companies. The primary objective of this policy is to attract foreign capital for economic development. The policy is formulated and administered by the Government of India, mainly through the Department for Promotion of Industry and Internal Trade (DPIIT) under the Ministry of Commerce and Industry, and the Reserve Bank of India (RBI), which handles the implementation and monitoring aspects under the Foreign Exchange Management Act (FEMA), 1999. The most crucial aspect is the sectoral cap and entry route prescribed for the telecommunications sector. According to the latest information, 100% Foreign Direct Investment (FDI) is allowed under the automatic route in the telecom sector.

Customs Act, 1962

The Customs Act, 1962 of India is a comprehensive legislation enacted to regulate the import and export of goods into and out of the country. This Act empowers the Central Board of Indirect Taxes and Customs (CBIC) to levy and collect customs duties on imported and exported goods, ensuring compliance with national trade policies. It outlines the procedures for the clearance of goods, warehousing, and the valuation of imported goods for duty purposes. The Act also provides measures to prevent the illegal import and export of goods, such as smuggling, and imposes penalties and fines for violations. Additionally, it includes provisions for the enforcement of trade embargoes and international agreements, facilitating lawful international trade and protecting domestic industries.

The Export Import Policy (EXIM Policy), 1992

The Export Import Policy (EXIM Policy) of India, officially known as the Foreign Trade Policy (FTP), is a comprehensive framework established by the Government of India to regulate and promote international trade in goods and services. The policy aims to enhance the country's export performance, improve trade competitiveness, and ensure the efficient import of

essential goods and technologies. It outlines various incentives, schemes, and procedural guidelines to facilitate exporters and importers, such as the Merchandise Exports from India Scheme (MEIS) and the Service Exports from India Scheme (SEIS). The EXIM Policy also incorporates measures to simplify customs procedures, reduce transaction costs, and promote strategic trade relationships. Regularly updated, the policy reflects India's commitment to integrate with the global economy, boost domestic manufacturing, and achieve balanced economic growth.

Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development and Regulation) Act, 1992 provides the legal framework for regulating and promoting India's foreign trade (imports and exports). It empowers the Central Government to formulate and amend the Foreign Trade Policy, control imports and exports through licensing, restrictions, or prohibitions, and regulate trade in goods and services in the national interest. The Act authorizes the Director General of Foreign Trade (DGFT) to grant, suspend, or cancel Import Export Codes (IEC) and licenses, and to monitor compliance. It also prescribes penalties for violations such as unauthorized trade or misuse of licenses, thereby ensuring orderly development and regulation of India's external trade.

OTHER LAWS:

In addition to the above, our Company is also required to comply with the provisions of the SEBI regulations and rules framed thereunder, and other applicable statutes enacted by the Government of India or relevant state governments and authorities for our day-to-day business and operations. Our Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, and Indian Easements Act, 1882.

OUR HISTORY AND CORPORATE STRUCTURE

BRIEF HISTORY AND BACKGROUND OF OUR COMPANY

Our Company was originally formed as a Partnership firm in the name of "***LGC ENGINEERING***" on October 15, 2012 and was registered with the Registrar of Firms, Karnataka on January 11, 2013 under the provisions of Indian Partnership Act, 1932 bearing Firm Registration Number as MYS-F310-2012-13. Subsequently, our firm got converted into a Public Limited Company as per the provisions of Part I, Chapter XXI of the Companies Act, 2013 as "***LGC ENGINEERING LIMITED***" vide a Certificate of Incorporation consequent upon conversion from Partnership Firm to Public Company dated April 15, 2024 bearing Corporate Identification Number U24319KA2024PLC187437 issued by Registrar of Companies, Central Registration Centre.

DATE OF INCORPORATION

Our Company received the Certificate of Incorporation pursuant to its conversion from a partnership firm to a public company on April 15, 2024, bearing Corporate Identification Number (CIN) U24319KA2024PLC187437, issued by the Registrar of Companies, Central Registration Centre.

DATE OF COMMENCEMENT OF BUSINESS

Since the Company was formed through the conversion of a partnership firm under the provisions of the Companies Act, 2013, its business operations originally commenced in 2012 (with formation of the firm); however, the company continued the normal operations in the partnership firm till June 06, 2024 and from the date onward, the operations have been carried out by the company.

DATE OF CONVERSION OF PARTNERSHIP/PRIVATE LIMITED TO PUBLIC LIMITED COMPANY

Our Company received the Certificate of Incorporation pursuant to its conversion from a partnership firm to a public company on April 15, 2024 under the provisions of Part I of Chapter XXI Companies Act, 2013, bearing Corporate Identification Number (CIN) U24319KA2024PLC187437, issued by the Registrar of Companies, Central Registration Centre.

DATES ON WHICH THE NAME HAS BEEN CHANGED

As on the date of this Draft Red Herring Prospectus, there has been no change in the name of the Company since its inception.

ADDRESS OF OUR BUSINESS PREMISES

Registered Office	No.1264, 1st main, 1st stage, Hebbal Layout, Mysore, Karnataka, India, 570016.
Manufacturing Unit and Corporate Office	Plot No-45a, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402.

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

There has not been any change in our Registered Office since Incorporation of the Company till the date of this Draft Red Herring Prospectus.

MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

Calendar Year	***Events & Milestones***
2012	*Our Company was originally formed as a Partnership firm in the name of "LGC Engineering" on October 15, 2012.*
2015	*Received quality management system certificate – ISO 9001 :2008.*

Calendar Year	***Events & Milestones***
2016	*Added in house heat treatment and testing facility.*
2020	• *Received PED (**Pressure Equipment Directive**) certificate.* • *Tapped into Oil and Gas Sector.*
2024	*Partnership firm was converted into a public limited company named "**LGC Engineering Limited**".*

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, ANY REVALUATION OF ASSETS, IF ANY, IN THE LAST TEN YEARS

Except as mentioned in chapter ***"History and Certain Corporate Matters"*** beginning on page no. 160, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

MAIN OBJECTS OF OUR COMPANY:

The Main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. *This Company is being incorporated upon conversion of M/S LGC ENGINEERING, Partnership Firm situated at No.1264, 1st main, 1st stage, Hebbal, Mysore, India into LGC ENGINEERING LIMITED.*

2. *To carry on the business of manufacture, exporter, importer and dealers in ferrous and non-ferrous castings of all kinds, grades and quality and in particular investment and precision castings, continuous castings, pressure die castings, chilled and malleable castings, special alloy casting, steel castings, gun metal, cast iron of various grades, ,copper, brass and aluminium castings in as cast and or fully finished condition such as but not limited to machining, plating, heat treatment, painting, surface treatment and foundry work of all kinds and refining of all kinds of metals and alloys and to obtain technical know-how for the above purposes and procure foreign collaboration or technical assistance for any of the above objects.*

3. *To carry on business of the manufactures, processors, refiners, smelters, makers, converters, finishers, importers, exporters, agents, merchants, buyers, sellers, and dealers in all kinds and forms of steel including tool and alloy steels, stainless and all other special steels, iron and other metals and alloys, all kinds of goods, products, articles or merchandise whatsoever manufactured wholly or partly from steels or other metals.*

4. *To conduct and carry on business of rolling, re-rolling, casting, welding, extruding, stretching, reducing, forging, pressing, drawing machining, grinding, processing, working or finishing in any manner of all kinds of metals and alloys.*

5. *To carry on the business of the manufacturers of and dealers in all kinds of alloys, ferrous and non-ferrous metallic and non-metallic, including ferro manganese, ferro chromium, ferro colunmium, ferro molybdenum, ferro phosphorous, ferro silicon, ferrotitanium, ferro tungsten, ferro vanadium, silico manganese, metal manganese dioxide, chemicals containing manganese, pig iron steel, coke steel scrap, lead copper, nickel, aluminium, zinc, titanium and other metals.*

6. *To carry on in India or elsewhere the business of manufacturers, processors, fabricators, drawers, rollers and re-rollers of ferrous deal us and non-ferrous metals, steels, alloy steels, special and stainless shaftings, bars, rods, flats, squares from scrap, sponge iron, pre reduced billets, billets, ingots, including manufacturing processing and to manufacture any other engineering products, hard-ware, rolling stock, automobiles spares and agricultural equipments of all kinds.*

7. *To manufacture, develop, improve, repair, buy, sell and deal in forgings of all types of ferrous and nonferrous metals.*

8. *To source and assemble any parts made of metal, plastic, manufactured items made of any material and any other process which are required for the supporting the activities of the company.*

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF OUR COMPANY

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association of our Company:

Date of Amendment / Shareholders' resolution	Nature of Amendment
December 14, 2024	*Alternation in the Clause V of MOA pursuant to increase in Authorized Share Capital from ₹ 5,00,00,000/- divided into 50,00,000 Equity Shares of ₹ 10/- each to ₹ 8,00,00,000/- divided into 80,00,000 Equity Shares of ₹ 10/- each.*

There is no material clause of articles of association which have been left out from disclosure having bearing on the IPO/disclosure.

HOLDING COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any Holding Company.

JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

ASSOCIATES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates.

DETAILS OF SHAREHOLDERS' AGREEMENT

As on date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel or Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

GUARANTEES GIVEN BY OUR PROMOTERS

Our Promoters have not given any guarantee to any third parties as on the date of this Draft Red Herring Prospectus except in favour of Lending Bank as collateral security for the Borrowings of the Company.

MATERIAL AGREEMENTS

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

For details on business agreements of our Company, see ***"Our Business"*** beginning on page 120 of this Draft Red Herring Prospectus.

AGREEMENTS REQUIRED TO BE DISCLOSED UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

As on the date of this Draft Red Herring Prospectus, there are no other agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CORPORATE PROFILE OF OUR COMPANY

Details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, distributors and customers, segment, capacity/facility creation, launch of key products, entry in new geographies, capacity built-up, location of manufacturing facilities, marketing and competition, please refer to the chapters titled ***"Our Business"***, ***"Our Management"*** and ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** on pages 120, 165 and 197 respectively, of this Draft Red Herring Prospectus.

SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant strategic or financial partners.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Draft Red Herring Prospectus, there has been no time and cost overruns in the Company.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see ***"Our Business"*** and ***"History and Certain Corporate Matters"*** on pages 120 and 160 of this Draft Red Herring Prospectus.

DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Draft Red Herring Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

CAPITAL RAISING (DEBT / EQUITY)

Except as set out in the Sections titled ***"Capital Structure"*** and ***"Financial Indebtedness"*** beginning on page no. 68 and 194 respectively of this Draft Red Herring Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

INJUNCTION OR RESTRAINING ORDER

Our company is not operating under any injunction or restraining order.

DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled ***"Restated Financial Statements"*** beginning on page no. 193 of this Draft Red Herring Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS

Except as mentioned in chapter ***"Our History and Corporate Structure"*** beginning on page no. 160 of Draft Red Herring Prospectus, there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this Draft Red Herring Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

SHAREHOLDERS OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has 7 (Seven) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled ***"Capital Structure"*** beginning on page no. 68 of this Draft Red Herring Prospectus.

OUR MANAGEMENT

In terms of the Companies Act, 2013 and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors.

As on the date of Draft Red Herring Prospectus, our Company has 5 (Five) Directors on our Board, 1 (One) Managing Director, 1 (One) Whole-Time Director, 1 (One) Non-Executive Director, and 2 (Two) Independent Directors. There are 2 (Two) Women Directors on our Board.

The details of the directors are as follows:

Sr. No.	Name of the Director	DIN	Current Designation	Date of Joining[#]
1.	Arjun Krishna Shastry	10590989	Managing Director	15-04-2024
2.	Deepika Gerty Laxmi	10590991	Whole-Time Director	15-04-2024
3.	Geetha Krishna	10590990	Chairman cum Non-Executive Director (Non-Independent)	15-04-2024
4.	Anmol Goyal	11798970	Independent Director	16-07-2026
5.	Muthu Swamy Sriram Kumar	11821721	Independent Director	16-07-2026

[#]*Original date of appointment as per MCA database*

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

Name, Director Identification Number, date of birth, qualifications, experience, address, occupation and date of expiration of the current term of office and period of directorship	Age	Other Directorship(s)
Name: Arjun Krishna Shastry **Designation:** Managing Director **Director Identification Number:** 10590989 **Date of Birth:** July 25, 1982 **Qualification:** • Bachelor of Engineering (Mechanical) from Visveswaraiah Technological University, Belgaum, Karnataka, 2005. • Master of Business Administration from University of Oxford (Keble College), 2011. **Experience:** He possesses more than 13 years of experience in the steel components and investment casting industry. **Address:** #1264 1st Main, 1st Stage Hebbal, Mysore Metagalli, Mysore, Karnataka 570016 **Occupation:** Business **Date of expiration of the current term of office:** October 30, 2027; Liable to retire by rotation. **Period of Directorship:** Since Incorporation; Re-designated as Managing Director w.e.f. October 30, 2024.	44 Years	***Companies:*** Nil ***Other Ventures:*** Acme Auto Gas (Sole Proprietorship)
Name: Deepika Gerty Laxmi **Designation:** Whole-Time Director	40 Years	***Companies:*** Nil

Name, Director Identification Number, date of birth, qualifications, experience, address, occupation and date of expiration of the current term of office and period of directorship	Age	Other Directorship(s)
Director Identification Number: 10590991 **Date of Birth:** April 25, 1986 **Qualification:** • Bachelor of Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka, 2008 **Experience:** She possesses more than 13 years of experience in human resource management and vendor coordination in LGC. **Address:** #1264 1st Main, 1st Stage Hebbal, Mysore Metagalli, Mysore, Karnataka- 570016 **Occupation:** Business **Date of expiration of the current term of office:** October 30, 2027. **Period of Directorship:** Since Incorporation; Re-designated as Whole-Time Director w.e.f. October 30, 2024.		***Other Ventures:*** Nil
Name: Geetha Krishna **Designation:** Chairman cum Non-Executive Director (Non-Independent) **Director Identification Number:** 10590990 **Date of Birth:** February 23, 1955 **Qualification*:** • **Bachelor of Science** from Maharani's College, University of Mysore, in 1973. • **Master of Arts** from Manasagangothri, University of Mysore, in 1977. **Experience:** More than 17 Years **Address:** #1264 1st Main, 1st Stage Hebbal, Mysore, Mysore, Karnataka-570016 **Occupation:** Business **Date of expiration of the current term of office:** Liable to retire by rotation **Period of Directorship:** Since Incorporation; Redesignated as the Chairman and Non-Executive Director (Non-Independent) with effect from January 28, 2025. Further, she is liable to retire by rotation.	71 Years	***Companies:*** Nil ***Other Ventures:*** Trade Links (Sole Proprietorship)
Name: Anmol Goyal **Designation:** Independent Director **Director Identification Number:** 11798970 **IDDB Registration No. with IICA:** IDDB-NR-202605-095258 **Date of Birth:** July 01, 2001 **Qualification:** • Bachelor of Commerce from Panjab University, 2021.	25 Years	***Companies:*** Nil ***Other Ventures:*** Nil

Name, Director Identification Number, date of birth, qualifications, experience, address, occupation and date of expiration of the current term of office and period of directorship	Age	Other Directorship(s)
• Associate Member of the Institute of Chartered Accountants of India (ICAI), 2023. • Chartered Financial Analyst (CFA) - Level I, 2025 and Level II, 2026 cleared. **Experience:** More than 2 (two) years of experience in the field of Finance, Accounting, Taxation, Corporate Law compliance and Capital Market. **Permanent Address:** 479, Ward no. 8, Near Geeta Bhawan, Anaj Mandi, Jakhal (210), Jakhal Mandi, Fatehabad, Haryana, 125133. **Current Address:** 1645/A, K4/A, 6th Cross Road, Hosakeri, KR Mohalla, Lakshmipuram, Mysuru, Karnataka- 570004. **Occupation:** Professional **Date of expiration of the current term of office:** July 15, 2029; Not liable to retire by rotation. **Period of Directorship:** For a period of 3 (three) years i.e., from July 16, 2026 till July 15, 2029.		
Name: Muthu Swamy Sriram Kumar **Designation:** Independent Director **Director Identification Number:** 11821721 **IDDB Registration No. with IICA:** IDDB-NR-202607-097629 **Date of Birth:** October 31, 1996 **Qualification:** • Bachelor of Commerce from Bangalore University, 2017. • Associate Member of Institute of Chartered Accountants of India (ICAI), 2022. **Experience:** More than 3 Years **Permanent Address:** Santhosh Nivas, Kitturchannama Layout, 4th Cross Jannapura, Bhadravathi, Bhadravati, Shimoga, Karnataka – 577301. **Current Address:** #9, Pappaih street doddaamavalli, Bangalore 56004. **Occupation:** Professional **Date of expiration of the current term of office:** July 15, 2029; Not liable to retire by rotation. **Period of Directorship:** For a period of 3 (three) years i.e., from July 16, 2026 till July 15, 2029.	29 Years	***Companies:*** Nil ***Other Ventures:*** Nil

Mrs. Geetha Krishna has stated that her degree certificate, pertaining to her graduation and post-graduation in 1973 and 1977, is currently unavailable. She has approached the concerned college and university for retrieval of the same and is in the process of obtaining the relevant records. As on date, an affidavit and copy of the letter & email addressed to the concerned institutions are available. For more details, please refer the section titled **"Risk Factors" beginning on page 19 of this Draft Red Herring Prospectus.*

BRIEF BIOGRAPHIES OF THE DIRECTORS:

Arjun Krishna Shastry, aged 44 years, is the Promoter and Managing Director of our Company. He commenced the business as a founding partner of a partnership firm established on October 15, 2012, which was subsequently registered with the Registrar of Firms, Karnataka on January 11, 2013. He was appointed as a Director of our Company on April 15, 2024 and was subsequently re-designated as the Managing Director with effect from October 30, 2024 for a term of 3 (three) years. He holds a Bachelor's degree in Mechanical Engineering from Visveswaraiah Technological University, Belgaum, Karnataka, awarded in 2005, and a Master of Business Administration (MBA) from the University of Oxford (Keble College), obtained in 2011. He commenced his entrepreneurial journey in the gas business and, upon completion of his MBA, joined a precision engineering company as a Manager – Strategic Planning before establishing the business. He has over 13 years of experience in the steel components manufacturing industry. He commenced the business with the manufacturing of steel components and subsequently expanded its operations into investment casting. Since then, he has been overseeing the investment casting operations for steel and ferro alloy components. In his present role, he oversees the overall operations of the manufacturing facility, production, business strategy and operational management of the Company.

Deepika Gerty Laxmi, aged 40 years, is the Promoter and Whole-Time Director of our Company. She was the co-founding partner of the partnership firm established on October 15, 2012, which was subsequently registered with the Registrar of Firms, Karnataka on January 11, 2013. Pursuant to the conversion of the partnership firm into a public limited company, she was appointed as a Director of our Company on April 15, 2024 and was subsequently re-designated as the Whole-Time Director with effect from October 30, 2024 for a term of 3 (three) years. She holds a Bachelor's degree in Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka, awarded in 2008. She was registered with the Karnataka State Dental Council in 2009 and is authorised to practice as a dentist. She has been associated with the business since its inception and has played an integral role in its growth from a partnership firm to a public limited company. At our Company, she is responsible for human resource management, vendor coordination and fostering a positive work environment. She also plays a key role in maintaining and strengthening relationships with the Company's employees, vendors and other stakeholders.

Geetha Krishna, aged 71 years, is the Promoter and was appointed as one of the first Directors (Non-Executive) of our Company. She was subsequently re-designated as the Chairman and Non-Executive Director (Non-Independent) with effect from January 28, 2025. She has been an entrepreneur since and is the proprietor of Trade Links, a business engaged in the sourcing and supply of kitchen equipment. With her extensive entrepreneurial experience, she provides valuable guidance and strategic insights to the Company. At our Company, she guides on matters related to human resource administration, employee coordination and maintaining external relationships. She also provides guidance to the management in the overall conduct of the Company's business.

Anmol Goyal, aged about 25 years, is an Independent Director of our Company. He has been appointed as an Independent Director of our Company with effect from July 16, 2026 for a term of 3 (three) years, i.e., from July 16, 2026 till July 15, 2029. He is registered with the Independent Director's Data Bank (IDDB) under Registration No. IDDB-NR-202605-095258 (valid from May 27, 2026 till May 26, 2027). He holds a Bachelor's degree in Commerce from Panjab University, Chandigarh, awarded in 2021, and is an Associate Member of the Institute of Chartered Accountants of India (ICAI), admitted in December 2023. He has also successfully cleared Level I of the Chartered Financial Analyst (CFA) Program in February 2025 and Level II in May 2026. He possesses over 2 (two) years of post-qualification experience in the fields of finance, accounting, taxation, corporate law compliance and capital markets. His professional experience includes financial reporting, statutory and regulatory compliances, taxation and corporate advisory services.

Muthu Swamy Sriram Kumar, aged about 29 years, is an Independent Director of our Company. He has been appointed as an Independent Director of our Company with effect from July 16, 2026 for a term of three (3) years, i.e., from July 16, 2026 till July 15, 2029. He is registered with the Independent Director's Data Bank (IDDB) under Registration No. IDDB-NR-202607-097629 (valid from July 15, 2026 to July 14, 2027). He holds a Bachelor's degree in Commerce from Bangalore University, awarded in 2017, and is an Associate Member of the Institute of Chartered Accountants of India (ICAI), admitted in July 2022. He possesses over 3 (Three) years of experience in the field of Indirect Taxation - Goods and Services Tax (GST). His professional experience includes GST Compliance, Due Diligence, Corporate Governance matters and other regulatory and legal Compliance assignments.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENURES FOR A PERIOD BEGINNING FROM 5 (FIVE) YEARS PRIOR TO THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

None of the Directors are/were directors of any company whose shares were suspended from being trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last 5 (five) years or to the extent applicable.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES THAT HAVE BEEN/WERE DELISTED FROM STOCK EXCHANGES IN INDIA

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

DIRECTOR'S ASSOCIATION WITH THE SECURITIES MARKET

None of the Directors of our Company are associated with the securities market.

NATURE OF ANY FAMILY RELATIONSHIP BETWEEN ANY OF THE DIRECTORS OR DIRECTORS AND KEY MANAGERIAL PERSONNEL / SENIOR MANAGEMENT

Except as mentioned below, none of the Directors, KMP and SMP of our Company are related to each other, within the meaning of section 2(77) of the Companies Act, 2013.

Sr. No.	Name of the Director / KMP / Senior Management	Relationship with other Directors
1.	Arjun Krishna Shastry	Spouse of Mrs. Deepika Gerty Laxmi and son of Mrs. Geetha Krishna.
2.	Deepika Gerty Laxmi	Spouse of Mr. Arjun Krishna Shastry and Daughter-in-law of Mrs. Geetha Krishna.
3.	Geetha Krishna	Mother of Mr. Arjun Krishna Shastry and Mother-in-law of Mrs. Deepika Gerty Laxmi.

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this Draft Red Herring Prospectus.

SERVICE CONTRACTS

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

BORROWING POWERS OF THE BOARD

The Articles, subject to the provisions of Section 180(1)(C) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Members vide the special resolution passed at their Extraordinary General Meeting dated January 28, 2025, allowed the Board to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 100 Crores.

OTHER CONFIRMATIONS:

- None of our Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on the date of this Draft Red Herring Prospectus.
- None of our Directors is a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares
  (a) have been or were suspended from trading on any of the stock exchanges during the 5 (five) years prior to the date of filing this Draft Red Herring Prospectus or
  (b) delisted from the stock exchanges.
- None of the directors of our Company are debarred from accessing the capital market by SEBI.
- None of the Directors has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc. except as mentioned in this Draft Red Herring Prospectus.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME Platform of BSE Limited.

COMPENSATION OF OUR MANAGING DIRECTOR AND WHOLE-TIME DIRECTOR

The compensation payable to Managing Director and Whole-Time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole-Time Director

Name of the Managing Director	**Arjun Krishna Shastry**
Appointment/Change in Designation	Appointed as First Director w.e.f. April 15, 2024. Re-designated as Managing Director of the Company for a period of 3 (three) years w.e.f. October 30, 2024 till October 30, 2027.
Current Designation	Managing Director (MD)
Terms of Appointment	Appointed for 3 years commencing from October 30, 2024 till October 30, 2027. Liable to retire by rotation.
Remuneration & Perquisites	Remuneration by way of salary, perquisites and allowances of Rs. 30,00,000/- (Rupees Thirty Lakhs Only) not exceeding Rs. 70,00,000/- (Rupees Seventy Lakhs Only) per annum during the said period of 3 years subject to variation/ revision as may be considered by the Board of Directors from time to time. **Perquisites:** • The company shall provide the rent-free furnished accommodation and will pay electricity and water charges; • The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company; • The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time; • Reimbursement of medical and hospitalization expenses of the Managing Director and his family in accordance with the Company policy; • Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy; • Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy; and • Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company. • The Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Name of the Managing Director	**Arjun Krishna Shastry**
	The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) shall have the authority to alter or vary the terms and conditions of appointment and/or remuneration from time to time, Provided such alterations are within the limits specified under Schedule V to the companies Act, 2013 or any statutory modifications or re-enactment thereof, or as may be approved by the members by way of a special resolution.
Compensation paid in the FY 2025-26	No compensation was paid to him during FY 2025-26.

Name of the Wholetime Director	**Deepika Gerty Laxmi**
Appointment/Change in Designation	Appointed as First Director w.e.f. April 15, 2024. Re-designated as Whole-Time Director of the Company for a period of 3 years w.e.f. October 30, 2024 till October 30, 2027.
Current Designation	Whole-Time Director (WTD)
Terms of Appointment	Appointed for 3 (three) years commencing from October 30, 2024 till October 30, 2027.
Remuneration & Perquisites	Remuneration by way of salary, perquisites and allowances of Rs. 12,00,000/- (Rupees Twelve Lakhs Only) not exceeding Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum during the said period of 3 years subject to variation/ revision as may be considered by the Board of Directors from time to time. **Perquisites:** • The company shall provide the rent-free furnished accommodation and will pay electricity and water charges; • The Whole-Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company; • The Whole-Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time; • Reimbursement of medical and hospitalization expenses of the Whole-Time Director and her family in accordance with the Company policy; • Leave Travel Allowance for the Whole -Time Director and her family once in a year in accordance with the Company policy; • Reimbursement of expenses incurred by her on account of business of the Company in accordance with the Company policy; and • Reimbursement of any other expenses properly incurred by her in accordance with the rules and policies of the Company. • The Whole-Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine. The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) shall have the authority to alter or vary the terms and conditions of appointment and/or remuneration from time to time, Provided such alterations are within the limits specified under Schedule V to the companies Act, 2013 or any statutory modifications or re-enactment thereof, or as may be approved by the members by way of a special resolution.
Compensation paid in the FY 2025-26	₹ 5.82 lakhs

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our directors.

PAYMENT OR BENEFIT TO NON-EXECUTIVE DIRECTORS OF OUR COMPANY

The payment of sitting fees to the Non-Executive Directors of the Company for attending the meeting of the Board of Directors and meetings of the Committees of the Board of Directors in the following manner:

Sl. No.	Name of Director	Fees for attending the meeting of	
		Board of Directors	Committees
1	Geetha Krishna (Non-Independent)	₹ 15,000/- per meeting	₹ 5,000/- per meeting
2	Anmol Goyal (Independent)	₹ 15,000/- per meeting	₹ 5,000/- per meeting
3	Muthu Swamy Sriram Kumar (Independent)	₹ 15,000/- per meeting	₹ 5,000/- per meeting

They may also be paid commissions in such a manner as the Board may decide from time to time, within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year or such other percentage as may be specified by the Act from time to time in this regard and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

The members of our Company vide a Special Resolution dated July 17, 2026, resolved to fix the limit of collective remuneration of ₹ 180.00 lakhs per annum payable to all the directors of our Company including Managing Director and Whole-time Directors.

THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS ARE AS FOLLOWS:

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of the pre-offer paid up share capital (%)	Percentage of the post-offer paid up share capital (%)
1.	Arjun Krishna Shastry	Managing Director	22,21,832	49.94%	29.15%
2.	Deepika Gerty Laxmi	Whole-Time Director	22,21,833	49.94%	34.60%
3.	Geetha Krishna	Chairman cum Non-Executive Director (Non-Independent)	100	0.00%	0.00%

INTEREST OF OUR DIRECTORS

Our Directors may be deemed to be interested to the extent of their remuneration paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within 2 (two) years of the date of this Draft Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled ***"Restated Financial Statements"*** and ***"Our Promoters and Promoter Group"*** beginning on pages 193 and 184 respectively of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the Draft Red Herring Prospectus. For further details, please refer to section titled ***"Our Management"*** on page no. 165 of this Draft Red Herring Prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue.

Our directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section ***"Our Management"*** or the section titled ***"Financial Information – Related Party Transactions"*** beginning on page no 165 and 193 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

CHANGES IN THE BOARD OF DIRECTORS OF OUR COMPANY IN THE LAST 3 (THREE) YEARS OR TO THE EXTENT APPLICABLE ARE AS FOLLOWS:

Name	Date of appointment/ cessation reappointment/ resignation/ regularisation	Designation (at the time of appointment/ cessation reappointment/resignation/ regularisation)	Reason
Arjun Krishna Shastry	15-04-2024	Executive Director	First Director
Deepika Gerty Laxmi	15-04-2024	Executive Director	First Director
Geetha Krishna	15-04-2024	Non-Executive Director	First Director
	28-01-2025	Chairman cum Non-Executive Director	Re-designation
Arjun Krishna Shastry	30-10-2024	Managing Director	Re-designation
Deepika Gerty Laxmi	30-10-2024	Whole-Time Director	Re-designation
Vasanth Kumar	30-10-2024	Independent Director	Appointment
	21-07-2025	Independent Director	Resignation
Ravi Shrichand Agrawal	30-10-2024	Independent Director	Appointment
	24-07-2025	Independent Director	Resignation
Anmol Goyal	16-07-2026	Additional Independent Director	Appointment
Muthu Swamy Sriram Kumar	16-07-2026	Additional Independent Director	Appointment
Anmol Goyal	16-07-2026	Independent Director	Regularisation
Muthu Swamy Sriram Kumar	16-07-2026	Independent Director	Regularisation

CORPORATE GOVERNANCE

In terms of Regulation 15(2)(b) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.

Provided that with effect from April 01, 2025, the provisions of regulation 23 shall be applicable in respect of a listed entity which has listed its specified securities on the SME Exchange and which has either paid up equity share capital exceeding Rupees ten crore or net worth exceeding Rupees twenty-five crore, as on the last day of the previous financial year:

Provided further that where the provisions of regulation 23 become applicable at a later date to a listed entity which has listed its specified securities on the SME Exchange, it shall ensure compliance with the same within six months from such
date:

Provided further that once the provisions of regulation 23 become applicable to a listed entity which has listed its specified securities on the SME Exchange, they shall continue to remain applicable till such time the equity share capital and the net-worth of such entity reduce and remains below the specified threshold for a period of three consecutive financial years

Furthermore, in terms of Regulation 15(3) of the SEBI Listing Regulations, notwithstanding Regulation 15(2) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 shall continue to apply, wherever applicable.

As per the abovementioned provisions of the Listing Regulations, we are not required to comply with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders' relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Board has been duly constituted in compliance with the Companies Act. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act, our Board of Directors consists of 5 (Five) Directors (including 2 (Two) Women Directors).

Sl. No.	Name of the Director	DIN	Current Designation
1.	Arjun Krishna Shastry	10590989	Managing Director
2.	Deepika Gerty Laxmi	10590991	Whole-Time Director
3.	Geetha Krishna	10590990	Chairman cum Non-Executive Director
4.	Anmol Goyal	11798970	Independent Director
5.	Muthu Swamy Sriram Kumar	11821721	Independent Director

COMMITTEES OF OUR BOARD

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Sl. No.	Committee
1.	Audit Committee
2.	Nomination and Remuneration Committee
3.	Stakeholders' Relationship Committee

❖ ***Audit Committee***

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statements.

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated July 20, 2026. The Audit Committee comprises of:

Director Name	Position in Committee	Designation
Muthu Swamy Sriram Kumar	Chairman	Independent Director
Anmol Goyal	Member	Independent Director
Arjun Krishna Shastry	Member	Managing Director

Any member of this Committee ceasing to be a director shall also cease to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and the rules made thereunder.

Powers of Audit Committee: The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- To have full access to information contained in the records of the company;
- To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.

- May call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- Such powers as the Board may deem fit in accordance with the Act, LODR and any other rules and regulations.

Role of Audit Committee:

The terms of reference of the Committee shall be such as enumerated in the Companies Act, SEBI LODR Regulations (as and when and to the extent applicable) and such other functions as may be delegated by the Board of Directors from time to time subject to the provisions of any law for the time being in force, inter-alia including the following:

(1) Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
(2) The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    (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 Act;
    (b) changes, if any, in accounting policies and practices and reasons for the same;
    (c) major accounting entries involving estimates based on the exercise of judgment by management;
    (d) significant adjustments made in the financial statements arising out of audit findings;
    (e) compliance with listing and other legal requirements relating to financial statements;
    (f) disclosure of any related party transactions;
    (g) modified opinion(s) in the draft audit report;
(5) Approval or any subsequent modification of transactions of the Company with related party.
    Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof; Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board.
    Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee.
(6) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
(7) Reviewing, with the management, and monitoring 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
(8) Scrutiny of Inter-corporate loans and investments;
(9) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
(10) Reviewing and discussing 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;
(11) To review the functioning of the Whistle Blower mechanism, in case the same is existing;
(12) Valuation of undertakings or assets of the company, where ever it is necessary;
(13) Appointment of Registered Valuer under Section 247 of the Companies Act, 2013;
(14) Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;

(15) 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 and discussion with internal auditors of any significant findings and follow up there on;
(16) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
(17) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(18) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(19) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(20) Formulating, reviewing and making recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
(21) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
(22) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
(23) Reviewing:
    i. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
    ii. Any material default in financial obligations by the Company;
    iii. Any significant or important matters affecting the business of the Company;
(24) Approval of appointment of CFO (i.e., the whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
(25) Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI LODR Regulations; (b) annual statement of funds utilized for purposes other than those stated in the Draft Red Herring Prospectus/notice in terms of Regulation 32(7) of SEBI LODR Regulations.

The audit committee shall meet at least four times in a financial year and not more than one hundred and twenty days shall elapse between two consecutive meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

❖ ***Nomination and Remuneration Committee***

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated July 20, 2026. The Nomination and Remuneration Committee comprises of:

Director Name	Position in Committee	Designation
Muthu Swamy Sriram Kumar	Chairman	Independent Director
Anmol Goyal	Member	Independent Director
Geetha Krishna	Member	Non-Executive Director (Non-Independent)

Any member of this Committee ceasing to be a director shall also cease to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

Role of the Nomination and Remuneration Committee

the terms of reference of the Committee shall be such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and such other functions as delegated by the Board of Directors from time to time, which shall inter-alia include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. The Nomination and Remuneration Committee shall, while formulating the above policy ensure that —
   (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
   (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
3. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
4. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
5. Devising a policy on diversity of board of directors;
6. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
7. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
8. 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.
9. Recommend to the board, all remuneration, in whatever form, payable to senior management.
10. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

The committee shall meet at least once in a financial year and the quorum for a meeting of the committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

❖ ***Stakeholders' Relationship Committee***

As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated July 20, 2026. The Stakeholders' Relationship Committee comprises of:

Director Name	Position in Committee	Designation
Geetha Krishna	Chairman	Non-Executive Director (Non-Independent)
Muthu Swamy Sriram Kumar	Member	Independent Director
Anmol Goyal	Member	Independent Director

Any member of this Committee ceasing to be a director shall also cease to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Role of the Stakeholders Relationship Committee

The terms of reference of the Committee shall be such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and such other functions as delegated by the Board of Directors from time to time, which shall inter-alia include the following:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 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.
- Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

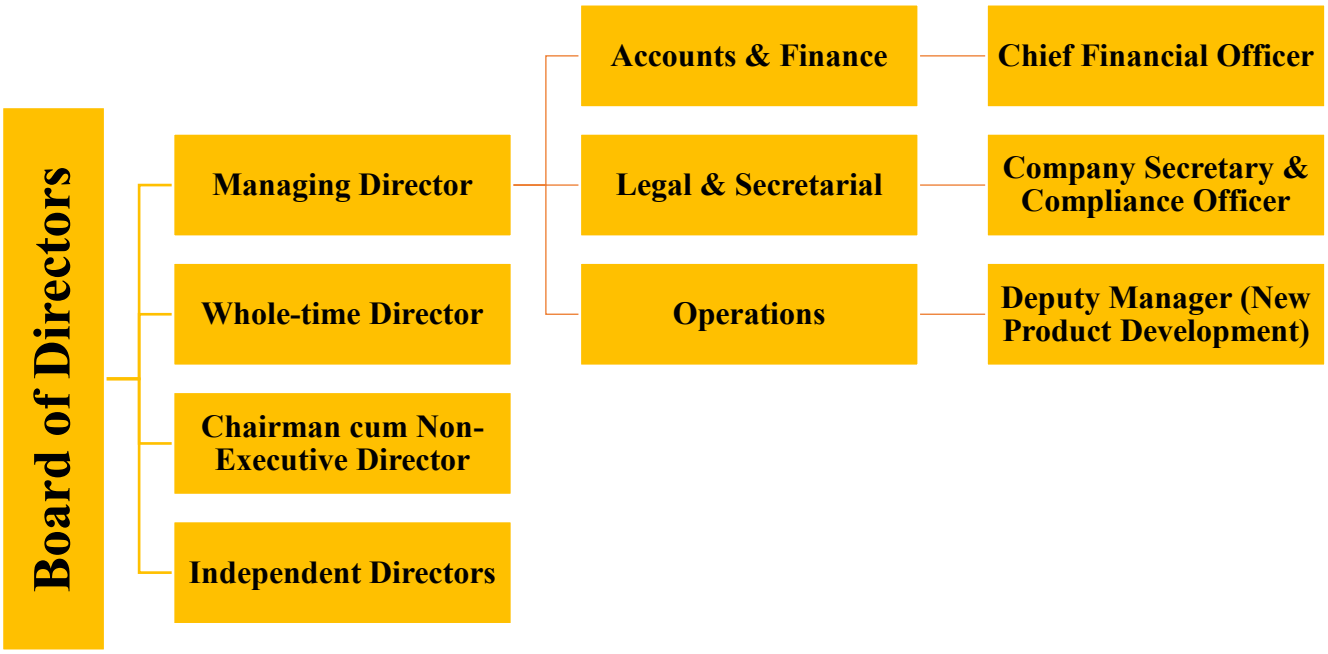
Frequency of meeting and quorum thereof shall be in accordance with the provisions of the Companies Act, SEBI LODR Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

❖ **Corporate Social Responsibility Committee:**

As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

The Corporate Social Responsibility committee is not applicable to our company till the date of this Draft Red Herring Prospectus. We will comply with the requirement as and when the CSR is applicable to us.

MANAGEMENT ORGANIZATIONAL STRUCTURE:



OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel & Senior Management Personnel of our Company is provided below:

Name, Designation, Educational Qualification & Term of office (with date of expiration of term) and details of service contracts including termination/retirement benefits, if any	Age	Year of joining	Compensation paid for F.Y. 2025-26 (₹ in Lakhs)	Overall experience (in years)	Previous employment
Arjun Krishna Shastry **Designation:** Managing Director **Qualification:** • Bachelor of Engineering (Mechanical) from Visveswaraiah Technological University, Belgaum, Karnataka, 2005. • Master of Business Administration from University of Oxford (Keble College), 2011. **Term of office:** 3 years w.e.f. October 30, 2024. **Details of service contracts including termination/retirement benefits:** N/A	44 Years	Since Incorporation Re-designated as MD w.e.f. October 30, 2024	Nil	13+ Years	LGC Engineering (Partnership Firm)- As Partner (October, 2012 – April, 2024)
Deepika Gerty Laxmi **Designation:** Whole-Time Director **Qualification:** • Bachelor of Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka, 2008 **Term of office:** 3 years w.e.f. October 30, 2024. **Details of service contracts including termination/retirement benefits:** N/A	40 years	Since Incorporation; Re-designated as WTD w.e.f. October 30, 2024	₹ 5.83 lakhs	13+ Years	LGC Engineering (Partnership Firm) – As Partner (October, 2012 – April, 2024)
Ballagere Shankara Murthy Prasanna Murthy **Designation:** Chief Financial Officer **Qualification:** • Bachelor of Commerce from Karnataka State Open University, 2011. • Master of Business Administration (MBA) in Finance from Vinayaka Missions University, 2013.	46 Years	October 30, 2024	₹ 8.96 lakhs	12+ Years	LGC Engineering (Partnership Firm)- As Financial Head (July, 2014 – April, 2024)

Name, Designation, Educational Qualification & Term of office (with date of expiration of term) and details of service contracts including termination/retirement benefits, if any	Age	Year of joining	Compensation paid for F.Y. 2025-26 (₹ in Lakhs)	Overall experience (in years)	Previous employment
Term of office: Till resignation or removal or cessation by natural causes. **Details of service contracts including termination/retirement benefits:** N/A.					
Kanthanahalli Parvati Ramachandra **Designation:** Company Secretary and Compliance Officer **Qualification:** • Bachelor of Commerce from University of Mysore, 1997. • Master of Human Resource Management from Annamalai University, 2007. • Bachelor of Laws from University of Mysore, 2011. • Associate Member of the Institute of Company Secretaries of India (ICSI), 2009. **Term of office:** Till resignation or removal or cessation by natural causes. **Details of service contracts including termination/retirement benefits:** N/A.	50 Years	April 01, 2026	As she joined the company on April 01, 2026, no remuneration was paid to her for the FY 2025-26. She was paid a monthly remuneration of ₹1.15 lakhs for the month of August 2026.	10+ Years	Cyient DLM Limited – As Company Secretary (October, 2015-July, 2023); As Manager (August 2023-June 2025)
Abhishek G N **Designation:** Deputy Manager (New Product Development). **Qualification:** • Bachelor's Degree in Engineering (Industrial & Product Engineering) from Visvesvaraya Technological University, Belgaum, Karnataka, 2016. **Term of office:** Till resignation or removal or cessation by natural causes. **Details of service contracts including termination/retirement benefits:** N/A. He shall be covered under retirement benefits as applicable to all the existing employees.	32 Years	January 11, 2017	₹ 7.26 Lakhs	7+ Years	LGC Engineering (Partnership Firm) – Assistant Manager (2018 – 2022)

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The details of the Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus are set out below. All the Key Managerial Personnel and Senior Management are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel and Senior Management.

Our Key Managerial Personnel

1. **Mr. Arjun Krishna Shastry,** aged about 44 years, is one of the Promoter and Managing Director of our Company. For details, please refer section titled ***"Our Management"*** beginning on page no. 165 of this Draft Red Herring Prospectus.

2. **Mrs. Deepika Gerty Laxmi,** aged about 40 years, is one of the Promoter and Whole-Time Director of our Company. For details, please refer section titled ***"Our Management"*** beginning on page no. 165 of this Draft Red Herring Prospectus.

3. **Mrs. Kanthanahalli Parvati Ramachandra,** aged 50 years, is the Company Secretary and Compliance Officer of our Company. She joined the Company in this capacity on April 1, 2026. She holds a Bachelor of Commerce degree from the University of Mysore (1997), a Master of Human Resource Management from Annamalai University (2007), and a Bachelor of Laws degree from the University of Mysore (2011). She became an Associate Member of the Institute of Company Secretaries of India (ICSI) in June 2009 (Membership No. A23584). She has over 15 (fifteen) years of experience in handling secretarial and compliance matters. Prior to joining our Company, she served as the Company Secretary of Cyient DLM Limited from October 7, 2015 to July 21, 2023. Thereafter, she was re-designated as Manager and continued in that role until June 30, 2025. In her current role, she is responsible for ensuring the Company's compliance with applicable legal and regulatory requirements, facilitating effective communication with stakeholders, and supporting corporate governance initiatives. Mrs. Parvati was paid a monthly remuneration of ₹1.15 lakhs for the month of August 2026.

4. **Mr. Ballagere Shankara Murthy Prasanna Murthy,** aged 46 years, is the Chief Financial Officer of our Company. He has been associated with the Company since July 2014, initially as Finance Head, and was appointed as the Chief Financial Officer with effect from October 30, 2024. He holds a Bachelor of Commerce degree from Karnataka State Open University (2011) and a Master of Business Administration (Finance) from Vinayaka Missions University, Tamil Nadu (2013). He has over 12 (twelve) years of experience in the fields of accounts and finance. In his current role, he is responsible for overseeing the Company's finance, accounting, taxation, budgeting, financial reporting and internal financial control systems. For the Financial Year 2025-26, Mr. Prasanna Murthy was paid remuneration of ₹8.96 lakhs per annum.

OUR SENIOR MANAGEMENT

1. **Abhishek G N,** aged about 32 years, is the Deputy Manager (New Product Development) of our Company. He has been associated with our Company since January 11, 2017 and currently serves as the Deputy Manager (New Product Development). He holds a Bachelor's Degree in Engineering (Industrial & Product Engineering) from Visvesvaraya Technological University, Belgaum, Karnataka (2016). He joined our Company as a Trainee Engineer – Business Development and has progressed to his present role through his continued association with the Company. In his current role, he is responsible for new product development, coordinating with vendors, supporting product development activities, and facilitating customer audits to ensure compliance with customer requirements. He was paid remuneration of ₹ 7.26 lakhs during the Financial Year 2025-26.

STATUS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

Except Managing Director and Whole-Time Director, all our Key Managerial Personnel or Senior Management are permanent employees of our Company.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled ***"Restated Financial Statements"*** beginning on page no 193 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel or Senior Management. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel or Senior Management of our Company.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

None of the above Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT DURING THE LAST 3 (THREE) YEARS:

The changes in the Key Managerial Personnel or Senior Management of our Company in the last 3 (three) years are as follows:

Name	Date	Designation	Reason
Arjun Krishna Shastry	15-04-2024	Director	Appointed as a First Director
	30-10-2024	Managing Director	Re-designation
Deepika Gerty Laxmi	15-04-2024	Director	Appointed as a First Director
	30-10-2024	Whole-Time Director	Re-designation
Ballagere Shankara Murthy Prasanna Murthy	30-10-2024	Chief Financial Officer	Appointment
Sushma Budhia	30-10-2024	Company Secretary	Appointment
	25-07-2025	Company Secretary	Resignation
Kanthanahalli Parvati Ramachandra	01-04-2026	Company Secretary & Compliance Officer	Appointment

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL IN OUR COMPANY

The details of the shareholding of the Key Managerial Personnel and Senior Management Personnel as on the date of this Draft Red Herring Prospectus are as follows: -

Sl. No.	Name	Category/ Status	No. of Equity Shares	Percentage of the pre-offer paid up share capital (%)	Percentage of the post-offer paid up share capital (%)
1.	Arjun Krishna Shastry	Managing Director	22,21,832	49.94%	29.15%
2.	Deepika Gerty Laxmi	Whole-Time Director	22,21,833	49.94%	34.60%

INTERESTS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT

Except as mentioned above in this Draft Red Herring Prospectus, the Key Management Personnel or Senior Management do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Except for the terms set forth in the appointment letters, the Key Managerial Personnel or Senior Management have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

Except as mentioned in the Restated Financial Statements none of the Directors or Key Managerial Personnel or Senior Management have availed loan from our Company which is outstanding as on the date of this Draft Red Herring Prospectus. Please refer to the section titled ***"Restated Financial Statements"*** beginning on page no 193.

EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE SCHEME

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme or stock appreciation right as on the date of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

1. Our Promoters:

The Promoters of our Company are **(i) Mr. Arjun Krishna Shastry, (ii) Mrs. Deepika Gerty Laxmi and (iii) Mrs. Geetha Krishna.**

As on the date of this Draft Red Herring Prospectus, our Promoters jointly hold 44,43,765 Equity Shares which in aggregate, constitutes almost 99.88% of the pre issued paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see ***"Capital Structure"***, on page 68 of this Draft Red Herring Prospectus.

(i) Details of Individual Promoters of our Company:

A. Mr. Arjun Krishna Shastry

	**Arjun Krishna Shastry**, aged 44 years, is the Promoter and Managing Director of the company. For further personal details, please also refer to section titled ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus.
Name of Promoter	Arjun Krishna Shastry
Father's Name	C R Krishna
Date of Birth	25-07-1982
Age	44 Years
Qualification	• Bachelor of Engineering (Mechanical) from Visveswaraiah Technological University, Belgaum, Karnataka, 2005. • Master of Business Administration from University of Oxford (Keble College), 2011.
Occupation	Business
Nationality	Indian
Address	#1264 1st Main, 1st Stage Hebbal, Mysore Metagalli, Mysore, Karnataka 570016
DIN	10590989
PAN	ADMPA7503P
Directorship in other companies	Nil
Other Ventures	Acme Auto Gas (Sole Proprietorship)

B. Mrs. Deepika Gerty Laxmi

	**Deepika Gerty Laxmi**, aged 40 years, is the Promoter and Whole-Time Director of the company. For further personal details, please also refer to section titled ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus.
Name of Promoter	Deepika Gerty Laxmi
Father's Name	Bhat Panaje Laxminarayana
Date of Birth	25-04-1986
Age	40 Years
Qualification	Bachelor of Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka, 2008
Occupation	Business
Nationality	Indian
Address	#1264 1st Main, 1st Stage Hebbal, Mysore Metagalli, Mysore, Karnataka- 570016.
DIN	10590991
PAN	ACNPL8261F
Directorship in other companies	Nil
Other Ventures	Nil

C. Mrs. Geetha Krishna

	**Geetha Krishna**, aged 71 years, is the Promoter and Chairman cum Non-Executive Director of the company. For further personal details, please also refer to section titled ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus.
Name of Promoter	Geetha Krishna
Father's Name	Late Mysore Ramaswamy Subbakrishna
Date of Birth	23-02-1955
Age	71 Years
Qualification*	• Bachelor of Science from Maharani's College, University of Mysore, in 1973. • Master of Arts from Manasagangothri, University of Mysore, in 1977.
Occupation	Business
Nationality	Indian
Address	#1264 1st Main, 1st Stage Hebbal, Mysore, Mysore, Karnataka- 570016
DIN	10590990
PAN	AHOPK1490K
Directorship in other companies	Nil
Other Ventures	Trade Links (Sole Proprietorship)

Mrs. Geetha Krishna has stated that her degree certificate, pertaining to her graduation and post-graduation in 1973 and 1977, is currently unavailable. She has approached the concerned college and university for retrieval of the same and is in the process of obtaining the relevant records. As on date, an affidavit and copy of the letter & email addressed to the concerned institutions are available. For more details please refer the section titled **"Risk Factors" beginning on page 19 of this Draft Red Herring Prospectus.*

Our Company confirms that it will submit the details of the Permanent Account Numbers, Bank Account Numbers, Passport numbers, Aadhaar card numbers and driving license numbers of our Promoters to BSE separately at the time of filing the Draft Red Herring Prospectus.

(ii) Details of Body Corporate Promoters of our Company:

As on the date of this Draft Red Herring Prospectus there is no body corporate promoter of our Company.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the 5 (five)* years immediately preceding the date of this Draft Red Herring Prospectus.

*Our Company was incorporated on April 15, 2024. Prior to incorporation, it operated as a Registered Partnership Firm.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus.

INTERESTS OF OUR PROMOTERS

Interest in the Promotions of our Company:
Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their respective equity shareholding in our Company and any dividend distribution that may be made by our Company with respect to their equity shares in the future. For details pertaining to our Promoter's shareholding, please refer to chapter titled ***"Capital Structure"*** beginning on page 68 of this Draft Red Herring Prospectus.

Interest in the property of our Company:
Except as given in the chapter titled ***"Our Business"*** beginning on page 120 of this Draft Red Herring Prospectus, our Promoters or Group Company do not have any interest in any property acquired by our Company in the preceding three (3) years of the date of this Draft Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Interest as Member of our Company:
As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group collectively hold 44,43,865 equity shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled ***"Our Management"*** in that Remuneration details of our Directors on page 165 of this Draft Red Herring Prospectus, our Promoter does not hold any other interest in our Company.

Interest in transactions for acquisition of land, construction of building and supply of machinery:
None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

Interest of Promoters in Sales and Purchases:
There are no sales/purchases between our Company and our Group Company other than as stated in the section titled ***"Financial Information - Related Party Transactions"*** beginning on page no. 193 of this Draft Red Herring Prospectus.

Other Interests in our Company:
For transactions in respect of loans and other monetary transactions entered in past please refer ***"Financial Information - Related Party Transactions"*** beginning on page no. 193 of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company's Bankers. For the details of Personal Guarantee given by Promoters towards Financial facilities availed by our Company, please refer to ***"Financial Indebtedness"*** and ***"Restated Financial Statements"*** on page 194 and 193 respectively of this Draft Red Herring Prospectus.

Except as disclosed in this Draft Red Herring Prospectus, our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

PAYMENT OR BENEFITS TO THE PROMOTERS IN THE LAST TWO (2) YEARS

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled ***"Financial Information - Related Party Transactions"*** beginning on page no 193 of this Draft Red Herring Prospectus.

MATERIAL GUARANTEES PROVIDED BY OUR PROMOTERS

Except as stated in the chapter titled ***"Financial Indebtedness"*** beginning on page 194 of this Draft Red Herring Prospectus, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Except as disclosed below, none of our Promoters have disassociated themselves from any entities during the last three years:

Sl. No.	Name of Promoter	Name of the company/ firm disassociated from	Date of Disassociation	Reasons for and circumstances leading to disassociation and terms of disassociation
1.	Arjun Krishna Shastry	M/s LGC Engineering (Partnership Firm)	April 15, 2024	Due to conversion of partnership firm into a public limited company as per the provisions of Part I of Chapter XXI of the Companies Act, 2013.
2.	Deepika Gerty Laxmi	M/s LGC Engineering (Partnership Firm)	April 15, 2024	Due to conversion of partnership firm into a public limited company as per the provisions of Part I of Chapter XXI of the Companies Act, 2013.
3.	Geetha Krishna	M/s LGC Engineering (Partnership Firm)	April 15, 2024	Due to conversion of partnership firm into a public limited company as per the provisions of Part I of Chapter XXI of the Companies Act, 2013.

OTHER VENTURES OF OUR PROMOTERS

Sl. No.	Name of the Promoter	Other Ventures
1.	Arjun Krishna Shastry	**Companies:** Nil **Other Ventures:** Acme Auto Gas (Proprietorship Firm)
2.	Geetha Krishna	**Companies:** Nil **Other Ventures:** Trade Links (Proprietorship Firm)

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled ***"Our Management"*** beginning on page 165 of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

Except as stated in ***"Related Party Transactions"*** beginning on page no. 193 forming part of ***"Restated Financial Statements"*** of this Draft Red Herring Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

LITIGATION DETAILS PERTAINING TO OUR PROMOTERS

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled ***"Outstanding Litigations and Material Developments"*** beginning on page 209 of this Draft Red Herring Prospectus.

COMMON PURSUITS OF PROMOTERS AND PROMOTER GROUP COMPANIES

Except as mentioned in this Draft Red Herring Prospectus, none of our Group entities are involved in similar line of business as that of our Company. For further information on common pursuits and risks associated, please refer risk factor on *'conflicts of interest'* in chapter titled ***"Risk Factors"*** beginning on page 19 of this Draft Red Herring Prospectus.

Confirmations:

Our Company hereby confirms that:

- None of our Promoters or Directors have been declared as a wilful defaulter or fraudulent borrower or is a fugitive economic offender.
- Neither our Company nor our Promoters, Promoter Group, Selling Shareholder and Directors our Company are debarred from accessing the Capital Market by SEBI.
- None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

Promoter Group:

Apart from our Promoters, the following individuals and entities constitute our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations.

A. Promoters

As per Regulation 2(1)(pp)(i) of the SEBI ICDR Regulations, the following are the Promoters:

- Arjun Krishna Shastry
- Deepika Gerty Laxmi
- Geetha Krishna

B. Immediate Relatives of Promoter (Individuals forming part of our Promoter Group)

Name of Promoter	Name of member of Promoter group	Relationship with Promoter
Arjun Krishna Shastry	C R Krishna	Father
	Geetha Krishna	Mother
	Not Applicable	Brother
	Arundhati Vikram Kamat	Sister
	Deepika Gerty Laxmi	Spouse
	Vedanth Shastry	Son
	Not Applicable	Daughter
	Bhat Panaje Laxminarayana	Spouse's Father
	Gertrude Veigas	Spouse's Mother
	N/A	Spouse's Brother
	Maanasa G L	Spouse's Sister
Deepika Gerty Laxmi	Bhat Panaje Laxminarayana	Father
	Gertrude Veigas	Mother
	N/A	Brother
	Maanasa G L	Sister
	Arjun Krishna Shastry	Spouse
	Vedanth Shastry	Son
	N/A	Daughter
	C R Krishna	Spouse's Father
	Geetha Krishna	Spouse's Mother
	N/A	Spouse's Brother
	Arundhati Vikram Kamat	Spouse's Sister
Geetha Krishna	Late Mysore Ramaswamy SubbaKrishna	Father
	Late Lalithamma	Mother
	Late Nagaraj Rao	Brother
	Late M Sramesh	
	Late M S Chandrashekhar	
	Late Ms Ganesh Rao	
	Dakshayini Rao	Sister
	C R Krishna	Spouse
	Arjun Krishna Shastry	Son
	Arundhati Vikram Kamat	Daughter
	Late Chamarajanagar Narasimha Shastry Ramaswamy	Spouse's Father
	Late Shanta Ramaswamy	Spouse's Mother
	Late C R Mukund	Spouse's Brother
	Simha Ramaswamy Sastry	
	Suneela Melkote	Spouse's Sister
	Late Sandhya Rao	

Entities forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iii) of the SEBI ICDR Regulations, in case Promoter is a Body Corporate:

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	Nil
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Nil

As per Regulation 2(1) (pp)(iv) of the SEBI ICDR Regulations, in case Promoter is an Individual:

<table>
<tr><th>Nature of Relationship</th><th>Name of entities</th></tr>
<tr><td>Any Body corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member.</td><td>Nil</td></tr>
<tr><td>Any Body corporate in which a body corporate as provided above holds twenty per cent. or more, of the equity share capital.</td><td>Nil</td></tr>
<tr><td>Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital.</td><td>Entitles Controlled by Promoter
<table>
<tr><th>Sl. No.</th><th>Name of the Entity</th><th>Form</th><th>Name of the Promoter</th></tr>
<tr><td>1.</td><td>Acme Autogas</td><td>Sole Proprietorship</td><td>Arjun Krishna Shastry</td></tr>
<tr><td>2.</td><td>Trade Links</td><td>Sole Proprietorship</td><td>Geetha Krishna</td></tr>
</table>
Entitles Controlled by Promoter Group
<table>
<tr><th>Sl. No.</th><th>Name of the Entity</th><th>Form</th><th>Name of the Promoter</th></tr>
<tr><td>1.</td><td>Little Gas Company</td><td>Sole Proprietorship</td><td>C R Krishna</td></tr>
<tr><td>2.</td><td>Chamrajanagar Ramaswamy K</td><td>HUF</td><td>C R Krishna</td></tr>
</table></td></tr>
</table>

As per Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations, all persons whose shareholding under the heading "shareholding of the promoter group":

- C R Krishna

DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company was incorporated on April 15, 2024. Prior to incorporation, it operated as a Registered Partnership Firm. Since incorporation and till the financial year ended on March 31, 2026, the Company has not declared or paid any dividend.

SECTION V: FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENT

Sr. No.	Details	Page Number
1	Restated Financial Statements	RFS 1 – RFS 29

Independent Auditor's Examination report on Restated Financial Information of LGC ENGINEERING LIMITED

To,
The Board of Directors,
LGC Engineering Limited
(Formerly known as LGC Engineering Limited)
(hereinafter referred to as the "LGC Engineering Limited" or "the Issuer Company")
No.1264, 1st main, 1st stage, Hebbal Layout,
Mysore, Karnataka 570016, India.

Dear Sirs,

1. We, M/s **Subek Agarwal & Associates**, Chartered Accountants ("we" or "us") have examined the attached Restated Financial Information of **"LGC Engineering Limited"** (hereinafter referred to as the "**Company**" or the "**Issuer**") comprising the **Restated Statement of Assets and Liabilities** as at March 31, 2026, March 31, 2025 (full Financial Year), March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024, the **Restated Statements of Profit and Loss** and the **Restated Cash Flow Statement** for the years/period ended March 31, 2026, March 31, 2025 (full Financial Year), March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024, the **Summary Statement of Significant Accounting Policies**, and other explanatory information (collectively, the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on **30-09-2026** for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus prepared by the Company in connection with its proposed **Initial Public Offer** of equity shares ("SME IPO") in **SME platform of BSE Limited ("BSE SME").**

2. These restated Summary Statement have been prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India, Registrar of Companies, Bangalore and the relevant stock exchange in connection with the proposed SME **IPO.** The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in **Annexure IV** to the Restated Financial Information. The Board of Directors of the company responsibilities 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.

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 19.05.2026 in connection with the proposed IPO of equity shares of **LGC Engineering Limited** on **SME platform of BSE Limited ("BSE SME");**

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. This Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the financial years ended on years/period ended March 31, 2026, March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024, prepared in accordance with the Accounting Standards (Indian GAAP) as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 23, 2026 and November 11, 2025 respectively and by the Partners at their meeting held on September 28, 2024.

6. For the purpose of our examination, we have relied on:
   a) Auditors' reports issued by us dated 23-09-2026, 13-11-2025 and 13-11-2025 on the financial statements of the Company for the financial years/period ended on March 31, 2026, March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025) and June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) respectively.

   b) Auditors' report issued by the Previous Auditor M/s Dokania S. Kumar & Co, dated September 28, 2024, for the financial year ended 31st March 2024 as referred in Paragraph 5 above.

7. Based on our examination and according to the information and explanations given to us, we report that:
   a) The **"Restated Summary Statement of Assets and Liabilities"** as set out in **Annexure I** to this report, of the Company for the years ended March 31, 2026, March 31, 2025 (full Financial Year), March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more these fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

   b) The **"Restated Summary Statement of Profit and Loss"** as set out in **Annexure II** to this report, of the Company for the years/period ended March 31, 2026, March 31, 2025 (full Financial Year), March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

   c) The **"Restated Summary Statement of Cash Flow"** as set out in **Annexure III** to this report, of the Company for the years ended/period March 31, 2026, March 31, 2025 (full Financial Year), March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

d) The Restated Summary Statement has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;

g) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;

h) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the years ended March 31, 2026, March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024 which would require adjustments in this Restated Financial Statements of the Company;

i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;

j) Adjustments in Restated Summary Statements if any have been made in accordance with the correct accounting policies in the Restated Summary Statements;

k) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements

l) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

m) The company has not proposed any dividend in past effective for the said period.

8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the years/period ended March 31, 2026, March 31, 2025 (full Financial Year), March 31, 2025 (Post Conversion - Company period i.e. June 07, 2024 to March 31, 2025), June 06, 2024 (Pre Conversion- Partnership Firm period i.e. April 01, 2024 to June 06, 2024) and March 31, 2024 proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus: -

Annexure No.	Particulars
I	**Restated Statement of Assets & Liabilities**
1	Restated Statement of Share Capital / Partners Capital
2	Restated Statement of Reserves & Surplus
3	Restated Statement of Long-Term Borrowings
4	Restated Statement of Deferred Tax Liability (Net)
5	Restated Statement of Long-Term Provisions
6	Restated Statement of Other Long-Term Liabilities
7	Restated Statement of Short-Term Borrowings
8	Restated Statement of Trade Payables
9	Restated Statement of Other Current Liabilities
10	Restated Statement of Short-Term Provisions

Annexure No.	Particulars
11	Restated Statement of Property, Plant & Equipment & Intangible Assets
12	Restated Statement of Long-Term Loans & Advances
4	Restated Statement of Deferred Tax Asset (Net)
13	Restated Statement of Other Non-Current Assets
14	Restated Statement of Inventories
15	Restated Statement of Trade Receivable
16	Restated Statement of Cash & Cash Equivalent
17	Restated Statement of Short-Term Loans and Advances
18	Restated Statement of Other Current Assets
II	**Restated Statement of Profit & Loss**
19	Restated Statement of Revenue from operations
20	Restated Statement of Other Income
21	Restated Statement of Cost of Raw Materials Consumed
22	Restated Statement of Changes in Inventories of Finished Goods and Work-in-Progress
23	Restated Statement of Employees Benefit Expenses
24	Restated Statement of Finance Costs
25	Restated Statement of Depreciation & Amortization
26	Restated Statement of Other Expenses
27	Restated Statement of Basic and Diluted Earnings Per Share
Other Annexures:	
III	Cash Flow Statement
IV	Restated Notes Forming Part of the Financial Statements
V	Statement of Accounting & Other Ratios, As Restated
VI	Statement of Capitalization, As Restated
VII	Statement of Tax Shelter, As Restated
VIII	Statement of Material Regrouping
IX	Statement of Related Parties & Transactions, As Restated
X	Restated Statement of Dividends
XI	Restated Statement of Changes in the Significant Accounting Policies
XII	Restated Statement of Contingent Liabilities and Commitments (to the extent not provided for)

9. We, **Subek Agarwal & Associates**, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate (bearing number – 018448) issued by the **"Peer Review Board"** of the ICAI which is valid till 31.08.2027

10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports mentioned in paragraph 5 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Bangalore 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 Subek Agarwal & Associates,
Chartered Accountants
Firm's Registration No: 328737E

Sd/-

(Subek Agarwal)
Partner
Membership No. (F) 304128
UDIN: 26304382MNUYWO2450

Place: Mysore
Date: 30-09-2026

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)
No. 1264, 1st Main, 1st Stage, Hebbal Layout, Mysore-570016, Karnataka
CIN -U24319KA2024PLC187437
ANNEXURE - I
SUMMARY STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(INR in Lacs)

Particulars	Note No	As at 31.03.2026	As at 31.03.2025	From 07.06.2024 to 31.03.2025	As at 06.06.24	As at 31.03.2024
I. EQUITY AND LIABILITIES						
(1) Shareholder's Funds						
(a) Share Capital / Partners Capital	1	444.90	444.90	444.90	444.90	460.88
(b) Resrves and Surplus	2	191.85	14.21	14.21	-	-
		636.75	459.11	459.11	444.90	460.88
(2) Non-Current Liabilities						
(a) Long Term Borrowings	3	303.56	196.87	196.87	269.45	275.76
(b) Deferred Tax Liability (Net)	4	46.57	-	-	8.05	7.92
(c) Long-Term Provisions	5	22.60	20.19	20.19	-	-
(d) Other Long Term Liabilities	6	-	-	-	-	-
(3) Current Liabilities						
(a) Short Term Borrowings	7	831.10	880.00	880.00	806.43	751.34
(b) Trade Payables						
(i) total outstanding dues of micro and small enterprises	8	129.47	192.14	192.14	56.59	71.96
(ii) total outstanding dues other than micro and small enterprises		260.35	74.30	74.30	120.70	137.01
(c) Other Current Liabilities	9	156.72	278.19	278.19	57.01	64.19
(d) Short-Term Provisions	10	153.24	106.87	106.87	87.88	81.39
Total		**2,540.36**	**2,207.67**	**2,207.67**	**1,851.02**	**1,850.45**
II.ASSETS						
(1) Non-Current Assets						
(a) Property, Plant and Equipment & Intangible Assets						
(i) Tangible Assets	11(i)	626.48	652.13	652.13	328.99	326.43
(ii) Intangible Assets	11(i)	0.59	-	-	-	-
(iii) Capital Work-in-Progress	11(ii)	128.67	-	-	331.70	318.80
(b) Long Term Loans & Advances	12	40.05	39.93	39.93	43.34	44.97
(c) Deferred Tax Assets	4	-	0.14	0.14	-	-
(d) Other Non Current Assets	13	30.39	31.96	31.96	27.63	26.83
(2) Current Assets						
(a) Inventories	14	1,289.59	1,022.03	1,022.03	702.11	635.09
(b) Trade Receivables	15	284.99	227.58	227.58	318.73	379.48
(c) Cash and Cash Equivalents	16	20.90	15.30	15.30	16.67	22.08
(d) Short-Term Loans and Advances	17	88.87	200.00	200.00	55.10	66.19
(e) Other Current Assets	18	29.81	18.60	18.60	26.75	30.58
Total		**2,540.36**	**2,207.67**	**2,207.67**	**1,851.02**	**1,850.45**

Note: The above statement should be read with the notes to the Restated Summary Statements as appearing in Annexure- IV and Statement of Restatement Adjustments to Audited Financial Statements appearing in Annexure V.

Summary of Restated Significant Accounting Policies

Notes on the Restated Financial Statements 1-31

The notes referred to above form an integral part of the Restated Balance Sheet.

In terms of our report of even date annexed hereto

For and on behalf of the Board of Directors of
LGC Engineering Limited
(Formerly Known as LGC Engineering)

For Subek Agarwal & Associates
Chartered Accountants
Firm Registration No. 328737E

Sd/-
(CA Subek Agarwal)
Partner
Membership No. 304382
UDIN: 26304382MNUYWO2450
Place: Mysore
Dated: 30-09-2026

Sd/-
Arjun Krishna Shastry
DIN:10590989
Managing Director

Sd/-
Ballagere Shankara Murthy Prasana Murthy
Chief Financial Officer

Sd/-
Deepika Gerty Laxmi
DIN:10590991
Whole-time Director

Sd/-
Kanthanahalli Parvati Ramachandra
Company Secretary
M. No: A23584

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

No. 1264, 1st Main, 1st Stage, Hebbal Layout, Mysore-570016, Karnataka

CIN -U24319KA2024PLC187437

ANNEXURE - II

SUMMARY STATEMENT OF PROFIT & LOSS, AS RESTATED

(INR in Lacs)

Particulars	Note No.	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025	For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the Year Ended March 31, 2024
I. Income						
Revenue from Operations	19	2,921.84	1,444.30	1,198.73	245.57	2,667.89
Other Income	20	48.16	9.11	8.05	1.06	81.44
II. Total Income		2,970.00	1,453.41	1,206.78	246.63	2,749.33
III. Expenses						
Cost of Raw Materials Consumed	21	2,063.37	644.63	553.92	90.71	1,682.57
Changes in Inventories of Finished Goods and Work-in-Progress	22	(402.95)	(224.72)	(189.96)	(34.76)	(140.33)
Employee Benefit Expenses	23	342.52	438.33	362.34	76.00	377.63
Finance Costs	24	109.49	97.70	87.06	10.63	59.79
Depreciation and Amortization Expenses	25	37.59	35.27	31.30	3.98	16.79
Other Expenses	26	549.92	415.53	339.29	76.23	498.70
IV. Total Expenses		2,699.94	1,406.73	1,183.95	222.79	2,495.15
V. Profit Before Exceptional, Extraordinary Items & Tax (II-IV)		270.06	46.68	22.83	23.84	254.18
VI. Exceptional and Extraordinary Items		-	-	-	-	-
VII. Profit Before Tax (V-VI)		270.06	46.68	22.83	23.84	254.18
VIII. Tax Expenses:						
(1) Current Tax		45.72	23.31	16.82	6.50	81.09
(2) Earlier Years Taxes		-	-	-	-	-
(3) Deferred Tax		46.71	(8.06)	(8.20)	0.14	7.92
IX. Profit for the Period After Tax (VII-VIII)		177.63	31.42	14.21	17.20	165.17
X. Earning Per Equity Share of Rs. 10/- Each						
EPS (Basic & Diluted) - (As per end of restated period)	27	3.99	0.71	0.32	0.39	3.58

Note: The above statement should be read with the notes to the Restated Summary Statements as appearing in Annexure- IV and Statement of Restatement Adjustments to Audited Financial Statements appearing in Annexure V.

Summary of Restated Significant Accounting Policies

Notes on the Restated Financial Statements 1-31

The notes referred to above form an integral part of the Restated Balance Sheet.

In terms of our report of even date annexed

For Subek Agarwal & Associates

Chartered Accountants

Firm Registration No. 328737E

Sd/-

(CA Subek Agarwal)

Partner

Membership No. 304382

UDIN: 26304382MNUYWO2450

Place: Mysore

Dated: 30-09-2026

For and on behalf of the Board of Directors of

LGC Engineering Limited

(Formerly Known as LGC Engineering)

Sd/-	Sd/-
Arjun Krishna Shastry	**Deepika Gerty Laxmi**
DIN:10590989	DIN:10590991
Managing Director	Whole-time Director
Sd/-	Sd/-
Ballagere Shankara Murthy Prasana Murthy	**Kanthanahalli Ramachandra Parvati**
Chief Financial Officer	Company Secretary
	M. No: A23584

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

No. 1264, 1st Main, 1st Stage, Hebbal Layout,Mysore-570016, Karnataka

CIN -U24319KA2024PLC187437

ANNEXURE - III

SUMMARY STATEMENT OF CASH FLOW, AS RESTATED

(INR in Lacs)

PARTICULARS	For the Year ended on		For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the Year ended on 31-03-2024
	31-03-2026	31-03-2025			
A. CASH FLOW FROM OPERATING ACTIVITIES					
Profit Before Tax as Per Profit & Loss A/c	270.06	46.68	22.83	23.84	254.18
Add: Adjusted for Non Operationg Expenses/Items					
Depreciation & Amortisation	37.59	35.27	31.30	3.98	16.79
Interest Expenses & Finance Costs	109.49	97.70	87.06	10.63	59.79
Adjustment for Gratuity	2.65	22.06	22.06	-	-
Less: Adjusted for Non Operationg Income/Items					
Interest Received	-	-	-	-	-
Operating profit before charging Working Capital	**419.80**	**201.71**	**163.25**	**38.46**	**330.76**
Adjusted for :					
Decrease/(Increase) in Inventories	(267.56)	(386.95)	(319.92)	(67.03)	(207.21)
Decrease/(Increase) in Trade Receivables	(57.41)	151.90	91.15	60.75	(137.61)
Decrease/(Increase) in Short Term Loans & Advances	111.13	(133.80)	(144.89)	11.09	(60.48)
Decrease/(Increase) in Long Term Loans & Advances	(0.13)	5.04	3.41	1.63	319.10
Decrease/(Increase) in Other Current Assets	(11.21)	11.98	8.15	3.83	(26.70)
Decease/(Increase) in Non Current Assets	1.57	(5.12)	(4.32)	(0.80)	(7.14)
Increase/(Decrease) in Trade Payables	123.37	57.47	89.16	(31.68)	2.48
Increase/(Decrease) in Other Current Liabilities	(121.46)	214.00	221.17	(7.17)	(94.44)
Increase/(Decrease) in Other Long Term Liabilities	-	-	-	-	-
Increase/(Decrease) in Long term Provisions	-	-	-	-	
Increase/(Decrease) in Short term Provisions	46.12	23.62	17.12	6.49	80.78
Income Tax Provision	(45.72)	(23.31)	(16.82)	(6.50)	(81.09)
Net Cash Flow From Operating Activities (A)	**198.49**	**116.53**	**107.46**	**9.07**	**118.45**
B. CASH FLOW FROM INVESTING ACTIVITES					
Sale/(Purchase) of Fixed Assets	(12.53)	(360.99)	(354.45)	(6.54)	(141.40)
Capital Work-in-Progress	(128.67)	318.80	331.70	(12.90)	(263.70)
Net Cash Generated/(Used) From Investing Activities (B)	**(141.20)**	**(42.20)**	**(22.75)**	**(19.45)**	**(405.10)**
C. CASH FLOW FROM FINANCING ACTIVITES					
Increase/(Decrease) in Partner's Capital	-	(33.18)	-	(33.18)	12.29
Interest Expenses & Finance Costs	(109.49)	(97.70)	(87.06)	(10.63)	(59.79)
Increase/(Decrease) in Short Term Borrowings	(48.89)	128.65	73.56	55.09	112.33
Increase/(Decrease) in Long Term Borrowings	106.69	(78.89)	(72.58)	(6.31)	216.25
Net Cash Generated/(Used) From Financing Activities (C)	**(51.69)**	**(81.12)**	**(86.08)**	**4.97**	**281.08**
Net Increase / (Decrease) in Cash and Cash Equivalents	5.60	(6.78)	(1.37)	(5.41)	(5.58)
Cash and Cash equivalents at the beginning of the Year	15.30	22.08	16.67	22.08	27.66
Cash and Cash equivalents at the end of the Year	20.90	15.30	15.30	16.67	22.08
Cash and Cash equivalents at the end of the Year as per Balance Sheet	20.90	15.30	15.30	16.67	22.08

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.
2. The above statement should be read with the notes to the Restated Summary Statements as appearing in Annexure- IV and Statement of Restatement Adjustments to Audited Financial Statements appearing in Annexure V.

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)
No. 1264, 1st Main, 1st Stage, Hebbal Layout,Mysore-570016, Karnataka
CIN -U24319KA2024PLC187437

ANNEXURE -IV

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

LGC ENGINEERING LIMITED, is a Public limited company incorporated on 15/04/2024 and domiciled in India under the provisions of the Companies Act, 2013. The Company's registered office is at No.1264, 1st Main, 1st Stage, Hebbal Layout, Mysore, Karnataka, India, 570016. The company is primarily engaged in the business of manufacture, import, export, and deal in ferrous and non-ferrous metals, alloys, castings, and engineering products, and to carry on related machining, treatment, foundry, and assembly activities.

The Company was incorporated upon conversion of the partnership firm namely M/s. LGC Enginnering (incorporated on October 15, 2012 and was registered with the Registrar of Firms, Karnataka under the provisions of Indian Partnership Act, 1932 bearing Firm registration number as MYS-F310-2012-13), under part 1 of Chapter XXI of the Companies Act, 2013, vide certificate of incorporation dated 15th April 2024, bearing Corporate Identification Number U24319KA2024PLC187437, issued by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounting Standards) Rules, 2021.

b) Basis of Preparation

The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Historical cost is the amount of cash or cash equivalents paid or the fair value of the consideration given to acquire assets at the time of their acquisition or the amount of proceeds received in exchange for the obligation, or at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

The financial statements are presented in Indian Rupees (₹),which is the functional and reporting currency of the Company.

c) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

d) Property, Plant and Equipments

Accounting Policy

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.
Cost includes purchase price, non-recoverable taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Interest cost incurred for constructed assets is capitalised up to the date the asset is ready for its intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset.

Depreciation is provided on the straight line method (SLM) over the estimated useful lives of the assets considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Taking into account these factors, the Company has decided to retain the useful life hitherto adopted for various categories of property, plant and equipments, which are same as those prescribed in Schedule II of the Act.

Estimated useful lives of assets are as follows:

Type of Assets	**Estimated useful life {Years}**
Factory Building	30 Years
Furniture and fixtures	10 Years
Plant and machinery	15 Years
Office equipments	5 Years
Vehicles	8 Years
Computer softwares	3 Years

The useful lives is reviewed at each year end. Changes in expected useful lives are treated as change in accounting estimates.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

An item of property, plant and equipment is derecognized on disposal. Any gain or loss arising from derecognition of an item of property, plant and equipment is included in profit or loss.

Capital wrok-in-progress

Capital Work-in-Progress comprises expenditure incurred on acquisition, construction and installation of Property, Plant and Equipment that are not yet ready for their intended use as at the reporting date.

The expenditure includes:

Cost of acquisition
Site development expenses
Freight and inward transportation
Installation and commissioning charges
Trial run expenditure (net of trial run income where applicable)
Direct employee costs attributable to construction
Professional and consultancy charges
Eligible borrowing costs capitalised in accordance with AS 16
Other directly attributable expenditure

Upon completion and when the asset is ready for its intended use, the accumulated expenditure is transferred to the relevant class of Property, Plant and Equipment.

Depreciation commences only when the asset is available for use.

Management has reviewed these projects and is of the opinion that no impairment provision is required as the projects continue to be technically and commercially viable.

e) Other Intangible Assets

Intangible assets purchased are measured at cost or fair value as on the date of acquisition less accumulated amortisation and impairment, if any. Intangible assets with finite lives are amortised over the useful economic life on straight line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

f) Impairment of assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss if the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of an asset's net selling price and value in use. An impairment loss recognised on asset is reversed when the conditions warranting impairment provision no longer exists.

g) Borrowing Costs

Borrowing cost includes all charges and fees to the extent they are regarded as an adjustment to the interest cost.

h) Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On initial recognition, all investments are measured at cost. Cost comprises of purchase price and directly attributable acquisition expenses like brokerages and other fees and duties. Current Investments are carried in the financial statements at lower of cost and fair value determined on individual investment basis. Long-term Investments including non-current and current portions thereof are carried at cost. However provision for diminution in value of long-term investments is made to recognize a decline in value other than temporary in nature. On disposal of an investment, the difference between its carrying value and net disposal proceeds is charged or credited in the statement of profit and loss.

i) Inventories

Inventories are valued at the lower of the cost and net realisable value. Cost includes all direct costs and applicable overheads.

j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria are followed before revenue is recognized:

Sale of Products

Income from sale of products is recognised at the point in time when the products are sold and delivered to the customer, the customer obtains control over the goods, and the Company becomes entitled to receive the consideration for such sale.

Interest

Interest on deposits with banks and other institutions is recognised as income on a time proportion basis to the extent said deposits were outstanding during the year. Such income is classified under the head 'Other Income' in the profit & loss statement.

Income from Investments

Profit/Loss on sale of investments is recognised at the time of sale/redemption. Dividend is recognised as income in the year in which right to receive such dividend is established.

k) Foreign currency transactions

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non integral foreign operations are translated at the exchange rate prevailing on the reporting date and exchange gain or loss are recognised in the statement of profit or loss. Exchange differences arising on a monetary item, that in substance, forms part of enterprise's net investments in a non integral foreign operation are accumulated in a foreign currency translation reserve.

l) Retirement and other employee benefits

Short-term employee benefits are recognised as an expense on an undiscounted basis in the period in which the related services are rendered. Gratuity liability are provided based on actuarial valuation carried out at the balance sheet date. Contributions to defined contribution plans, if any, are recognised as an expense when incurred.

m) Income taxes

Income taxes comprise current tax, deferred tax and earlier year tax. Current taxes are accrued for on the basis of tax payable to tax authorities in accordance with The Income Tax Act 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

p) Cash & Cash equivalents

Cash equivalents are held for the purpose of meeting short-term cash commitments. Cash equivalents are short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank, cash in hand, cheques in hand, remittances in transit and short-term investments with an original maturity of three months or less.

q) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements.

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

1 **Statement of Share Capital As Restated**	As at 31-03-2026	As at 31-03-2025	As at 31-03-2025	As at 06-06-2024	As at 31-03-2024
AUTHORISED SHARE CAPITAL					
80,00,000 Equity Shares of Rs.10/- Each	800.00	800.00	800.00	-	-
	800.00	800.00	800.00	-	-
ISSUED,SUBSCRIBED & PAID UP SHARE CAPITAL					
44,48,965 Equity Shares of Rs.10/- Each fully paid	444.90	444.90	444.90	-	-
	444.90	444.90	444.90	-	-
Partner's Capital Account					
Opening Balance	-	-	444.90	460.88	283.41
Less:Transfer to Share Capital	-	-	(444.90)	-	-
Add:Capital Introcuced	-	-	-	-	12.29
Less:Capital withdrawn during the year	-	-	-	-	-
Add:Profit/(Loss) transfer during the year	-	-	-	17.20	165.17
Less:Transferred to Loan from Directors	-	-	-	(33.18)	-
Closing Balance at the end of the year	-	-	-	444.90	460.88

Note: *The Company was originally formed and registered as a Partnership Firm and thereafter converted from a Partnership Firm to a Public Limited Company with the name of LGC Engineering Limited and received a Certificate of Incorporation from the Registrar of Companies, Bangalore on 15th April, 2024. Hence, details of Equity Share Capital and outstanding number of Shares to the period before incorporation can't be given. As on 06th June 2024 and 31st March 2024, the entity was a Partnership Firm and hence details of Partner's Capital Account as mentioned under Partnership Act, 1932 has been disclosed in the respective years.*

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31.03.2026		As at 31.03.2025		As at 31.03.2025		As at 06.06.2024		As at 31.03.2024	
Equity Shares	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**	**No. of Shares**	**Amount**
At the Beginning of the Year	44,48,965	444.90	-	-			-	-	-	-
Issued during the Year	-	-	44,48,965	444.90	44,48,965	444.90	-	-	-	-
Outstanding at the end of the Year	44,48,965	444.90	44,48,965	444.90	44,48,965	444.90	-	-	-	-

b. List of shareholders holding more than 5% Paid-up Equity Share Capital in the company

Equity shares of Rs.10/- each fully paid	As at 31.03.2026		As at 31.03.2025		As at 31.03.2025		As at 06.06.2024		As at 31.03.2024	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**	**No. of Shares**	**% of holding**	**No. of Shares**	**% of holding**	**No. of Shares**	**% of holding**
Arjun Krishna Shastry	22,21,832	49.94%	22,21,832	49.94%	22,21,832	49.94%	-	-	-	-
Deepika Gerty Laxmi	22,21,833	49.94%	22,21,833	49.94%	22,21,833	49.94%	-	-	-	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

c. Terms & Conditions attached to Equity Shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend.In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders and any other as the Memorandum or Articles may prescribe for the same.

(INR in Lacs)

d. Details of Shareholding of Promoters & Promoter Group

Equity shares of Rs.10/- each fully paid	As at 31.03.2026			As at 31.03.2025		
	No. of Shares	**% of holding**	**% Changes**	**No. of Shares**	**% of holding**	**% Changes**
Arjun Krishna Shastry (P)	22,21,832	49.94%	-	22,21,832	49.94%	-
Deepika Gerty Laxmi (P)	22,21,833	49.94%	-	22,21,833	49.94%	-
Geetha Krishna (P)	100	0.00%	-	100	0.00%	
Chamarajanagar Ramaswamy Krishna (PG)	100	0.00%	-	100	0.00%	-

(P) Promoter, (PG) Promoter Group

e. Aggregate No. of Shares issued for consideration other than cash during the period of 5 Years immediately preceding the reporting date:

Aggregate number of Equity Shares allotted as fully paid up pursuant to scheme of amalgamation without payment being made in cash	Nil
Aggregate number of Equity Shares allotted as fully paid up by way of Bonus Shares	Nil
Aggregate number of Equity Shares bought back	Nil

During the year 31-March-2025, the Company allotted 44,48,965 equity shares of ₹10 each to the partners of M/s. LGC Engineering, pursuant to conversion of the partnership firm as a going concern. Since the shares were issued in settlement of the purchase consideration, the issue has been treated as shares issued for consideration other than cash.

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

2	**Statement of Reserve & Surplus As Restated**	**As at 31.03.2026**	**As at 31.03.2025**	**As at 31.03.2025**	**As at 06.06.24**	**As at 31.03.2024**
	Surplus As Restated					
	Balance at the beginning of the year	14.22	-	-	-	-
	Add: Profit for the Year	177.63	31.42	14.21	17.20	165.17
	Less: Profit Transfer to Partner's Capital Account	-	-	-	-	165.17
	Less: Profit Transfer to Unsecured Loan	-	17.20	-	17.20	-
	Balance at the end of the Year	191.85	14.22	14.21	-	-

3	**Statement of Long-Term Borrowings As Restated**					
	Secured Term Loan					
	From Banks (*)	167.51	196.87	196.87	265.00	268.80
	Unsecured Loan					
	From NBFCs (**)	-	-	-	4.45	6.96
	From Partners, Directors & Related Parties (***)	136.05	-	-	-	-
		303.56	196.87	196.87	269.45	275.76

Loan Account No. / Description	Type of Loan	Nature of Security	Rate of Interest	Repayment Terms	Amount
EB-MSME-TL-Usual CR Dispe A/c-43959481605	Term Loan (MSME)	Secured by hypothecation of plant owned by the	9% p.a.	Repayable in monthly instalments as per sanction terms.	166.28
EB-TL-Grid Connected Roof Solar Loan A/c-43959614161	Term Loan – Solar Project	Secured by hypothecation of plant owned by the	8.6% p.a.	Repayable in monthly instalments as per sanction terms.	41.34
EB-TL-SME CAR LOAN A/c-43959689080	Vehicle Loan	Secured by hypothecation of car financed	8.65% p.a.	Repayable in monthly instalments as per sanction terms.	10.30

4	**Statement of Deferred Tax Liability (Net) As Restated**					
	Opening Deferred Tax Liability	0.14	(7.92)	(8.05)	(7.92)	-
	Add: Current Year Effect	(46.71)	8.06	8.20	(0.14)	(7.92)
	Net Deferred Tax Asset / (Liability)	(46.57)	0.14	0.14	(8.05)	(7.92)

5	**Statement of Long-Term Provisions As Restated**					
	Provision for Gratuity	22.60	20.19	20.19	-	-
		22.60	20.19	20.19	-	-

6	**Statement of Other Long Term Liabilities As Restated**					
	Interest Free Advances from Customers	-	-	-	-	-
	Statutory Liabilities	-	-	-	-	-
		-	-	-	-	-

7	**Statement of Short-Term Borrowings As Restated**					
	Secured, Repayable on Demand					
	Overdraft from State Bank of India	780.70	808.18	808.18	378.10	262.26
	EPC from State Bank of India	-	-	-	368.31	417.98
	Current Maturities of Long Term Borrowings - Secured	50.40	71.82	71.82	60.02	71.10
	Unsecured Loan from Related Parties					
	From Directors	-	-	-	-	-
		831.10	880.00	880.00	806.43	751.34

The unsecured loan received from Directors/Partners are interest free and no security has been provided bt the Company against such loan.
The Company does not have any continuing default in repayment of loans and interest as on the reporting date. The company is not declared as "wilful defaulter" by any bank or financial Institution or other lender as on the reporting date. There is no such borrowing from banks and financial institutions taken by company for specific purpose but not used for same purpose.

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

8	**Statement of Trade Payables As Restated**	**As at 31.03.2026**	**As at 31.03.2025**	**As at 31.03.2025**	**As at 06.06.24**	**As at 31.03.2024**
	Total Outstanding Dues of Micro and Small Enterprises	129.47	192.14	192.14	56.59	71.96
	Total Outstanding Dues other than Micro and Small Enterprises	260.35	74.30	74.30	120.70	137.01
	(Trade Payable Ageing Schedule-As Per Note-28)					
		389.82	266.44	266.44	177.29	208.97
9	**Statement of Other Current Liabilities As Restated**					
	Interest Free Advances from Customers	75.68	201.10	201.10	9.13	12.53
	Statutory Liabilities	14.52	20.83	20.83	6.21	5.12
	Other Payables	39.78	37.22	37.22	31.62	34.06
	Interest to MSME vendors payable	6.88	4.37	4.37	-	-
	Salary, Bonus & Wages Payable	19.87	14.67	14.67	10.05	12.48
		156.72	278.19	278.19	57.01	64.19
10	**Statement of Short Term Provisions As Restated**					
	Current Tax (After adjusting TDS and Advance Tax)	45.72	23.32	16.82	6.50	81.09
	Income Tax prior period	104.41	81.09	87.59	81.09	-
	Audit Fees payable	1.00	0.60	0.60	0.30	0.30
	Gratuity	2.11	1.87	1.87	-	-
		153.24	106.87	106.87	87.88	81.39
12	**Statement of Long Term Loans and Advances As Restated**					
	Unsecured Considered Good:					
	Advances to Suppliers	34.95	31.06	31.06	36.04	37.67
	Advance to Employees	5.10	8.87	8.87	7.30	7.30
		40.05	39.93	39.93	43.34	44.97
13	**Statement of Other Non-Current Assets As Restated**					
	(Unsecured, Considered Good, unless otherwise stated)					
	Income Tax Refund Receivable	-	-	-	-	-
	Security Deposits	30.39	31.96	31.96	27.63	26.83
		30.39	31.96	31.96	27.63	26.83
14	**Statement of Inventories As Restated**					
	Raw Material (At Cost)	232.60	367.99	367.99	238.03	205.77
	Work in Progress (At Cost)	296.42	228.26	228.26	260.65	147.50
	Finished Goods (Lower of Cost or Net Reliasable Value)	760.57	425.78	425.78	203.43	281.82
		1,289.59	1,022.03	1,022.03	702.11	635.09
15	**Statement of Trade Receivables As Restated**					
	Unsecured, Undisputed Trade Receivable, Considered Good	284.99	227.58	227.58	318.73	379.48
	Unsecured, Undisputed Trade Receivable, Considered Doubtful	-	-	-	-	-
	Unsecured, Disputed Trade Receivable, Considered Good	-	-	-	-	-
	Unsecured, Disputed Trade Receivable, Considered Doubtful	-	-	-	-	-
	(Trade Receivable Ageing Schedule-As Per Note-28)					
		284.99	227.58	227.58	318.73	379.48
16	**Statement of Cash and Cash Equivalents As Restated**					
	Bank Balances with Scheduled Banks	9.66	0.77	0.77		-
	Cash in Hand (As Certified by Management)	11.24	14.53	14.53	16.67	22.08
		20.90	15.30	15.30	16.67	22.08

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

17 Statement of Short Term Loans and Advances As Restated	As at 31.03.2026	As at 31.03.2025	As at 31.03.2025	As at 06.06.24	As at 31.03.2024
Unsecured Considered Good:					
Advances to Suppliers	64.96	182.63	182.63	16.00	29.92
Advance to Employees	9.09	10.28	10.28	23.31	12.02
Other Loans & Advances	0.10	0.03	0.03	-	-
Balances with Statutory/Government Authorities					
GST Input Receivable	10.63	3.72	3.72	12.13	22.02
GST Input Credit & Cash Balance	0.04	0.04	0.04	1.15	-
TDS, TCS & Income Tax Refundable	4.05	3.30	3.30	2.51	2.23
	88.87	200.00	200.00	55.10	66.19

18 Statement of Other Current Assets As Restated					
Prepaid Insurance Premium	-	-	-	-	0.90
Prepaid KSPCB Fees	10.81	1.82	1.82	8.12	7.93
Export Incentive Receivable	18.29	8.24	8.24	-	-
Conversion Expenses	-	-	-	6.88	6.88
RoDTEP Receivable	-	-	-	5.82	13.59
Prepaid Expenses	0.71	4.77	4.77	2.15	1.28
Other Assets*	-	3.77	3.77	3.77	-
	29.81	18.60	18.60	26.75	30.58

*Adjustment due to opening difference.

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

(INR in Lacs)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

Property, Plant & Equipment & Intangible Assets **Note-11 (i)**

Property, Plant & Equipment

FY 2025-26

Sl. No.	Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Property, Plant & Equipment	**Bal. As at 01.04.2025**	**Addition**	**Disposals/ Adj.**	**Bal. As at 31.03.2026**	**Bal. As at 01.04.2025**	**Depreciation for the Year**	**Ded/ Adj.**	**Bal. As at 31.03.2026**	**Bal. As at 31.03.2026**	**Bal. As at 31.03.2025**
	Tangible Assets										
1	Land	44.89	-	-	44.89	-	-	-	-	44.89	44.89
2	Factory Building	242.22	-	-	242.04	7.76	7.66	-	15.43	226.61	234.28
3	Computers & Networking Equipments	11.12	0.48	-	11.59	6.07	3.56	-	9.63	1.96	5.04
4	Plant and Machinery	221.09	8.56	-	229.65	23.35	14.21	-	37.56	192.09	197.74
5	Furniture & Fittings	3.66	0.23	-	3.89	0.57	0.36	-	0.93	2.96	3.09
6	Vehicles	26.98	-	-	26.98	5.88	3.20	-	9.08	17.90	21.10
7	Solar Plant	152.58	-	-	152.76	7.90	8.07	-	15.96	136.80	144.86
8	Office Equipments	1.67	2.65	-	4.32	0.54	0.50	-	1.04	3.29	1.13
	Intangible Assets										
9	Computer Softwares	-	0.62	-	0.62	-	0.03	-	0.03	0.59	-
	Total	704.21	12.53	-	716.73	52.07	37.59	-	89.66	627.07	652.13
	CWIP	-	128.67	-	128.67						

FY 2024-25

Sl. No.	Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Property, Plant & Equipment	**Bal. As at 01.04.2024**	**Addition**	**Disposals/ Adj.**	**Bal. As at 31.03.2025**	**Bal. As at 01.04.2024**	**Depreciation for the Year**	**Ded/ Adj.**	**Bal. As at 31.03.2025**	**Bal. As at 31.03.2025**	**Bal. As at 31.03.2024**
1	Land	44.89	-	-	44.89	-	-	-	-	44.89	44.89
2	Factory Building	42.40	199.82	-	242.22	1.34	6.42	-	7.77	234.28	41.06
3	Computers & Networking Equipments	9.29	1.83	-	11.12	2.77	3.30	-	6.07	5.04	6.52
4	Plant and Machinery	215.27	5.83	-	221.09	9.53	13.82	-	23.35	197.74	205.74
5	Furniture & Fittings	2.99	0.67	-	3.66	0.25	0.32	-	0.57	3.09	2.74
6	Vehicles	26.98	-	-	26.98	2.68	3.20	-	5.88	21.10	24.30
7	Solar Plant	-	152.58	-	152.58	-	7.89	-	7.89	144.86	-
8	Office Equipments	1.40	0.27	-	1.67	0.22	0.31	-	0.54	1.13	1.18
	Total	343.21	360.99	-	704.21	16.79	35.28	-	52.07	652.13	326.43
	CWIP	318.80	12.90	331.70	-						

For the period from 07.06.24 - 31.03.25

Sl. No.	Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Property, Plant & Equipment	**Bal. As at 07.06.24**	**Addition**	**Disposals/ Adj.**	**Bal. As at 31.03.2025**	**Bal. As at 07.06.24**	**Depreciation for the Year**	**Ded/ Adj.**	**Bal. As at 31.03.2025**	**Bal. As at 31.03.2025**	**Bal. As at 07.06.24**
1	Land	44.89	-	-	44.89	-	-	-	-	44.89	44.89
2	Factory Building	48.02	194.20	-	242.22	1.59	6.18	-	7.77	234.45	46.43
3	Computers & Networking Equipments	9.39	1.73	-	11.12	3.31	2.76	-	6.07	5.04	6.07
4	Plant and Machinery	215.40	5.70	-	221.09	12.03	11.32	-	23.35	197.74	203.37
5	Furniture & Fittings	3.42	0.23	-	3.66	0.30	0.27	-	0.57	3.09	3.12
6	Vehicles	26.98	-	-	26.98	3.26	2.62	-	5.88	21.10	23.72
7	Solar Plant	-	152.58	-	152.58	-	7.89	-	7.89	144.70	-
8	Office Equipments	1.67	-	-	1.67	0.28	0.26	-	0.54	1.13	1.39
	Total	349.76	354.45	-	704.21	20.77	31.30	-	52.07	652.13	328.99
	CWIP	331.70	-	331.70	-						

For the period from 01.04.24 - 06.06.24

Sl. No.	Description	Carrying				Accumulated Depreciation				Net Carrying Amount	
	Property, Plant & Equipment	**Bal. As at 01.04.2024**	**Addition**	**Disposals/ Adj.**	**Bal. As at 06.06.24**	**Bal As at 01.04.2024**	**Depreciation for the Year**	**Ded/ Adj.**	**Bal. As at 06.06.24**	**Bal. As at 06.06.24**	**Bal. As at 31.03.2024**
1	Land	44.89	-	-	44.89	-	-	-	-	44.89	44.89
2	Factory Building	42.40	5.62	-	48.02	1.34	0.25	-	1.59	46.43	41.06
3	Computers & Networking Equipments	9.29	0.10	-	9.39	2.77	0.54	-	3.31	6.07	6.52
4	Plant & Machineries	215.27	0.13	-	215.40	9.53	2.50	-	12.03	203.37	205.74
5	Furniture & Fittings	2.99	0.43	-	3.42	0.25	0.05	-	0.30	3.12	2.74
6	Vehicles	26.98	-	-	26.98	2.68	0.59	-	3.26	23.72	24.30
7	Office Equipments	1.40	0.27	-	1.67	0.22	0.05	-	0.28	1.39	1.18
	Total	343.21	6.54	-	349.76	16.79	3.98	-	20.77	328.99	326.43
	CWIP	318.80	12.90	-	331.70						

FY 2023-24

Sl. No.	Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	Property, Plant & Equipment	**Bal. As at 01.04.2023**	**Addition**	**Disposals/ Adj.**	**Bal. As at 31.03.2024**	**Bal As at 01.04.2023**	**Depreciation for the Year**	**Ded/ Adj.**	**Bal. As at 31.03.2024**	**Bal. As at 31.03.2024**	**Bal. As at 31.03.2023**
1	Land	44.89	-	-	44.89	-	-	-	-	44.89	44.89
2	Factory Building	42.40	-	-	42.40	-	1.34	-	1.34	41.06	42.40
3	Computers & Networking Equipments	7.52	1.77	-	9.29	-	2.77	-	2.77	6.52	7.52
4	Plant & Machineries	98.67	116.60	-	215.27	-	9.53	-	9.53	205.74	98.67
5	Furniture & Fittings	2.42	0.57	-	2.99	-	0.25	-	0.25	2.74	2.42
6	Vehicles	4.73	22.24	-	26.98	-	2.68	-	2.68	24.30	4.73
7	Office Equipments	1.19	0.56	0.35	1.40	-	0.22	-	0.22	1.18	1.19
	Total	201.82	141.75	0.35	343.21	-	16.79	-	16.79	326.43	201.82
	CWIP	55.10	263.70	-	318.80						

a. Capitalized Borrowing Costs

Borrowing Cost of Rs. 14.20 lakhs is capitalised in the FY 24-25.

b. The Company has not revalued any of its Property, Plant and Equipment

c. There are no proceedings initiated or pending against the Company for holding Benami property under the Benami Transactions (Prohibition) Act, 1988.

d. The title deeds of immovable property (Land) is in the name of Partnership Firm M/s LGC Engineering.

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

Note 11 (ii) CWIP Ageing Schedule as on 31.03.2026 **(INR in Lacs)**

(a) For Capital-Work-in Progress:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	128.67	-	-	-	128.67
Projects Temporarily Suspended	-	-	-	-	-

(b)For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

Note 11 (ii) CWIP aging schedule as on 31.03.2025

(a) For Capital-Work-in Progress:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

(b)For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

Note 11 (ii) CWIP aging schedule as on 31.03.2025

(a) For Capital-Work-in Progress:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

(b)For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

Note 11 (ii) CWIP aging schedule as on 06.06.2024

(a) For Capital-Work-in Progress:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	18.52	306.91	6.27	-	331.70
Projects Temporarily Suspended	-	-	-	-	-

(b)For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

Note 11 (ii) CWIP aging schedule as on 31.03.2024

(a) For Capital-Work-in Progress:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	263.70	55.10	-	-	318.80
Projects Temporarily Suspended	-	-	-	-	-

(b)For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

	Statement of Revenue from Operations As Restated	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025	For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the Year Ended March 31, 2024
19						
	Sale of Manufactured Goods					
	~Domestic Sales	1,425.93	1,141.48	936.71	204.77	1,302.14
	~Exports Sales	1,493.01	302.82	262.02	40.80	1,360.23
	Sale of Duty Credit Script	2.90	-	-	-	5.52
	Total Revenue From Operations	2,921.84	1,444.30	1,198.73	245.57	2,667.89
20	**Statement of Revenue from Other Income As Restated**					
	Discount & Rebate	0.06	0.16	0.16	0.00	0.08
	Duty Drawback	22.42	4.53	3.95	0.58	24.50
	Forex Fluctuation	11.82	0.90	0.90	-	35.57
	Interest on IT Refund	0.06	-	-	-	7.70
	Export RODTAP	10.05	2.80	2.41	0.39	13.59
	Packing & Forwarding Charges	3.75	-	-	-	-
	Export Realisation Charges	-	0.63	0.63	-	-
	Sundry Payable Written off	-	0.09	-	0.09	-
		48.16	9.11	8.05	1.06	81.44
21	**Statement of Cost of Raw Material Consumed As Restated**					
	Opening Stock of Raw Materials	367.98	205.77	238.03	205.77	138.89
	Add: Purchase during the Year	1,927.99	806.84	683.87	122.97	1,749.45
	Less: Closing Stock of Raw Materials	232.60	367.98	367.98	238.03	205.77
		2,063.37	644.63	553.92	90.71	1,682.57
22	**Statement of Change in Inventories of Finished Goods and Work In Progress As Restated**					
	A.Opening Stock:					
	Work in Progress	228.26	147.50	260.65	147.50	129.75
	Finished Goods	425.78	281.82	203.43	281.82	159.24
		654.04	429.32	464.08	429.32	288.99
	B.Closing Stock:					
	Work in Progress	296.42	228.26	228.26	260.65	147.50
	Finished Goods	760.57	425.78	425.78	203.43	281.82
		1,056.99	654.04	654.04	464.08	429.32
	Net (Increase)/Decrease in Stocks (A-B)	**(402.95)**	**(224.72)**	**(189.96)**	**(34.76)**	**(140.33)**
23	**Statement of Employees Benefit Expenses As Restated**					
	Salaries, Bonus & Incentive	200.40	174.38	147.17	27.21	181.78
	PF & ESIC Contribution	11.31	10.38	8.78	1.60	17.06
	Staff Welfare	7.06	20.13	15.32	4.81	34.21
	Directors/Partners Remuneration	5.83	5.89	4.99	0.90	5.40
	Factory Wages	115.27	205.49	164.02	41.48	139.18
	Gratuity	2.65	22.06	22.06	-	-
		342.52	**438.33**	**362.34**	**76.00**	**377.63**
24	**Statement of Finance Cost As Restated**					
	Interest on Working Capital	83.87	67.73	60.93	6.80	48.51
	Interest on Term Loan	25.62	21.96	21.67	0.29	11.05
	Loan Processing Fees	-	4.25	4.25	-	-
	Interest on Unsecured Loan	-	3.76	0.21	3.54	0.23
		109.49	**97.70**	**87.06**	**10.63**	**59.79**
25	**Statement of Depreciation and Amortization Exp. As Restated**					
	Depreciation on Property, Plant & Equipment	37.56	35.27	31.30	3.98	16.79
	Amortization of Intangible Assets	0.03	-	-	-	-
		37.59	**35.27**	**31.30**	**3.98**	**16.79**

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

		For the Year Ended March 31, 2026	For the Year Ended March 31, 2025	For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the Year Ended March 31, 2024
26	**Statement of Other Expenses As Restated**					
	Manufacturing and Direct Expenses:-					
	Calibration & Testing Charges	2.72	2.96	2.69	0.28	2.87
	Die Rework Charges	1.84	6.69	6.11	0.58	3.34
	Electricity Charges	162.13	139.92	115.41	24.51	153.43
	Freight Charges	66.02	47.13	38.77	8.36	42.53
	Fuel Charges	44.43	26.83	20.24	6.59	83.42
	Metal Testing Fees	-	-	-	-	0.07
	Packing & Forwarding Charges	2.58	5.14	4.57	0.57	11.28
	Radiography & Heat Treatment Charges	147.32	68.40	57.64	10.76	74.06
	Water Expenses	7.42	6.35	5.54	0.81	6.66
	Other Expenses	1.11	1.51	1.48	0.03	0.25
		435.57	304.93	252.45	52.49	377.91
	Administrative & Other Expenses:-					
	Audit Fees (Refer 26.1)	1.00	0.30	0.30	-	3.05
	Accounting Charges	-	0.50	0.50	-	-
	Advertisement, Branding & Publicity	-	-	-	-	0.78
	Administrative Expenses	3.16	9.54	7.42	2.11	-
	Bank Processing Fees, Commission & Charges	7.27	4.42	3.50	0.91	6.29
	Consultancy Services	-	7.10	-	7.10	-
	Conveyance	0.13	0.64	0.38	0.25	0.80
	Discount Allowed	3.00	0.43	-	0.43	17.33
	Domain Charges	2.36	2.00	1.57	0.43	1.53
	Demat Accounting Charges	-	0.22	0.22		-
	Compliance & Regulatory Charges	0.33	0.23	0.23	-	-
	Festival Celebration Expenses	-	-	-	-	0.37
	Forex Flucuation	-	1.26	-	1.26	-
	Fooding & Lodging	2.44	1.99	1.75	0.24	0.92
	General Expenses	8.07	7.11	6.49	0.62	5.70
	Insurance Expenses	2.78	1.10	0.44	0.66	5.12
	Interest to MSME vendors	2.51	4.37	4.37	-	-
	Interest on Statutory Dues	0.26	2.58	2.44	0.14	0.53
	Legal Charges	0.07	0.01	0.01	-	-
	Office Rent	0.24	0.70	0.70		-
	Loss on Script Sale	-	0.50	-	0.50	-
	Marketing Expenses	6.84	0.79	0.43	0.37	2.96
	Membership, Registrations & Subscription	0.53	0.05	0.05	-	0.10
	Preliminary Expenses	-	6.75	6.75		-
	Professional Charges	28.52	12.83	12.03	0.80	23.31
	Packing Expenses	1.28	-	-	-	-
	Printing & Stationery	2.11	1.78	1.49	0.30	2.09
	Power & Fuel Charges	2.82	2.79	2.39	0.40	1.75
	Postage & Courier	-	-	-	-	0.10
	Rent, Rates & Taxes	0.22	0.70	0.70	-	0.55
	Rounded off	-	0.00	-	0.00	0.00
	Sales Promotion	-	-	-	-	0.20
	Security Charges	4.63	5.96	4.39	1.57	4.14
	Travelling Expenses	1.52	2.81	2.32	0.49	2.65
	Telephone Expenses	0.94	0.99	0.69	0.29	1.18
	Vehicle Insurance	0.39	0.19	0.19	-	-
	Web Design & Development	-	0.27	0.27	-	1.60
	Repairs & Maintenance Expenses					
	General	4.40	3.94	3.04	0.90	3.86
	Computers	0.76	1.26	1.26	-	-
	Machinery Maintenance	24.11	23.97	20.10	3.88	33.35
	Electrical Work	1.64	0.49	0.40	0.09	0.53
		549.92	415.53	339.29	76.23	498.70
26.1	**Staatement of Payment to Auditor As Restated**					
	ISO Audit Fees	-	-	-	-	2.74
	As Auditor:-		-			
	Tax Audit Fees	0.40	-		-	0.31
	Statutory Audit Fees	0.60	0.30	0.30	-	-
	Accounting Fees	-	-	-	-	-
		1.00	0.30	0.30	-	3.05
27	**Earnings Per Share**					
	Profit for the Year attributable to Equity Shareholders	177.63	31.42	14.21	17.20	165.17
	Equity Share at the end of Period/Year (in Nos.) as Restated*	44,48,965	44,48,965	44,48,965	44,48,965	46,08,777
	Basic/ Diluted Earnings Per Share of Rs.10/- Each	3.99	0.71	0.32	0.39	3.58

*Number of Equity Shares for the period ended 07.06.2024 and 30.09.2024 are same as issued on conversion of the Firm to Company.

*Number of Equity Shares for the FY 2023-24 has been considered based on the closing outstanding Partners Capital in the respective financial year.

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

(INR in Lacs)

Note No. 28

Ageing of Trade Payables as on 31.03.2026, 31.03.2025, 31.03.2025, 06.06.24 and 31.03.2024

Outstanding for following periods from due date of payment				
As at 31st March 2026	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	129.43	219.78	-	-
1-2 Years	0.04	40.57	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
Total	**129.47**	**260.35**	**-**	**-**

Outstanding for following periods from due date of payment				
As at 31st March 2025	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	192.14	18.01	-	-
1-2 Years	-	56.29	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
Total	**192.14**	**74.30**	**-**	**-**

As at 31st March 2025	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	192.14	69.93	-	-
1-2 Years	-	4.37	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
Total	**192.14**	**74.30**	**-**	**-**

As at 06th June 2024	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	37.64	90.31	-	-
1-2 Years	18.95	30.25	-	-
2-3 Years	-	0.14	-	-
More than 3 Years	-	-	-	-
Total	**56.59**	**120.70**	**-**	**-**

As at 31st March 2024	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	71.96	136.40	-	-
1-2 Years	-	0.61	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
Total	**71.96**	**137.01**	**-**	**-**

Note:- There are no unbilled trade payables for the period/year disclosed above.

Particulars	As at 31.03.2026	As at 31.03.2025	From 07.06.2024 to 31.03.2025	As at 06.06.24	As at 31.03.2024
(i) Principal amount remaining unpaid to any supplier at the end of each accounting year	129.47	192.14	192.14	56.59	71.96
(ii) Interest due thereon remaining unpaid to any supplier at the end of each accounting year	6.88	4.37	4.37	-	-
(iii) The amount of **interest paid** by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amount of the **payment made to the supplier beyond the appointed day** during each accounting year	-	-	-	-	-
(iv) The amount of **interest due and payable for the period of delay** in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-	-	-
(v) The amount of **interest accrued and remaining unpaid** at the end of each accounting year	-	-	-	-	-
(vi) The amount of **further interest remaining due and payable** even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006	-	-	-	-	-

Note No. 29

Ageing of Trade Receivables as on 31.03.2026, 31.03.2025, 31.03.2025, 06.06.24 and 31.03.2024

Outstanding for the following periods from due date of payment					
Unsecured, Considered Good	**Less than 6 Mths**	**6 Months-1 Year**	**1-2 Years**	**2-3 Years**	**More Than 3 Years**
As on 31.03.2026	278.36	6.63	-	-	-
As on 31.03.2025	206.78	15.01	-	-	5.79
As on 31.03.2025	206.78	15.01	-	-	5.79
As on 06.06.2024	310.48	0.66	1.80	-	5.79
As on 31.03.2024	365.42	8.27	-	0.30	5.49

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

30 Other Additional Regulatory Information:-

a There are no intangible assets under development.

b No proceeding have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition), Act 1988 (45of 1988) and the rules made thereunder.

c The company is not declared a wilful defaulter by any bank or Financial Institution or other lender.

d There is no relationship with Struck off Companies.

e The Company has created the required charge and has duly registered the same with the ROC. There are no pending satisfaction of charges beyond the statutory time limit.

f The Company has granted loans or advances KMPs and related parties (either repayable on demand or without specifying any terms or period of repayment). An advance has been granted to the CFO of the company, Mr. Ballagere Shankara Murthy Prasana Murthy. The advance has been considered as short-term having an outstanding balance of Rs. 8.12 lakhs as on 31/03/2026 and Rs. 9 lakhs as on 31/03/2025. There are no other loans or advances granted to any of the directors or promoters.

g The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restricition on number of layers) Rule, 2017.

h No Scheme of Arrangements has been approved by the Competent Authority in terms of section 230 to 237 of the Companies Act, 2013.

i The Company has earned income in foreign currency of Rs. 14,93,01,483.43/- (USD 728153.92/-) during the FY 2025-26 and Rs. 2,62.01,742.00/- during the FY 2024–25. The Company has not incurred any expenditure in foreign currency during the year

j The company has not advanced or loaned or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

k. A. (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

k. B. (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee security or the like on behalf of the Ultimate Beneficiaries

There are no undisclosed income.

l The company is not covered under section 135 of the Companies Act.

m The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

n The title deeds of immovable property (Land) is in the name of LGC Engineering

Description - Plot No. 45-A of Tubinakere Industrial Area, situated the schedule property bearing No. 152100408500420679, No. 429/420 and it is measuring East- 90.00M, West- 98.00M, North- 35.00M, South- 47.00M.

LGC ENGINEERING LIMITED (formerly known as LGC Engineering)
No.1264, 1st main, 1st stage, Hebbal Layout, Mysore, Karnataka, India, 570016
CIN: U24319KA2024PLC187437

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2026
(Amount in INR except share and per share data, unless otherwise stated)

Annexure - V
A) Statement of Accounting & Other Ratios

S No.	Ratio	Numerator	Denominator	31st March 2026		31st March 2025*		31st March 2024		Ratio as on			Variation		Reason (If variation is more than 25%)	
				Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	31st March 2026	31st March 2025*	31st March 2024	31st March 2026 & 31st March 2025	31st March 2025 & 31st March 2024	31st March 2026 & 31st March 2025	31st March 2025 & 31st March 2024
(a)	Current Ratio	Current Assets	Current Liability	1,714.16	1,530.88	1,483.50	1,531.50	1,133.42	1,105.89	1.12	0.97	1.02	15.60%	(5.49)%	Not Aplicable	Not Aplicable
(b)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	1,134.67	636.75	1,076.86	459.11	1,027.10	460.88	1.78	2.35	2.23	(24.03)%	5.25%	Due to increase in shareholders Equity	Not Aplicable
(c)	Debt Service Coverage Ratio	Net Operating Income	Debt Service	417.15	167.29	179.65	147.46	330.76	368.09	2.49	1.22	0.90	104.68%	35.58%	Due to incraese in profits during the year the company is in a better position to serve its debt.	The increase is due to the increase in borrowings during the year & increase in interest.
(d)	Return on Equity Ratio	Net Income	Average Shareholder's Equity	177.63	547.93	31.42	459.99	165.17	372.15	0.32	0.07	0.44	374.57%	(84.61)%	The Net Income has increased due to incraese in sales substantially during the year, resulting in increase in Return on Equity ratio.	The net income reduced substantially due to decrease in the revenue with no proportionate impact on Shareholders Equity.
(e)	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2,095.99	1,155.81	724.84	193.47	1,920.14	531.48	1.81	3.75	3.61	(51.60)%	3.70%	Due to increase in turnover by 17.23 Cr. in current FY, the company maintained a higher Inventory expecting a higher orders in coming years.	Not Aplicable
(f)	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	2,921.84	256.28	1,444.30	303.53	2,667.89	310.67	11.40	4.76	8.59	139.60%	(44.59)%	The sales has increased substantially and the receivables has decreased due to efficient collection mechanism, thereby increase in the ratio.	The sales has decreased substantially and the receivables has increased, thereby increase in the ratio.
(g)	Trade Payables Turnover Ratio	Net Credit Purchases	Average Trade Payables	1,927.99	328.13	806.84	237.71	1,749.45	207.73	5.88	3.39	8.42	73.11%	(59.70)%	Due to increase in sales the purchases have also increased during the year and the there is no proportionate incraese in creditors, resulting in incraese in the ratio.	Due to decrease in sales the purchases have also decreased during the year and the payables to creditors also increased, resulting in incraese in the ratio.
(h)	Net Capital Turnover Ratio	Revenue	Average Working Capital	2,921.84	67.64	1,444.30	(10.24)	2,667.89	156.41	43.20	(141.10)	17.06	130.61%	(927.24)%	The turnover has increased substantially during the year but there is no proportionate increase in working capital resulting in the incraese in turnover ratio.	Due to decrease in the working capital during the year.
(i)	Net Profit Ratio	Net Profit	Net Sales	177.63	2,921.84	31.42	1,444.30	165.17	2,667.89	0.06	0.02	0.06	179.43%	(64.86)%	The revenue has increased by Rs. 17.23 Cr. But the expenses have not increased in the same proportions during the year, which resulted in incraese in Net Profit ratio.	There was a substantial decrease in sales due to lesser number of orders specifically export orders due to which there has been an impact on the Net profit ratio.
(j)	Return on Capital Employed	EBIT= Earnings before interest and taxes	Capital Employed	379.56	1,009.47	144.38	676.17	313.97	744.56	0.38	0.21	0.42	76.09%	(49.36)%	Capital employed has not increased during the year as compared to the EBIT which has increased because of increase in turnover substantially.	The EBIT of the company has decreased as a result of decrease in revenue whereas there is no proportionate impact on the Capital employed resulting in the decrease in the ratio.
(k)	Return on Investment	Income from invested funds	Average Invested funds	-	-	-	-	-	-	-	-	-	0.00%	0.00%	Not Aplicable	Not Aplicable

*March 31, 2025 numbers are considered for the full FY 2024-25 i.e. combined period of Partnership firm and Company.

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)
1264, 1st Main, 1st Stage, Hebbal Layout,Mysore-570016, Karnat
CIN -U24319KA2024PLC187437

ANNEXURE –V

B) Statement of Accounting & Other Ratios, As per SEBI ICDR ***(Rs. In lakhs)***

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the year ended March 31, 2024
Total Revenue from Operations (A)	**2,921.84**	**1,444.30**	**1,198.73**	**245.57**	**2,667.89**
Net Profit as Restated (B)	**177.63**	**31.42**	**14.21**	**17.20**	**165.17**
Add: Depreciation	37.56	35.27	31.30	3.98	16.79
Add: Interest on Loan	109.49	97.70	87.06	10.63	59.79
Add: Income Tax	92.43	15.25	8.62	6.63	89.01
Less: Other Income and Extraordinary Income	(48.16)	(9.11)	(8.05)	(1.06)	(81.44)
EBITD (C)	**368.96**	**170.54**	**133.14**	**37.40**	**249.32**
EBITD Margin (in %) (C/A)	**12.63%**	**11.81%**	**11.11%**	**15.23%**	**9.35%**
Net Worth as Restated (D)	**636.75**	**459.11**	**459.11**	**444.90**	**460.88**
Return on Net worth (in %) as Restated (B/D)	27.90%	6.84%	3.10%	3.87%	35.84%
Equity Share at the end of year/period (in Nos.) (E)	44,48,965	44,48,965	44,48,965	44,48,965	46,08,777
Weighted No. of Equity Shares (G)	44,48,965	44,48,965	44,48,965	44,48,965	46,08,777
Basic & Diluted Earnings per Equity Share (B/G)	3.99	0.71	0.32	0.39	3.58
- (As per end of Restated period)					
Net Asset Value per Equity share as Restated (D/E)	14.31	10.32	10.32	10.00	10.00
- (As per end of Restated period)					

Note:-

1)

i) Number of Equity Shares for the period ended 06.06.2024 and 31.03.2025 are same as issued on conversion of the Firm to Company.

ii) Number of Equity Shares for the FY 2023-24 has been considered based on the closing outstanding Partners Capital in the respective financial year.

2) The ratios have been computed as below:
EBITDA Margin = EBITDA/Total Revenue from Operations
Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year
Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2021, as amended. Companies (Accounting Standards) Rules 2021, as amended.
Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any
Net asset value/Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of FY
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

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

No. 1264, 1st Main, 1st Stage, Hebbal Layout,Mysore-570016, Karnataka

CIN -U24319KA2024PLC187437

ANNEXURE –VI

Statement of Capitalization, As Restated **(INR in Lacs)**

Particulars	Pre-Issue 31-03-2026	Post Issue As adjusted with Proposed Issue*
Debt :		
Short Term Debt	831.10	*
Long Term Debt	303.56	*
Total Debt	**1,134.67**	*
		*
Shareholders Funds		*
Equity Share Capital	444.90	*
Reserves and Surplus	191.85	*
Total Shareholders' Funds	**636.74**	*
		*
Long Term Debt/ Shareholders' Funds	***0.48***	*
Total Debt / Shareholders Fund	***1.78***	*

(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.

2. Long term Debts represent debts other than Short term Debts as defined above.

3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2026.

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

No. 1264, 1st Main, 1st Stage, Hebbal Layout,Mysore-570016, Karnataka

CIN -U24319KA2024PLC187437

ANNEXURE –VII

Statement of Tax Shelter, As Restated **(INR in Lacs)**

Particulars	As At				
	31-03-2026	**31-03-2025**	**31-03-2025**	**06-06-2024**	**31-03-2024**
Profit Before Tax as Per Books of Accounts (A)	**270.06**	**46.68**	**22.83**	**23.84**	**254.18**
-- Normal Firm Tax Rate	NA	NA	NA	30%	30%
-- Normal Company Tax rate	22%	22%	22%	NA	NA
-- Minimum Alternative Tax rate	NA	NA	NA	NA	NA
-- Surcharge	10%	10%	10%	0%	12%
-- Health & Education Cess	4%	4%	4%	4%	4%
Permanent Differences (B)					
Disallowance U/s 36	-	-	-	-	-
Disallowance U/s 40	-	-	-	-	-
Disallowance U/s 43	4.22	6.95	6.81	0.14	0.53
Total Permanent Differences (B)	**4.22**	**6.95**	**6.81**	**0.14**	**0.53**
Timing Differences ('C)					
Depreciation as per Books of Accounts	37.59	35.27	31.30	3.98	16.79
Depreciation as per Income Tax	89.82	119.60	112.46	7.14	39.44
Difference between tax depreciation and book depreciation	(52.23)	(84.33)	(81.16)	(3.16)	(22.65)
Employee Gratuity	2.65	22.06	22.06	-	-
Other Adjustment	43.03	(96.27)	(96.27)	-	-
Total Timing Differences (C)	**(92.62)**	**34.01**	**37.17**	**(3.16)**	**(22.65)**
Net Adjustments (D = B+C)	**(88.40)**	**40.95**	**43.98**	**(3.02)**	**(22.12)**
Total Income (E=A+D)	**181.66**	**87.63**	**66.81**	**20.82**	**232.06**
Brought Forward Losses Set Off (F)	-	-	-	-	-
Taxable Income/ (Loss) for the year/period (E-F)	**181.66**	**87.63**	**66.81**	**20.82**	**232.06**
Tax on Total Income	39.97	20.94	14.70	6.25	69.62
Add : Surcharge	4.00	1.47	1.47	-	8.35
Tax with Surcharge	43.96	22.41	16.17	6.25	77.97
Add : Education Cess	1.76	0.90	0.65	0.25	3.12
Net tax payable	45.72	23.31	16.82	6.50	81.09
Tax Payable as per MAT	NA	NA	NA	NA	NA
Tax Expense Recognised	**45.72**	**23.31**	**16.82**	**6.50**	**81.09**
Tax Payable as Per Normal Rates or MAT	**Income Tax**	**Income Tax**	**Income Tax**	**Income Tax**	**Income Tax**

Note: The Company has opted tax rate under section 115 BAA of the Income Tax Act 1961

LGC ENGINEERING LIMITED

(Formerly Known as LGC Engineering)

No. 1264, 1st Main, 1st Stage, Hebbal Layout, Mysore, Mysore-570016, Karnataka

CIN -U24319KA2024PLC187437

Annexure - VIII **(INR in Lacs)**

Material Regrouping

In Statement of Profit and Loss

Particulars	For the Year ended on		For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the Year ended on
	31-03-2026	31-03-2025			31-03-2024
Profit After Tax as per Books of Accounts	**204.96**	**45.36**	**20.73**	**24.63**	**231.52**
Adjustment for provision of Depreciation	10.12	(18.27)	(14.29)	(3.98)	22.65
Adjustment for provision of Gratuity	-	-	-	-	-
Adjustment for provision of Income Tax	11.78	(20.12)	(16.82)	(3.31)	(81.09)
Adjustment for provision of Deferred Tax	(49.23)	28.82	28.95	(0.14)	(7.92)
Adjustment for provision of Interest on MSME	-	(4.37)	(4.37)	-	-
Profit After Tax as per Restated	**177.63**	**31.42**	**14.21**	**17.20**	**165.17**

Material Regrouping

In Statement of Assets & Liabilities

Particulars	For the Year ended on		For the Period June 07, 2024 to March 31, 2025	For the Period April 01, 2024 to June 06, 2024	For the Year ended on
	31-03-2026	31-03-2025			31-03-2024
Reserve & Surplus as per Books of Accounts	**225.70**	**20.73**	**20.73**	**-**	**-**
Adjustment in Profit & Loss Accounts					
~For Depreciation	(10.12)	18.27	14.29	3.98	(22.65)
~For Gratuity	-	-	-	-	-
~For Income Tax	(11.78)	20.12	16.82	3.31	81.09
~For Deferred Tax	49.23	(28.82)	(28.95)	0.14	7.92
~For Interest on MSME	-	4.37	4.37	-	-
Adjustment in Opening Balance	6.52	(7.43)	-	(7.43)	(66.35)
Reserve & Surplus as per Restated	**191.85**	**14.21**	**14.21**	**-**	**-**

LGC ENGINEERING LIMITED
(Formerly Known as LGC Engineering)
No. 1264, 1st Main, 1st Stage, Hebbal Layout,Mysore-570016, Karnataka
CIN -U24319KA2024PLC187437

NOTES FORMING A PART OF RESTATED FINANCIAL STATEMENTS

ANNEXURE-IX

Related Party Disclosures:-

A Names of related parties and related party relationship

Directors and Key Management Personnel

Mr. Arjun Krishna Shastry, Managing Director
Mrs. Geetha Krishna, Director
Mrs. Deepika Gerty Laxmi, Whole-time Director
Mr. Vasanth Kumar, Director
Mr. Ravi Shrichand Agrawal, Director
Mr. Ballagere Shankara Murthy Prasana Murthy, CFO
Ms. Sushma Budhia, Company Secretary*
Ms. Kanthanahalli Parvati Ramachandra#
**Resigned wef 25-07-2025*
#Appointed wef 01-04-2026

Relative of Directors:-

Mr. Chamarajanagar Ramaswamy Krishna	Father of Mr. Arjun Krishna Shastry

Enterprises owned or significantly influenced by key management personnel or their relatives:-

M/s Little Gas Company

(B) Transaction with Related Parties

(INR in Lacs)

Name of Related Parties	Nature of Transaction	31-03-2026	31-03-2025	31-03-2025	06-06-2024	31-03-2024
Mrs. Geetha Krishna	Loan	125.23	-	-	-	-
Mr. Arjun Krishna Shastry	Loan	10.82	-	-	-	-
Mr. Chamarajanagar Ramaswamy Krishna	Deposit	0.15	-	-	-	-
Mr. Ballagere Shankara Murthy Prasana Murthy	Advance to Employee	(0.87)	(1.00)	(1.00)	-	10.00
Mr. Arjun Krishna Shastry	Partners Remuneration	-	-	-	-	
Mrs. Deepika Gerty Laxmi	Partners Remuneration	-	-	-	0.90	5.40
Mrs. Deepika Gerty Laxmi	Directors Remuneration	5.83	4.99	4.99	-	-
M/s Little Gas Company	Purchase of Goods	72.95	57.35	46.01	11.24	56.98
Mr. Chamarajanagar Ramaswamy Krishna	Rent	0.24	-	-		
Mr. Ballagere Shankara Murthy Prasana Murthy	Salary	8.96	8.18	6.86	1.32	8.24
Sushma Budhia	Salary	0.60	0.75	0.75	-	-

Related Parties transaction Closing Balance

(INR in Lacs)

Name of Related Parties	Nature of Transaction	31-03-2026	31-03-2025	31-03-2025	06-06-2024	31-03-2024
Mrs. Geetha Krishna	Loan	125.23	-	-	-	-
Mr. Arjun Krishna Shastry	Loan	10.82	-	-	-	-
Mr. Chamarajanagar Ramaswamy Krishna	Deposit	0.15	-	-	-	-
Mr. Ballagere Shankara Murthy Prasana Murthy	Advance to Employee	8.12	9.00	9.00	10.00	10.00
Mr. Arjun Krishna Shastry	Partners Remuneration	-	-	-	-	-
Mrs. Deepika Gerty Laxmi	Partners Remuneration	-	-	-	-	-
Mrs. Deepika Gerty Laxmi	Directors Remuneration	1.05	0.90	0.90	-	-
M/s Little Gas Company	Purchase of Goods	15.79	20.62	20.62	14.70	16.06
Mr. Chamarajanagar Ramaswamy Krishna	Rent	0.02	-	-	-	-
Mr. Ballagere Shankara Murthy Prasana Murthy	Salary	0.76	0.66	0.66	0.66	0.66
Sushma Budhia	Salary	-	-	-	-	-

ANNEXURE –X

Statement of Dividends:-

No Dividend was declared by the company during stub period and last three Fianncial Year.

ANNEXURE –XI

Changes in the Significant Accounting Policies:-

There have been no changes in the accounting policies of the company for the periods covered under audit.

ANNEXURE –XII

Restated Statement of Contingent Liabilities and Commitments (to the extent not provided for):-

Particulars	31-03-2026	31-03-2025	31-03-2025	06-06-2024	31-03-2024
A. Contingent Liabilities					
(i) Claim against company not acknowledged as debt	NIL	NIL	NIL	NIL	NIL
(ii) Guarantees	NIL	NIL	NIL	NIL	NIL
B. Commitments	NIL	NIL	NIL	NIL	NIL

STATEMENT OF FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited/Restated Financial Statements and other documents of the issuer Company **LGC Engineering Limited,** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at **31st March 2026** are as mentioned below:

(Rs. In Lakhs)

Nature of Borrowing	Outstanding as on March 31, 2026
A. Fund Based	
- Secured Loan	998.62
- Unsecured Loan	136.05
B. Non-Fund Based	-
Total	**1,134.67**

A. Secured Loans

(Rs. In Lakhs)

Name of Lender	Date of Sanction	Type of Facility	Purpose	Repayment Terms	Rate of Interest p.a.	Sanctioned Amount	Outstanding as on 31/03/2026
State Bank of India	21.01.2025	Term Loan	Machinery & Building	73 Months	EBLR +4.00%	217.00	166.28
State Bank of India	21.01.2025	Term Loan	Roof Top Solar	69 Months	EBLR +0.70%	62.00	41.34
State Bank of India	21.01.2025	Term Loan	SME Car Loan	60 Months	EBLR +0.75%	14.00	10.30
State Bank of India	21.01.2025	SBI OD A/c	Cash Credit	-	EBLR + 4.00%	800.00	780.70
	Total of Secured Loan					**1,093.00**	**998.62**

Non-Fund Based:

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount	Outstanding as on 31/03/2026	Outstanding as on 31/03/2025
NA	NA	NA	NA	NA	NA
Total of Non-Fund Based Limits					
Total Limits (Fund Based + Non-Fund Based)					

Details Terms of Secured Loan:

1) Name of the Bank : State Bank of India
Facility : Term Loan (Machinery & Building)
Rate of Interest : EBLR +4.00%
Security Offered
Primary Security : Hypothecation of All Plant & Machineries
Secondary Security : Equitable Mortgage over Industrial property in the name of M/s LGC Engineering
Personal Guarantee : Promoters – Mr. Arjun K S, Mrs. Deepika G L & Smt. Geetha Krishna
Corporate Guarantee : NA
Any non-compliance of sanctioned Terms: NA

2) Name of the Bank : State Bank of India
Facility : Term Loan (Roof Top Solar)
Rate of Interest : EBLR +0.70%
Security Offered
Primary Security : Hypothecation of All Plant & Machineries
Secondary Security : Equitable Mortgage over the Industrial property in the name of M/s LGC Engineering
Personal Guarantee : Promoters – Mr. Arjun K S, Mrs. Deepika G L & Smt. Geetha Krishna
Corporate Guarantee : NA
Any non-compliance of sanctioned Terms: NA

3) Name of the Bank : State Bank of India
Facility : Term Loan (SME Car Loan)
Rate of Interest : EBLR +0.75%
Security Offered
Primary Security : Hypothecation over Hyundai Creta car with Reg. No. KA09MH8067
Secondary Security : NA
Personal Guarantee : Promoters – Mr. Arjun K S, Mrs. Deepika G L & Smt. Geetha Krishna
Corporate Guarantee : NA
Any non-compliance of sanctioned Terms: NA

4) Name of the Bank : State Bank of India
Facility : Cash Credit
Rate of Interest : EBLR +4.00%
Security Offered
Primary Security : Hypothecation of all Stock & Receivables, current & future assets
Secondary Security : Equitable Mortgage over the Industrial property in the name of M/s LGC Engineering
Personal Guarantee : Promoters – Mr. Arjun K S, Mrs. Deepika G L & Smt. Geetha Krishna
Corporate Guarantee : NA
Any non-compliance of sanctioned Terms: NA

B. Unsecured Loans:

(Rs. In Lakhs)

No	Name of Lender	Purpose	Re-payment Terms	ROI	Outstanding as on March 31, 2026
1.	Arjun Krishna Shastry	Business	Long-term Interest Free	-	10.82
2.	Geetha Krishna	Business	Long-term Interest Free	-	125.23
Total of Unsecured Loan					**136.05**

Annexure-B

Sl No	Lender	Date of Sanction	Loan Type	Facility	Purpose	Sanction Amount (in Lakhs)	Amount utilised till 30/09/26	Rate of Interest (p.a.)	Repayment Terms
1	State Bank of India	30-05-2026	Term Loan	WCTL ECLGS 5.0	Business Loan	160.00	160.00	8.65%	60 Months
2.	State Bank of India	30-06-2026	Term Loan	Vehicle Loan	SME Car Loan	17.00	17.00	9.15%	60 Months
					Total	**177.00**			

We hereby further confirm that all loan as mentioned above has been utilized for the purpose availed only as per the terms of sanction, as applicable.

The information for the issuance of this certificate is true and correct to the best of our knowledge and belief and nothing has been concealed or misrepresented. We confirm that any changes to the above that we may be aware of shall immediately be intimated to the Book Running Lead Manager till the date the Equity Shares of the Company commence trading on the Stock Exchange. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

Thanking You,

For Subek Agarwal & Associates,
Chartered Accountants
Firm's Registration No: 328737E

Sd/-

(Subek Agarwal)
Partner
Membership No. 304382
Place: Mysore
Date: 30/09/2026
UDIN: 26304382KLTTBR1481

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the financial year ended on 31st March 2026, 31st March 2025 and 31st March 2024 including the notes and significant accounting policies thereto and the reports thereon. These financial statements have been prepared in accordance with Ind GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated September 30, 2026 which is included in this Draft Red Herring Prospectus under the section titled ***"Restated Financial Statements"*** *beginning on page 193 of this Draft Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

You should also see the section titled ***"Risk Factors"*** *beginning on page 19 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under ***"Risk Factors"*** *and* ***"Forward Looking Statements"*** *beginning on pages 19 and 18 respectively, and elsewhere in this Draft Red Herring Prospectus.*

Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled ***"Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation"*** *beginning on page 16 of this Draft Red Herring Prospectus*

OVERVIEW

Established in 2012, LGC Engineering is a manufacturer of investment castings, offering solutions in steel components. The company caters to a diverse range of industries, including Automotive, Defence and Aerospace, Electrical, General Engineering, Infrastructure and Earth Moving, Medical, Oil and Gas, and Railway sectors. Its experience in manufacturing investment castings has enabled it to serve clients across industries with critical casting requirements.

Building on their extensive backgrounds in the industry, LGC Engineering initially focused on manufacturing precision casting products and expanded its capabilities over time. LGC Engineering has its own Lost Wax Casting unit, located in Tubinakere Industrial Area, which spans an area of 4,018 sq. mtr. (43,248.15 sq.ft.). This facility, which adheres to ISO 9001:2015 and PED certifications, serves as the backbone of the company's operations, enabling it to deliver quality, critical assemblies and sub-assembly product to the customers.

In line with its commitment to sustainability, LGC Engineering has installed a rooftop solar power system to reduce its reliance on conventional energy sources and support its manufacturing operations. The Company utilizes the solar power system to meet a portion of its energy requirements, reflecting its focus on improving energy efficiency and adopting sustainable practices. LGC Engineering has also received recognitions from its customers for its product quality and service standards, including an award from Automotive Axles in 2023, reinforcing its long-standing relationships with its customers.

Over the years, LGC Engineering has diversified its product range, with a primary focus on steel castings across various grades. The company focuses on quality and customer satisfaction and serves industries requiring engineered casting solutions.

Our Operational Presence:

- *Registered Office:* No.1264, 1st main, 1st stage, Hebbal Layout, Mysore - 570016, Karnataka.
- *Manufacturing Unit and Corporate Office:* No. 45 A, Tubinakere Industrial Area, Mandya - 571402, Karnataka.

Significant developments subsequent to the last Audited Period

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. March 31, 2026 as disclosed in this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on the SME Platform of BSE Ltd. (BSE SME) and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 24, 2026 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on September 02, 2026 authorized the Initial Public Offer.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability; and
- COVID-19 pandemic and similar circumstances.

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled ***"Restated Financial Statements"*** beginning from page 193 of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

FINANCIAL KPIs OF THE COMPANY:

(₹ in lakhs except percentage and ratios)

Particulars	31-03-2026	31-03-2025	31-03-2024
Total Income	2,970.01	1,453.41	2,749.32
Growth (%)	104.35%	-47.14%	-
Revenue from Operation	2,921.84	1,444.30	2,667.89
EBITDA (Operating Profit)	368.99	170.54	249.32
EBITDA Margin (%)	12.63%	11.81%	9.35%
PAT	177.63	31.42	165.17
Growth (%)	465.29%	-80.98%	-
PAT Margin (%)	5.98%	2.16%	6.01%
EPS (Basic & Diluted) - (As per end of Restated period)	3.99	0.71	3.58
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	3.99	0.71	3.58
Total Borrowings	1,134.67	1,076.86	1,027.10
Total Net Worth (TNW)	636.75	459.11	460.88
ROCE%	37.60%	21.35%	42.17%
RONW (%)	27.90%	6.84%	35.84%
Debt Equity Ratio (Total Borrowing/TNW)	1.78	2.35	2.23

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from the restated profit and loss accounts for the financial years ended on 31st March 2026, 31st March 2025 and 31st March 2024 and the components of which are also expressed as a percentage of total income for such periods.

(₹ in lakhs except as otherwise mentioned)

Particulars	For the FY ended					
	31-03-2026	**% of Total Income**	**31-03-2025***	**% of Total Income**	**31-03-2024**	**% of Total Income**
Income						
Revenue from Operations	2,921.84	98.38%	1,444.30	99.37%	2,667.89	97.04%
Other Income	48.16	1.62%	9.11	0.63%	81.44	2.96%
Total Income	**2,970.00**	**100.00%**	**1,453.41**	**100.00%**	**2,749.33**	**100.00%**
Expenditure						
Cost of Raw Materials Consumed	2,063.37	69.47%	644.63	44.35%	1,682.57	61.20%
Changes in Inventories of Finished Goods and Work-in-Progress	(402.95)	-13.57%	(224.72)	-15.46%	(140.33)	-5.10%
Employee Benefit Expenses	342.52	11.53%	438.33	30.16%	377.63	13.74%
Other Expenses	549.92	18.52%	415.53	28.59%	498.70	18.14%
Total Expenses	**2,552.86**	**85.95%**	**1,273.76**	**87.64%**	**2,418.57**	**87.97%**
Profit Before Interest, Depreciation and Tax	**417.15**	**14.05%**	**179.65**	**12.36%**	**330.76**	**12.03%**
Depreciation & Amortisation Expenses	37.59	1.27%	35.27	2.43%	16.79	0.61%
Profit Before Interest and Tax	**379.56**	**12.78%**	**144.37**	**9.93%**	**313.97**	**11.42%**
Financial Charges	109.49	3.69%	97.70	6.72%	59.79	2.17%
Profit before Taxation and Prior Period Items	**270.06**	**9.09%**	**46.68**	**3.21%**	**254.18**	**9.25%**
Prior Period Items	-	-	-	-	-	-
Profit before Taxation	**270.06**	**9.09%**	**46.68**	**3.21%**	**254.18**	**9.25%**
Provision for Taxation	45.72	1.54%	23.31	1.60%	81.09	2.95%
Provision for Deferred Tax	46.71	1.57%	(8.06)	-0.55%	7.92	0.29%
Total	**92.43**	**3.11%**	**15.25**	**1.05%**	**89.01**	**3.24%**
Profit After Tax but Before Extra-ordinary Items	**177.63**	**5.98%**	**31.42**	**2.16%**	**165.17**	**6.01%**
Extraordinary Items	-	-	-	-	-	-
Net Profit after adjustments	**177.63**	**5.98%**	**31.42**	**2.16%**	**165.17**	**6.01%**
Net Profit Transferred to Balance Sheet	**177.63**	**5.98%**	**31.42**	**2.16%**	**165.17**	**6.01%**

**March 31, 2025 numbers are considered for the full FY 2024-25 i.e. combined period of Partnership firm and Company.*

In the Fiscal 2026, Fiscal 2025 and Fiscal 2024, we generated total income of ₹ 2,970.00 Lakhs, ₹ 1,453.41 Lakhs and ₹ 2,749.33 Lakhs respectively, EBITDA (operating profit) of ₹ 368.99 Lakhs, ₹ 170.54 Lakhs and ₹ 249.32 Lakhs respectively and net profit after tax of ₹ 177.63 Lakhs, ₹ 31.42 Lakhs and ₹ 165.17 Lakhs respectively. We have reported Return on Net Worth of 27.90%, 6.84% and 35.84% for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively.

Revenue from operations decreased from ₹2,667.89 Lakhs in FY 2023-24 to ₹1,444.30 Lakhs in FY 2024-25, primarily on account of lower export orders, and thereafter increased to ₹2,921.84 Lakhs in FY 2025-26, marking an increase of ₹253.96 Lakhs (9.52%) over FY 2023-24 and of ₹1,477.55 Lakhs (102.30%) over FY 2024-25. Correspondingly, Profit After Tax (PAT) declined from ₹165.17 Lakhs in FY 2023-24 to ₹31.42 Lakhs in FY 2024-25 and increased to ₹177.63 Lakhs in FY 2025-26, as per the restated financial statements. The performance is primarily attributable to the revival of export orders and growth in domestic markets, and the resultant improvement in absorption of fixed costs. These factors are discussed in detail in this chapter.

Details of Revenue from Operations:

(₹ in lakhs)

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Revenue from Manufacturing Activities						
- Export Sales	1,493.01	51.10%	302.82	21.15%	1,360.23	50.99%
- Domestic Sales	1,425.93	48.80%	1,141.48	78.85%	1,302.14	48.81%
- Script Sales (Domestic)	2.90	0.10%	0	0.00%	5.52	0.21%
Revenue from Trading Activities	-	-	-	-	-	-
Revenue from Service Activities	-	-	-	-	-	-
Total	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

Details of Industry-wise Revenue:

(₹ in lakhs)

Industry	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Earth Moving	1,635.68	55.98%	412.46	28.56%	1,395.27	52.30%
Oil and Gas	425.00	14.55%	301.29	20.86%	164.25	6.16%
Automotive	298.77	10.23%	228.79	15.84%	236.40	8.86%
Railways	207.14	7.09%	52.50	3.64%	375.12	14.06%
General Engineering	194.04	6.64%	185.67	12.86%	211.77	7.94%
Electrical Switch Gear	94.60	3.24%	200.16	13.86%	200.93	7.53%
Medical	44.61	1.53%	36.54	2.53%	54.34	2.04%
Defence	12.08	0.41%	26.88	1.86%	24.29	0.91%
Infrastructure	7.02	0.24%	0.01	0.00%	-	0.00%
Scrip	2.90	0.10%	-	0.0%	5.52	0.21%
Total	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

Details of Geography-wise Revenue

(₹ in lakhs)

Geography	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Domestic (including Script Sales)	1,428.84	48.90%	1,138.85	78.85%	1,307.66	49.01%
Exports	1,493.01	51.10%	305.43	21.15%	1,360.23	50.99%
Total	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

Details of State-wise Turnover

(₹ in lakhs)

State	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Karnataka	460.33	32.22%	398.84	35.02%	515.12	39.39%
Tamil Nadu	737.05	51.58%	695.58	61.08%	472.58	36.14%
Andhra Pradesh	227.21	15.90%	35.63	3.13%	317.24	24.26%
Maharashtra	4.25	0.30%	8.25	0.72%	2.73	0.21%
Kerala	-	0.00%	0.56	0.05%	-	0.00%
Total	**1,428.84**	**100.00%**	**1,138.85**	**100.00%**	**1,307.66**	**100.00%**

Details of Export Turnover

(₹ in lakhs)

Country	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
United Kingdom	1,417.30	94.93%	221.24	72.43%	1,280.63	94.15%
Czech Republic	54.49	3.65%	72.86	23.85%	79.60	5.85%
United States of America	20.54	1.38%	11.33	3.71%	-	-
Romania	0.68	0.05%	-	-	-	-
Total	**1,493.01**	**100.00%**	**305.43**	**100.00%**	**1,360.23**	**100.00%**

Details of Sector-wise Turnover

(₹ in lakhs)

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Government	-	-	-	-	-	-
Private	2,921.84	100.00%	1,444.30	100.00%	2,667.89	100.00%
Total	**2,921.84**	**100.00%**	**1,444.30**	**100.00%**	**2,667.89**	**100.00%**

Details of Revenue from Top Customers

(₹ in lakhs)

Particulars	March 31, 2026		March 31, 2025		March 31, 2024	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Top 1 Customer	1,417.30	48.51%	221.24	15.32%	1,280.63	48.00%
Top 3 Customers	1,809.86	61.94%	598.68	41.45%	1,783.39	66.85%
Top 5 Customers	2,140.71	73.27%	885.00	61.28%	1,969.85	73.85%
Top 10 Customers	2,554.48	87.43%	1,169.13	80.95%	2,290.32	85.85%

Note: In % of total turnover of the respective year.

MAIN COMPONENTS OF PROFIT AND LOSS ACCOUNT

Total Income

Our total income comprises of Revenue from Operations and Other Income.

Revenue from Operations

Our revenue from operations is primarily generated from the sale of manufactured metal castings and engineering components to customers in India (domestic sales) and overseas (export sales). It also includes sale of duty credit scrips received under the export incentive schemes of the Government of India.

Other Income

Our other income comprises of Discount & Rebate, Duty Drawback, Forex Fluctuation, Interest on IT Refund, Export RODTAP , Packing & Forwarding Charges , Export Realisation Charges, Sundry Payable Written off.

Expenditure

Our total expenditure primarily consists of Cost of Raw Materials Consumed, Changes in Inventories of Finished Goods and Work-in-Progress, Employee Benefit Expenses, Finance Costs, Depreciation & Amortisation Expenses and Other Expenses.

Cost of Raw Materials Consumed

Cost of raw materials consumed comprises of the opening stock of raw materials plus purchases during the year less closing stock of raw materials.

Changes in Inventories of Finished Goods and Work-in-Progress

Changes in inventories of finished goods and work-in-progress represents the difference between the opening and closing stock of finished goods and work-in-progress during the year.

Employee Benefit Expenses

Employee benefit expenses comprise of Salaries, Bonus & Incentive, PF & ESIC Contribution, Staff Welfare, Directors/Partners Remuneration , Factory Wages, Gratuity.

Finance Costs

Finance costs comprise of Interest on Working Capital, Interest on Term Loans, Interest on Unsecured Loans and Loan Processing Fees.

Depreciation & Amortisation Expenses

Depreciation and Amortisation Expenses comprises of depreciation on the Tangible Assets and amortisation of Intangible Assets of our company.

Other Expenses

Other Expenses comprises of manufacturing and direct expenses such as Audit Fees, Accounting Charges, Advertisement, Branding & Publicity, Administrative Expenses, Bank Processing Fees, Commission & Charges, Consultancy Services, Conveyance, Discount Allowed¸ Domain Charges, Demat Accounting Charges, Compliance & Regulatory Charges¸ Festival Celebration Expenses, Forex Fluctuation, Fooding & Lodging, General Expenses, Insurance Expenses, Interest to MSME vendors, Interest on Statutory Dues, Legal Charges, Office Rent, Loss on Script Sale, Marketing Expenses, Membership, Registrations & Subscription, Preliminary Expenses, Professional Charges, Packing Expenses, Printing & Stationery, Power & Fuel Charges, Postage & Courier, Rent, Rates & Taxes, Rounded off, Sales Promotion, Security Charges¸ Travelling Expenses, Telephone Expenses, Vehicle Insurance, Web Design & Development, Repairs & Maintenance Expenses: General¸ Computers¸ Machinery Maintenance, Electrical Work,

Provision for Taxation

The provision for current tax is computed in accordance with relevant tax regulations. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2026 WITH FISCAL 2025

(INR in Lakhs)

Particulars	For the year ended 31-03-2026	% of Total Income	For the year ended 31-03-2025	% of Total Income	Total Increase/ (Decrease) in comparison to previous FY	% Increase/ (Decrease)	Reasons/ Justification for increase/ (decrease)
Income							
Revenue from Operations	2,921.84	98.38%	1,444.30	99.37%	1,477.55	102.30%	Refer Note-1
Other Income	48.16	1.62%	9.11	0.63%	39.05	428.67%	Refer Note-2
Total Income	**2,970.00**	**100.00%**	**1,453.41**	**100.00%**	**1,516.60**	**104.35%**	**Refer Note-3**
Expenditure							
Cost of Raw Materials Consumed	2,063.37	69.47%	644.63	44.35%	1,418.74	220.09%	Refer Note-4
Changes in Inventories of Finished Goods and Work-in-Progress	(402.95)	-13.57%	(224.72)	-15.46%	(178.23)	79.31%	Refer Note-5
Employee Benefit Expenses	342.52	11.53%	438.33	30.16%	(95.81)	-21.86%	Refer Note-6
Other Expenses	549.92	18.52%	415.53	28.59%	134.39	32.34%	Refer Note-7
Total Expenses	**2,552.86**	**85.95%**	**1,273.76**	**87.64%**	**1,279.09**	**100.42%**	

Particulars	For the year ended 31-03-2026	% of Total Income	For the year ended 31-03-2025	% of Total Income	Total Increase/ (Decrease) in comparison to previous FY	% Increase/ (Decrease)	Reasons/ Justification for increase/ (decrease)
Profit/(Loss) Before Interest, Depreciation, Exceptional & Extraordinary Items and Tax	**417.15**	**14.05%**	**179.65**	**12.36%**	**237.51**	**132.21%**	
Depreciation & Amortisation Expenses	37.59	1.27%	35.27	2.43%	2.32	6.57%	Refer Note-8
Profit/(Loss) Before Interest, Exceptional & Extraordinary Items and Tax	**379.56**	**12.78%**	**144.37**	**9.93%**	**235.19**	**162.90%**	
Financial Charges	109.49	3.69%	97.70	6.72%	11.79	12.07%	Refer Note-9
Profit/(Loss) before Exceptional & Extraordinary Items and Tax	**270.06**	**9.09%**	**46.68**	**3.21%**	**223.39**	**478.60%**	
Exceptional Item	-	-	-	-	-	-	
Extraordinary Item	-	-	-	-	-	-	
Profit before Taxation	**270.06**	**9.09%**	**46.68**	**3.21%**	**223.39**	**478.60%**	**Refer Note-10**
Provision for Taxation	45.72	1.54%	23.31	1.60%	22.41	96.14%	
Earlier Year Tax	-	-	-	-	-	-	
Provision for Deferred Tax	46.71	1.57%	(8.06)	-0.55%	54.77	N.A.	
Total	**92.43**	**3.11%**	**15.25**	**1.05%**	**77.18**	**506.00%**	**Refer Note-11**
Profit After Tax	**177.63**	**5.98%**	**31.42**	**2.16%**	**146.21**	**465.29%**	**Refer Note-12**
Net Profit Transferred to Balance Sheet	**177.63**	**5.98%**	**31.42**	**2.16%**	**146.21**	**465.29%**	

Note:1 –
Revenue from operations increased by ₹1,477.55 lakhs, or 102.30%, from ₹1,444.30 lakhs in Fiscal 2025 to ₹2,921.84 lakhs in Fiscal 2026. The increase was primarily driven by export sales, which increased by ₹1,190.20 lakhs, from ₹302.82 lakhs to ₹1,493.01 lakhs, on account of the revival of orders from outside India. Consequently, revenue from the earth moving segment increased from ₹412.46 lakhs to ₹1,635.68 lakhs. Domestic sales also increased by ₹284.46 lakhs, or 24.92%, from ₹1,141.48 lakhs to ₹1,425.93 lakhs, mainly on account of higher supplies to the railways segment (up from ₹52.50 lakhs to ₹207.14 lakhs, the oil and gas segment (up from ₹301.29 lakhs to ₹425.00 lakhs) and the automotive segment (up from ₹228.79 lakhs to ₹298.77 lakhs).

Note:2 –
Other income increased by ₹39.05 lakhs, or 428.67%, from ₹9.11 lakhs in Fiscal 2025 to ₹48.16 lakhs in Fiscal 2026, primarily on account of higher export incentives in line with the growth in export sales, i.e. Duty Drawback (up from ₹4.53 lakhs to ₹22.42 lakhs) and RoDTEP (up from ₹2.80 lakhs to ₹10.05 lakhs), and higher foreign exchange fluctuation gain (up from ₹0.90 lakhs to ₹11.82 lakhs). The Company also recovered packing and forwarding charges of ₹3.75 lakhs during the year (Nil in Fiscal 2025).

Note:3 –
Total income increased by ₹1,516.60 lakhs, or 104.35%, from ₹1,453.41 lakhs in Fiscal 2025 to ₹2,970.00 lakhs in Fiscal 2026, consequent to the increase in revenue from operations and other income discussed above.

Note:4 –
Cost of raw materials consumed increased by ₹1,418.74 lakhs, or 220.09%, from ₹644.63 lakhs in Fiscal 2025 to ₹2,063.37 lakhs in Fiscal 2026. Purchases of raw materials increased by ₹1,121.15 lakhs, from ₹806.84 lakhs to ₹1,927.99 lakhs, mainly due to increase in the purchase in line with higher production for supplying against the increased export orders. In addition, raw material inventory reduced from ₹367.98 lakhs to ₹232.60 lakhs, i.e. raw material stock of ₹135.38 lakhs carried from Fiscal 2025 was consumed during the year. As a percentage of total income, cost of raw materials consumed increased from 44.35% to 69.47%, primarily due to the higher share of export assemblies.

Note:5 –
Changes in inventories of finished goods and work-in-progress resulted in a net accretion to inventory of ₹402.95 lakhs in Fiscal 2026 as against ₹224.72 lakhs in Fiscal 2025, an increase of ₹178.23 lakhs. Closing finished goods increased from ₹425.78 lakhs to ₹760.57 lakhs and closing work-in-progress increased from ₹228.26 lakhs to ₹296.42 lakhs, as the Company maintained higher inventory levels in anticipation of higher orders in the coming periods.

Note:6 –
Employee benefit expenses decreased by ₹95.81 lakhs, or 21.86%, from ₹438.33 lakhs in Fiscal 2025 to ₹342.52 lakhs in Fiscal 2026, primarily due to a decrease in factory wages by ₹90.22 lakhs (from ₹205.49 lakhs to ₹115.27 lakhs). During Fiscal 2025, the Company had engaged additional workers and contract labour in anticipation of higher production, and during Fiscal 2026 no further increase in labour strength was required; further, a part of the contract unskilled labour was deployed on the civil construction of the factory building and such labour cost has been capitalised.

Note:7 –
Other expenses increased by ₹134.39 lakhs, or 32.34%, from ₹415.53 lakhs in Fiscal 2025 to ₹549.92 lakhs in Fiscal 2026, primarily due to higher production-linked expenses: radiography, heat treatment and other sub-contracting charges increased by ₹78.92 lakhs (from ₹68.40 lakhs to ₹147.32 lakhs); electricity charges increased by ₹22.21 lakhs (from ₹139.92 lakhs to ₹162.13 lakhs); freight charges increased by ₹18.89 lakhs (from ₹47.13 lakhs to ₹66.02 lakhs) in line with higher export shipments; and fuel charges increased by ₹17.60 lakhs (from ₹26.83 lakhs to ₹44.43 lakhs). Professional charges also increased by ₹15.69 lakhs (from ₹12.83 lakhs to ₹28.52 lakhs) and marketing expenses by ₹6.05 lakhs.

Note:8 –
Depreciation and amortisation expense increased by ₹2.32 lakhs, or 6.57%, from ₹35.27 lakhs in Fiscal 2025 to ₹37.59 lakhs in Fiscal 2026, primarily on account of a full year's depreciation on the assets capitalised during Fiscal 2025 and additions to fixed assets of ₹12.53 lakhs during the year.

Note:9 –
Finance costs increased by ₹11.79 lakhs, or 12.07%, from ₹97.70 lakhs in Fiscal 2025 to ₹109.49 lakhs in Fiscal 2026, primarily due to an increase in interest on working capital facilities by ₹16.14 lakhs (from ₹67.73 lakhs to ₹83.87 lakhs) on account of the higher working capital requirements of the increased scale of operations, and an increase in interest on term loans by ₹3.66 lakhs (from ₹21.96 lakhs to ₹25.62 lakhs). This was partly offset by the absence of loan processing fees (₹4.25 lakhs) and interest on unsecured loans (₹3.76 lakhs) incurred in Fiscal 2025.

Note:10 –
Profit before tax increased by ₹223.39 lakhs, or 478.60%, from ₹46.68 lakhs in Fiscal 2025 to ₹270.06 lakhs in Fiscal 2026, consequent to the increase in revenue discussed above. Total expenses (excluding depreciation and finance costs) increased by 100.42% as against the total income growth of 104.35%, and fixed costs such as employee benefit expenses, depreciation and finance costs did not increase in the same proportion. Also, the increase in Other Income contributed positively to the profit for the year.

Note:11 –
Total tax expense increased by ₹77.18 lakhs, or 506.00%, from ₹15.25 lakhs in Fiscal 2025 to ₹92.43 lakhs in Fiscal 2026. Current tax increased by ₹22.41 lakhs, from ₹23.31 lakhs to ₹45.72 lakhs, consequent to higher taxable profits. Further, the Company recognised a deferred tax charge of ₹46.71 lakhs in Fiscal 2026 on account of timing differences, as against a deferred tax credit of ₹8.06 lakhs in Fiscal 2025.

Note:12 –
Profit after tax increased by ₹146.21 lakhs, or 465.29%, from ₹31.42 lakhs in Fiscal 2025 to ₹177.63 lakhs in Fiscal 2026, and the PAT margin improved from 2.16% to 5.98% of total income. This increase was mainly due to increase in Profit before Tax as explained above.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2025 WITH FISCAL 2024

(INR in Lakhs)

Particulars	For the year ended 31-03-2025	% of Total Income	For the year ended 31-03-2024	% of Total Income	Total Increase/ (Decrease) in comparison to previous FY	% Increase/ (Decrease)	Reasons/ Justification for increase/ (decrease)
Income							
Revenue from Operations	1,444.30	99.37%	2,667.89	97.04%	(1,223.59)	-45.86%	Refer Note-1
Other Income	9.11	0.63%	81.44	2.96%	(72.33)	-88.81%	Refer Note-2
Total Income	**1,453.41**	**100.00%**	**2,749.32**	**100.00%**	**(1,295.92)**	**-47.14%**	**Refer Note-3**
Expenditure							
Cost of Raw Materials Consumed	644.63	44.35%	1,682.57	61.20%	(1,037.94)	-61.69%	Refer Note-4
Changes in Inventories of Finished Goods and Work-in-Progress	(224.72)	-15.46%	(140.33)	-5.10%	(84.39)	60.14%	Refer Note-5
Employee Benefit Expenses	438.33	30.16%	377.63	13.74%	60.69	16.07%	Refer Note-6
Other Expenses	415.53	28.59%	498.70	18.14%	(83.17)	-16.68%	Refer Note-7
Total Expenses	**1,273.76**	**87.64%**	**2,418.57**	**87.97%**	**(1,144.80)**	**-47.33%**	
Profit/(Loss) Before Interest, Depreciation, Exceptional & Extraordinary Items and Tax	**179.65**	**12.36%**	**330.76**	**12.03%**	**(151.11)**	**-45.69%**	
Depreciation & Amortisation Expenses	35.27	2.43%	16.79	0.61%	18.49	110.13%	Refer Note-8
Profit/(Loss) Before Interest, Exceptional & Extraordinary Items and Tax	**144.37**	**9.93%**	**313.97**	**11.42%**	**(169.60)**	**-54.02%**	
Financial Charges	97.70	6.72%	59.79	2.17%	37.91	63.41%	Refer Note-9
Profit/(Loss) before Exceptional & Extraordinary Items and Tax	**46.68**	**3.21%**	**254.18**	**9.25%**	**(207.50)**	**-81.64%**	
Exceptional Item	-	-	-	-	-	-	
Extraordinary Item	-	-	-	-	-	-	
Profit before Taxation	**46.68**	**3.21%**	**254.18**	**9.25%**	**(207.50)**	**-81.64%**	**Refer Note-10**
Provision for Taxation	23.31	1.60%	81.09	2.95%	(57.78)	-71.25%	
Earlier Year Tax	-	-	-	-	-	-	
Provision for Deferred Tax	(8.06)	-0.55%	7.92	0.29%	(15.97)	N.A.	
Total	**15.25**	**1.05%**	**89.01**	**3.24%**	**(73.75)**	**-82.86%**	**Refer Note-11**
Profit After Tax	**31.42**	**2.16%**	**165.17**	**6.01%**	**(133.75)**	**-80.98%**	**Refer Note-12**
Net Profit Transferred to Balance Sheet	**31.42**	**2.16%**	**165.17**	**6.01%**	**(133.75)**	**-80.98%**	

Note:1 –
Revenue from operations decreased by ₹1,223.59 lakhs, or 45.86%, from ₹2,667.89 lakhs in Fiscal 2024 to ₹1,444.30 lakhs in Fiscal 2025. The decrease was primarily on account of lower export sales, which declined by ₹1,057.41 lakhs, from ₹1,360.23 lakhs to ₹302.82 lakhs, due to a lower number of export orders. Consequently, revenue from the earth moving segment declined from ₹1,395.27 lakhs to ₹412.46 lakhs. Domestic sales also declined by ₹160.66 lakhs, or 12.34%, from ₹1,302.14 lakhs to ₹1,141.48 lakhs, mainly due to lower supplies to the railways segment (down from ₹375.12 lakhs to ₹52.50 lakhs), which was partly offset by growth in the oil and gas segment (up from ₹164.25 lakhs to ₹301.29 lakhs.

Note:2 –
Other income decreased by ₹72.33 lakhs, or 88.81%, from ₹81.44 lakhs in Fiscal 2024 to ₹9.11 lakhs in Fiscal 2025, primarily due to lower export-linked income consequent to the decline in export sales, i.e. foreign exchange fluctuation gain (down from ₹35.57 lakhs to ₹0.90 lakhs), Duty Drawback (down from ₹24.50 lakhs to ₹4.53 lakhs) and RoDTEP (down from ₹13.59 lakhs to ₹2.80 lakhs), and the absence of interest on income tax refund (₹7.70 lakhs in Fiscal 2024).

Note:3 –
Total income decreased by ₹1,295.92 lakhs, or 47.14%, from ₹2,749.32 lakhs in Fiscal 2024 to ₹1,453.41 lakhs in Fiscal 2025, consequent to the decrease in revenue from operations and other income discussed above.

Note:4 –
Cost of raw materials consumed decreased by ₹1,037.94 lakhs, or 61.69%, from ₹1,682.57 lakhs in Fiscal 2024 to ₹644.63 lakhs in Fiscal 2025. Purchases of raw materials decreased by ₹942.61 lakhs, from ₹1,749.45 lakhs to ₹806.84 lakhs, mainly due to lower purchases in line with the decline in export orders. Further, raw material inventory increased from ₹205.77 lakhs to ₹367.98 lakhs at the end of the year. As a percentage of total income, cost of raw materials consumed declined from 61.20% to 44.35% due to the lower share of export.

Note:5 –
Changes in inventories of finished goods and work-in-progress resulted in a net accretion to inventory of ₹224.72 lakhs in Fiscal 2025 as against ₹140.33 lakhs in Fiscal 2024, an increase of ₹84.39 lakhs. Closing finished goods increased from ₹281.82 lakhs to ₹425.78 lakhs and closing work-in-progress increased from ₹147.50 lakhs to ₹228.26 lakhs, as production continued at levels planned on the basis of the Fiscal 2024 while sales, particularly exports, declined.

Note:6 –
Employee benefit expenses increased by ₹60.69 lakhs, or 16.07%, from ₹377.63 lakhs in Fiscal 2024 to ₹438.33 lakhs in Fiscal 2025, primarily due to an increase in factory wages by ₹66.31 lakhs (from ₹139.18 lakhs to ₹205.49 lakhs), as the Company engaged additional workers and contract labour in anticipation of higher production and sales considering the turnover of Fiscal 2024, and the first-time recognition of gratuity liability of ₹22.06 lakhs based on actuarial valuation after the conversion of the firm into a company. Directors'/partners' remuneration also increased from ₹5.40 lakhs to ₹5.89 lakhs. This was partly offset by lower staff welfare expenses (down from ₹34.21 lakhs to ₹20.13 lakhs), salaries, bonus and incentive (down from ₹181.78 lakhs to ₹174.38 lakhs).

Note:7 –
Other expenses decreased by ₹83.17 lakhs, or 16.68%, from ₹498.70 lakhs in Fiscal 2024 to ₹415.53 lakhs in Fiscal 2025, primarily due to lower production and sales-linked expenses: fuel charges decreased by ₹56.59 lakhs (from ₹83.42 lakhs to ₹26.83 lakhs), discount allowed decreased by ₹16.90 lakhs (from ₹17.33 lakhs to ₹0.43 lakhs), electricity charges decreased by ₹13.51 lakhs (from ₹153.43 lakhs to ₹139.92 lakhs), professional charges decreased by ₹10.47 lakhs, machinery maintenance decreased by ₹9.38 lakhs, and packing and forwarding charges decreased by ₹6.14 lakhs. This was partly offset by one-time expenses in connection with the conversion of the firm into a company, including preliminary expenses of ₹6.75 lakhs, consultancy services of ₹7.10 lakhs and administrative expenses of ₹9.54 lakhs.

Note:8 –
Depreciation and amortisation expense increased by ₹18.49 lakhs, or 110.13%, from ₹16.79 lakhs in Fiscal 2024 to ₹35.27 lakhs in Fiscal 2025, on account of the capitalisation of the assets added during Fiscal 2024.

Note:9 –
Finance costs increased by ₹37.91 lakhs, or 63.41%, from ₹59.79 lakhs in Fiscal 2024 to ₹97.70 lakhs in Fiscal 2025, primarily due to an increase in interest on working capital facilities by ₹19.22 lakhs (from ₹48.51 lakhs to ₹67.73 lakhs), as the export packing credit facility (outstanding ₹417.98 lakhs as at March 31, 2024) was replaced by the cash credit/overdraft facility (outstanding increased from ₹262.26 lakhs to ₹808.18 lakhs), and an increase in interest on term loans by ₹10.91 lakhs (from ₹11.05 lakhs to ₹21.96 lakhs) on the term loans. The Company also incurred loan processing fees of ₹4.25 lakhs.

Note:10 –
Profit before tax decreased by ₹207.50 lakhs, or 81.64%, from ₹254.18 lakhs in Fiscal 2024 to ₹46.68 lakhs in Fiscal 2025, primarily due to the decline in revenue discussed above, while employee benefit expenses, depreciation and finance costs increased during the year, resulting in a decline in the profit before tax margin from 9.25% to 3.21% of total income.

Note:11 –
Total tax expense decreased by ₹73.75 lakhs, or 82.86%, from ₹89.01 lakhs in Fiscal 2024 to ₹15.25 lakhs in Fiscal 2025, consequent to the lower profits. Current tax decreased from ₹81.09 lakhs to ₹23.31 lakhs (comprising ₹6.50 lakhs for the period April 01, 2024 to June 06, 2024, when the business was carried on as a partnership firm, and ₹16.82 lakhs for the period June 07, 2024 to March 31, 2025), and the Company recognised a deferred tax credit of ₹8.06 lakhs as against a deferred tax charge of ₹7.92 lakhs in Fiscal 2024.

Note:12 –
Profit after tax decreased by ₹133.75 lakhs, or 80.98%, from ₹165.17 lakhs in Fiscal 2024 to ₹31.42 lakhs in Fiscal 2025, and the PAT margin declined from 6.01% to 2.16% of total income. The decrease in PAT is mainly due to the decrease in Profit before Tax as explained above.

DISCUSSION ON THE STATEMENT OF CASH FLOWS

The following table sets forth certain information relating to our Company's statement of cash flows for the periods indicated:

(₹ in lakhs)

PARTICULARS	For the Year Ended 31-03-2026	For the Year Ended 31-03-2025	For the Year Ended 31-03-2024
Net Cash Generated/(Used) From Operating Activities (A)	**198.49**	**116.53**	**118.45**
Net Cash Generated/(Used) From Investing Activities (B)	(141.20)	(42.20)	(405.10)
Net Cash Generated/(Used) From Financing Activities (C)	(51.69)	(81.12)	281.08
TOTAL	**5.60**	**(6.78)**	**(5.58)**

OPERATING ACTIVITIES

For the Year Ended March 31, 2026, net cash generated from operating activities was ₹ 198.49 Lakhs. This comprised of the profit before tax of ₹ 270.06 Lakhs, which was primarily adjusted for depreciation of ₹ 37.59 Lakhs, finance costs of ₹ 109.49 Lakhs and provision for gratuity of ₹ 2.65 Lakhs. The resultant operating profit before working capital changes was ₹ 419.80 Lakhs, which was primarily adjusted for an increase in inventories of ₹ 267.56 Lakhs, an increase in trade receivables of ₹ 57.41 Lakhs, a decrease in short-term loans and advances of ₹ 111.13 Lakhs, an increase in trade payables of ₹ 123.37 Lakhs, a decrease in other current liabilities of ₹ 121.46 Lakhs, an increase in short-term provisions of ₹ 46.12 Lakhs and other net working capital movements of ₹ (9.77) Lakhs, resulting in cash generated from operations of ₹ 244.21 Lakhs, and income tax of ₹ 45.72 Lakhs.

For the Year Ended March 31, 2025, net cash generated from operating activities was ₹ 116.53 Lakhs. This comprised of the profit before tax of ₹ 46.68 Lakhs, which was primarily adjusted for depreciation of ₹ 35.27 Lakhs, finance costs of ₹ 97.70 Lakhs and provision for gratuity of ₹ 22.06 Lakhs. The resultant operating profit before working capital changes was ₹ 201.71 Lakhs, which was primarily adjusted for an increase in inventories of ₹ 386.95 Lakhs, a decrease in trade receivables of ₹ 151.90 Lakhs, an increase in short-term loans and advances of ₹ 133.80 Lakhs, an increase in trade payables of ₹ 57.47 Lakhs, an increase in other current liabilities of ₹ 214.00 Lakhs, an increase in short-term provisions of ₹ 23.62 Lakhs and other net working capital movements of ₹ 11.89 Lakhs, resulting in cash generated from operations of ₹ 139.84 Lakhs, and income tax of ₹ 23.31 Lakhs.

For the Year Ended March 31, 2024, net cash generated from operating activities was ₹ 118.45 Lakhs. This comprised of the profit before tax of ₹ 254.18 Lakhs, which was primarily adjusted for depreciation of ₹ 16.79 Lakhs and finance costs of ₹ 59.79 Lakhs. The resultant operating profit before working capital changes was ₹ 330.76 Lakhs, which was primarily adjusted for an increase in inventories of ₹ 207.21 Lakhs, an increase in trade receivables of ₹ 137.61 Lakhs, an increase in short-term loans and advances of ₹ 60.48 Lakhs, a decrease in long-term loans and advances of ₹ 319.10 Lakhs, a decrease in other current liabilities of ₹ 94.44 Lakhs, an increase in short-term provisions of ₹ 80.78 Lakhs and other net working capital movements of ₹ (31.36) Lakhs, resulting in cash generated from operations of ₹ 199.54 Lakhs, and income tax of ₹ 81.09 Lakhs.

INVESTING ACTIVITIES

For the Year Ended March 31, 2026, net cash used in investing activities was ₹ 141.20 Lakhs, which comprised purchase of fixed assets of ₹ 12.53 Lakhs and expenditure on capital work-in-progress of ₹ 128.67 Lakhs.

For the Year Ended March 31, 2025, net cash used in investing activities was ₹ 42.20 Lakhs, which comprised purchase of fixed assets of ₹ 360.99 Lakhs (primarily factory building and rooftop solar plant), partly offset by capitalisation out of capital work-in-progress of ₹ 318.80 Lakhs.

For the Year Ended March 31, 2024, net cash used in investing activities was ₹ 405.10 Lakhs, which comprised purchase of fixed assets of ₹ 141.40 Lakhs (primarily plant and machinery) and expenditure on capital work-in-progress of ₹ 263.70 Lakhs.

FINANCING ACTIVITIES

For the Year Ended March 31, 2026, net cash used in financing activities was ₹ 51.69 Lakhs, which comprised finance costs paid of ₹ 109.49 Lakhs and net repayment of short-term borrowings of ₹ 48.89 Lakhs, partly offset by net proceeds from long-term borrowings of ₹ 106.69 Lakhs.

For the Year Ended March 31, 2025, net cash used in financing activities was ₹ 81.12 Lakhs, which comprised finance costs paid of ₹ 97.70 Lakhs, net repayment of long-term borrowings of ₹ 78.89 Lakhs and withdrawal of partners' capital of ₹ 33.18 Lakhs, partly offset by net proceeds from short-term borrowings of ₹ 128.65 Lakhs.

For the Year Ended March 31, 2024, net cash generated from financing activities was ₹ 281.08 Lakhs, which comprised net proceeds from long-term borrowings of ₹ 216.25 Lakhs, net proceeds from short-term borrowings of ₹ 112.33 Lakhs and capital introduced by partners of ₹ 12.29 Lakhs, partly offset by finance costs paid of ₹ 59.79 Lakhs.

AN ANALYSIS OF REASONS FOR THE CHANGES IN SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE IS GIVEN HEREUNDER:

1. ***Unusual or infrequent events or transactions***
   During Fiscal 2025, the partnership firm M/s. LGC Engineering was converted into a public limited company and the business of the firm was taken over by the Company as a going concern. Except as described above and in this Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***
   There are no significant economic changes that may materially affect or likely to affect income from continuing operations. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***
   Apart from the risks as disclosed under Section "Risk Factors" beginning on page 19 in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Expected Future changes in relationship between costs and revenues***
   Our Company's future costs and revenues will be determined by demand/supply situation, prices of raw materials, power and fuel, availability of labour, inflation, Government Policies and Taxation and Currency fluctuations.

5. ***Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices***
   Changes in revenue in the last financial years are as explained in the part "Comparison of the Financial Performance" above.

6. ***Total turnover of each major industry segment in which our Company operates***
   Our Company operates in a single business segment, i.e. manufacturing of metal castings and engineering components. The industry-wise break-up of our revenue from operations is provided under "Details of Industry-wise Revenue" above.

7. ***Status of any publicly announced New Products or Business Segment***
   Our Company has not announced any new product/business segment other than disclosed in this Draft Red Herring Prospectus.

8. ***Seasonality of business***
   Our business is not seasonal in nature.

9. ***Competitive conditions***
   Competitive conditions are as described under the Chapters "Industry Overview" and "Our Business" beginning on page 104 and 120 respectively of the Draft Red Herring Prospectus /Red Herring Prospectus/ Prospectus.

10. ***Details of material developments after the date of last balance sheet i.e. March 31, 2026***
    Except as mentioned in this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, including any outstanding action; or (v) other pending litigation as determined to be material by our Board as per the materiality policy adopted by our Board ("Materiality Policy") in each case involving our Company, Promoters, Directors and the Group Companies ("Relevant Parties").

For the purpose of material litigation in (v) above, our Board in its meeting held on September 30, 2026 has considered and adopted the following policy on materiality for identification of material outstanding litigation involving the Relevant Parties ("Materiality Policy"). In accordance with the Materiality Policy, all outstanding litigation, including any litigation involving the Relevant Parties, other than (i), (ii), (iii) and (iv) mentioned above, will be considered material if the aggregate amount involved exceeds (a), (b), (c) mentioned above as per the latest Restated Financial Statements.

The threshold limit as per SEBI ICDR amendments dated March 03, 2025:

a. *two percent of turnover, as per latest annual Restated Financial Statements of the issuer i.e., Rs.* ***58.44 Lakhs*** *or;*
b. *two percent of net worth, as per latest annual Restated Financial Statements of the issuer i.e., Rs.* ***12.73 Lakhs*** *or;*
c. *five percent of the average of absolute value of profit and loss after tax, as per the last three annual Restated Financial Statements of the issuer i.e., Rs.* ***124.74 Lakhs*** *or;*

The lower of all threshold limit as per above and materiality policy is Rs. ***12.73 Lakhs****, and the disclosure made in other pending litigation is in compliance with the above threshold limit.*

It is clarified that pre-litigation notices received by the Relevant Parties (excluding those notices issued by statutory/regulatory/tax authorities), unless otherwise decided by the Board, shall not be evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in the litigation proceedings before any judicial forum.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In accordance with the Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding 5% of the total trade payables as on the date of the latest Restated Financial Statements included in this Prospectus, shall be considered as 'material'. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

Unless stated to the contrary, the information provided below is as on the date of this Draft Red Herring Prospectus.

1. LITIGATION INVOLVING THE COMPANY

Outstanding Litigations against the Company

(a) Criminal proceedings against the Company

There are no outstanding criminal proceedings filed against the Company.

(b) Actions by statutory and regulatory authorities against the Company

There are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(c) Other material pending proceedings against the company

There are no outstanding material proceedings filed against the Company.

(d) Outstanding Dues from EPFO against the company

There are no outstanding dues from EPFO against the company.

(e) Outstanding Dues from ESIC against the company

There are no outstanding dues from ESIC against the company.

Outstanding Litigations by the Company

(a) Criminal proceedings by the Company

There are no outstanding criminal proceedings filed by the Company.

(b) Other material pending proceedings by the company

There are no outstanding material proceedings filed by the Company.

2. LITIGATION INVOLVING THE SUBSIDIARIES

As on Date of this Draft Red Herring Prospectus, there are no Subsidiaries of the Company.

3. LITIGATION INVOLVING THE PROMOTERS

Outstanding Litigations against the Promoters

(b) Criminal proceedings against the Promoters

There are no outstanding criminal proceedings filed against the Promoters.

(c) Actions by statutory and regulatory authorities against the Promoters

There are no outstanding actions by statutory or regulatory authorities initiated against the Promoters

(d) Other material pending proceedings against the Promoters.

There are no outstanding material proceedings filed against the Promoters.

Outstanding Litigations by the Promoters

(a) Criminal proceedings by the Promoters.

There are no outstanding criminal proceedings filed by the Promoters.

(b) Other material pending proceedings by the Promoters.

There are no outstanding material proceedings filed by the Promoters.

4. LITIGATION INVOLVING THE DIRECTORS

Outstanding Litigations against the directors

(a) Criminal proceedings against the directors

There are no outstanding criminal proceedings filed against the Directors

(b) Actions by statutory and regulatory authorities against the Directors

There are no outstanding actions by statutory or regulatory authorities initiated against the Directors.

(c) Other material pending proceedings against the Directors

There are no outstanding material proceedings filed against the Directors.

***Outstanding Litigations by the* Directors**

(a) Criminal proceedings by the Directors

There are no outstanding criminal proceedings filed by the Directors.

(b) Other material pending proceedings by the Directors

There are no outstanding material proceedings filed by the Directors.

5. LITIGATION INVOLVING THE GROUP COMPANIES

As on date of this Draft Red Herring Prospectus, there are no group companies of the company.

6. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Except as mentioned below, as on date of this Draft Red Herring Prospectus, there are no pending criminal proceedings or actions by regulatory authorities and statutory authorities involving our Key Managerial Personnel and Senior Management.

Cyient DLM Private Limited represented by Company secretary Mrs. Parvathi K R Vs. OPTO Circuits (India) Limited Represented by Its Managing Director Mr. G C Samadas, OPTO Circuits (India) Limited Represented by Its Authorized Signatory, Law Court Complex, Mysuru, C.C./8527/2021.

Note*: Our Key Managerial Personnel (Company Secretary, Mrs. Parvathi K.R.) has not received the petition or any documents related to this case, as she has resigned from Cyient DLM Private Limited.*

Tax Proceedings/ Claims

Nature of Case	Number of Case	Amount involved (in ₹ Lakhs)
Litigation involving the Company		
Direct Tax		
Income Tax (Outstanding Demand)	01	2.49
Income Tax (E-proceedings)	NIL	NIL
TDS	NIL	NIL
Indirect Tax		
GST (Outstanding Demand)	NIL	NIL
GST (Notices and Orders)	NIL	NIL
Service Tax	NIL	NIL
Litigation involving the Promoters		
Direct Tax		
Income Tax (Outstanding Demand)	03	0.33
Income Tax (E-proceedings)	NIL	NIL
Indirect Tax		
GST (Outstanding Demand)	NA	NA
GST (Notices and Orders)	NA	NA
Litigation Involving the Directors (Other than Promoters)		
Direct Tax		
Income Tax (Outstanding Demand)	01	0.08
Income Tax (E-proceedings)	NIL	NIL
Indirect Tax		
GST (Outstanding Demand)	NA	NA
GST (Notices and Orders)	NA	NA

Litigation involving the Company [LGC Engineering Partnership Firm]:

Direct Tax (Income Tax, Outstanding Demand):

1. *A demand was raised against LGC Engineering Firm vide Demand Reference Number 20202018370079062 11T for the assessment year 2018-19 under section 143(1)(a) of the Income Tax Act, 1961, on 25th June 2020 for an amount involving Rs. 2,49,189- (Outstanding Demand Amount- Rs. 1,29,230/- + Accrued Interest- Rs. 1,19,959/-).*

As on date of this Draft Red Herring Prospectus, no action taken by the tax payer and the matter is still pending.

Litigation involving the Promoters:

Direct Tax (Income Tax, Outstanding Demand):

1. *A demand was raised against Ms. Deepika Gerty Laxmi vide Demand Reference Number 20242023373246138 36T for the assessment year 2023-24 under section 143(1)(a) of the Income Tax Act, 1961, on 29th October 2024 for an amount involving Rs. 28,355/- (Outstanding Demand Amount- Rs. 22,940/- + Accrued Interest- Rs. 5,415/-).*

   As on date of this Draft Red Herring Prospectus, no action taken by the tax payer and the matter is still pending.

2. *A demand was raised against Ms. Deepika Gerty Laxmi vide Demand Reference Number 20252025374271968 61T for the assessment year 2025-26 under section 143(1)(a) of the Income Tax Act, 1961, on 03rd January 2026 for an amount involving Rs. 5,038/- (Outstanding Demand Amount- Rs. 4,670/- + Accrued Interest- Rs. 368/-). As on date of this Draft Red Herring Prospectus, the demand is still pending.*

Litigation Involving the Directors (Other than Promoters)

Direct Tax (Income Tax (Outstanding Demand))

1. *A demand was raised against Anmol Goyal vide Demand Reference Number 20252024378168879 0T for the assessment year 2024-25 under section 154 of the Income Tax Act, 1961, on 19th September 2024 for an amount involving Rs. 8,884/- (Outstanding Demand Amount- Rs. 7,180/- + Accrued Interest- Rs. 1,704/-).*

   As on date of this Draft Red Herring Prospectus, no action taken by the tax payer and the matter is still pending.

7. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities regarding payments to our Creditors. Details of amounts due to these creditors are available on our Company website.

Below are the details of Creditors with outstanding amounts as on March 31, 2026.

(*₹ in Lakhs)*

Particulars	No. of Creditors	Amount
Total Outstanding dues to MSME creditors	36	129.47
Total Outstanding dues to Creditors other than MSME	90	260.35
Total	**126**	**389.82**
Material Creditors	4	179.80

For further details, refer to the section titled "***Financial Information- Restated Financial Statements***" on page 193 of this Draft Red Herring Prospectus.

Material Developments occurring After Last Balance Sheet Date

Except as disclosed in the Chapter titled "***Management's Discussion & Analysis of Financial Conditions & Results of Operations***" beginning on page 197 of this Draft Red Herring Prospectus, no material developments have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has its business located at the following locations:

Sr. No.	Location	Usage
1.	No. 1264, 1st Main, 1st Stage, Hebbal, Mysuru, Karnataka - 570016	Registered Office
2.	Plot No. 45A, KIADB Industrial Area, Tubinakere, Mandya Taluk, Mandya District, Karnataka	Manufacturing Unit and Corporate Office

I. Material approvals in relation to the Offer

a. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on August 24, 2026 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

b. The Shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on September 02, 2026 authorized the Issue.

c. Our Company has received an in-principle approval from the BSE Limited dated [●] for listing of Equity Shares issued pursuant to the Issue.

d. Our Company's ISIN is **"INE16QE01013"**.

II. Material approvals in relation to the Company and subsidiaries#

A. Material approvals in relation to incorporation

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Incorporation in the name of ***"LGC Engineering Limited"*** (Conversion under Part I of Chapter XXI of the Companies Act, 2013)	U24319KA2024PLC187437	Companies Act, 2013	Registrar of Companies-Central Registration Centre	April 15, 2024	Till Cancelled

B. Material approvals in relation to the business

Our Company requires various approvals and/or licenses to carry on our business. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

Description	Applicable Laws	Authority	Registration/ Certificate Number	Date of Issue/ Renewal	Date of Expiry
Consent for Operation (CFO) - Water & Air	Water (Prevention & Control of Pollution) Act, 1974 & Air Act, 1981	Karnataka State Pollution Control Board	AW-355019	July 24, 2026	September 30, 2029
Shops & Establishment Certificate**	Karnataka Shops & Commercial Establishments Act, 1961	Department of Labour	MY4/4/S/0114/2026	July 27, 2026	December 31, 2030
Electricity Sanction Certificate Estimate for APS to additional load of 200 KVA HT Installation (Exi 250 KVA + Pro 200 KVA= 450 KVA) bearing RR no. AMHT-111*	Electricity Act, 2003	Electrical Inspectorate, Government of Karnataka	EEE/AEE(O)/AET/2023-24/MDY-DIV/2051	September 01, 2023	Till Cancelled
Importer- Exporter Code (IEC)	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade (DGFT)	AAFCL7983H	May 28, 2024	Valid Until Cancelled
LEI Certificate	Payment and Settlement Systems Act, 2007	LEI Register India Private Limited	984500936F54BJ5C6E98	May 24, 2024	May 27, 2027
MSME Registration-Udyam Registration	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprise	UDYAM-KR-22-0080390	April 24, 2026	Till Cancelled
Trade License#	Karnataka Municipalities Act, 1964 read with the Karnataka Municipalities Fiscal Rules, 1965 (Rule 61(1), K.M.F. No. 31)	Mysuru City Corporation (Mysuru Mahanagara Palike), Government of Karnataka	MYS-TL-609693-2026-27	April 01, 2026	March 31, 2027

***Issued for the registered office situated at No.1264, 1st main, 1st stage, Hebbal Layout, Mysore - 570016, Karnataka.*
**Issued in the name of LGC Engineering (Partnership Firm). The Company has applied for change of name to LGC Engineering Limited, and the process is currently underway.*

C. Tax Related Approvals

Description	Applicable Laws	Authority	Registration/ Certificate Number	Date of Issue/ Renewal	Date of Expiry
Permanent Account Number [PAN]	AAFCL7983H	Income Tax Act, 1961	Income Tax Department	April 15, 2024	Till Cancelled
Tax Deduction Account Number (TAN)	BLRL10681G	Income Tax Act, 1961	Income Tax Department	April 15, 2024	Till Cancelled
Goods and Service Tax (Karnataka)	29AAFCL7983H1ZU	Central Goods and Service Tax Act, 2017	Central Board of Indirect Taxes & Customs	May 03, 2024	Till Cancelled
Professional Tax Enrolment Certificate	1093984242	Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976	Commercial Taxes Department	July 13, 2024	Till Cancelled
Professional Tax Registration Certificate	325182970	Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976	Commercial Taxes Department	--	--

D. Labour and Commercial Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue/Renewal	Date of Expiry
1.	ESIC Registration Certificate	Employees' State Insurance Corporation	Employees' State Insurance Act, 1948	73000409910000602	May 01, 2024	Valid Until Cancelled
2.	EPFO Registration Certificate	Employees Provident Fund Organization	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	KNMYS3260013000	April 18, 2024	Valid Until cancelled
3.	Factory License	Factories, Boilers, Industrial Safety and Health Department, Government of Karnataka	Factories Act, 1948	MYMD-379	January 01, 2026	December 31, 2027
4.	Contract Labour Certificate	Department of Labour, Government of Karnataka	The Contract Labour (Regulation and Abolition) Act, 1970	ALC-MY/CLA/P-11223957/2024-25	September 01, 2026	April 04, 2028

E. Quality Related Approvals

Sr. No.	Description	Registration/ License No.	Nature of Registration	Authority	Date of Issue	Date of Expiry
1.	ISO 9001:2015	IND10024394962	Certificate of Management System. Scope: Manufacture and supply of Alloy Steel, Stainless Steel Investment Castings in as Cast & Machined Conditioned	TUV NORD Systems GmbH & Co. KG	March 30, 2024	March 29, 2027
2.	PED Certificate	TN/PED-4-3/22463/26	Quality Management System for manufacturers of material for pressure equipment	TUV NORD Systems GmbH & Co. KG	February 2026	February 2029

[#]*As on the date of this Draft Red Herring Prospectus, our Company does not have any Subsidiaries.*

III. Material approvals applied for but not received

As on the date of this Draft Red Herring Prospectus, there are no material approvals which have been applied for by our Company but not received.

IV. Material approvals expired and renewal to be applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals that have expired or for which renewal applications have been made and are pending.

V. Material approvals required but not obtained or applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals required for the business operations that have not been obtained or applied for.

VI. Intellectual Property Related Approvals

Trademark

Trademark	Class	Nature of Trademark / Copyright	Owner	Application Number and Date	Status
	6#	Device	LGC Engineering Limited	Application Number- 7815115 Date- June 25, 2026	Ready for examination

#*Description of classes:*
Class 6– Common metals and their alloys; metal building materials.

Patent

Detail of Invention	Registration No./ Application No.	Application Type and Field of Invention	Date of Issue/Application	Status
Fused Silica Zircon Flour for Investment Casting Foundries	202441055929	Ordinary Application Metallurgy	23-07-2024	First examination report received

VII. The Details of Domain Name registered in the name of the company:

Domain Name	Registry Domain ID	Creation Date	Expiry Date
https://lgceng.com/	2923529547_DOMAIN_COM-VRSN	October 08, 2024 Updated on November 27, 2025	October 08, 2029

GROUP COMPANIES OF OUR COMPANY

Pursuant to a resolution dated September 30, 2026, our Board formulated a policy for identification of group companies ("**Materiality Policy**") and has noted that in accordance with the SEBI ICDR Regulations and for the purpose of disclosure in this Draft Red Herring Prospectus, a company shall be considered and disclosed as a Group Company if the companies with which there were related party transactions (in accordance with AS 18), as disclosed in the Restated Financial Statements as included in this Draft Red Herring Prospectus.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, there are no company/ entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/entity ("**Group Company**").

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER AND DETAILS OF RESOLUTION PASSED FOR THE ISSUE

Corporate Approvals

1. The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held August 24, 2026 on under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.

2. The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on September 02, 2026 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

3. Our Board has approved the Draft Red Herring Prospectus through its resolution dated September 30, 2026.

4. Our Company has received In-principal approval from BSE vide their letter dated [●] to use the name of BSE in this Draft Red Herring prospectus for listing of the Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.

Authorisation by the Selling Shareholders

The Issue consists of Fresh Issue of 19,72,000 equity shares and Offer for Sale and 3,50,000 equity shares of Face Value of Rs. 10/- each at a price of Rs. [●]/- per share aggregating to Rs. [●] Lakhs for fresh issue and Rs. [●] Lakhs for Offer for Sale.

The Promoter Selling shareholder has confirmed and authorised the transfer of proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of Shareholders	Category	Authorization Letter Date	No. of Equity Shares Held	No. of Shares offered by OFS	% of pre-issue paid-up equity share capital
Arjun Krishna Shastry	Promoter	September 02, 2026	22,21,832	3,50,000	7.87%

The Promoter Selling Shareholder confirms and undertakes that his Offered Shares has been held by him for a continuous period of at least one year prior to the filing of the Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations, subject to the exemption for bonus shares pursuant to the provisions of Regulation 8(c) of the SEBI ICDR Regulations.

In-principle Listing Approval

Our Company has received In-principal approval from BSE vide their letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of the Equity Shares on the SME Platform of BSE Limited.

BSE Limited is the Designated Stock Exchange.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, our Promoters, Promoter Group, Selling Shareholder, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on page 209 of this Draft Red Herring Prospectus.

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, Selling Shareholder, members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

Directors associated with the securities market in any manner. If yes, any outstanding action against them initiated by the Board in the past five years.

None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors in the past 5 years except as disclosed in this Draft Red Herring Prospectus.

Confirmation on Unlisted Issuer

Our Company is an ***"Unlisted Issuer"*** in terms of the SEBI (ICDR) Regulations; and this Issue is an ***"Initial Public Issue"*** in terms of the SEBI (ICDR) Regulations.

Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board;
- Neither our promoters, selling shareholder, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board;
- Neither our Company, or our Promoter, or our directors is a Wilful Defaulters or Fraudulent Borrowers;
- Neither our Promoter nor any of our directors is declared as Fugitive Economic Offender; We confirm that there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer: Provided that the provisions of this clause shall not apply to: (i) outstanding options granted to employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with the Companies Act, 2013, the relevant Guidance Note or accounting standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013, in this regard;
  (ii) fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of Book Building Process issues), as the case may be.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be less than or equal to Rupees Ten Crores, and can issue Equity Shares to the public and propose to list the same on the ***SME Platform of BSE Limited***.

We further confirm that:

i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.

ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to two hundred (200), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Book Running Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the Book Running Lead Manager will also submit a due diligence certificate as per Form A of Schedule V to which the site visit report will also be annexed, including additional confirmations as provided in Form G of Schedule V along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Book Running Lead Manager and the SME Platform of BSE Limited.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall also be furnished to the SEBI in a soft copy.

iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated **[●]** with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Limited.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE Limited, which are as under:

- ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated on April 15, 2024 under the Companies Act, 2013 in India.

- ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the company will be ₹ 6.42 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25 crores.

- ***Net worth of at least Rs. 1 crore for 2 preceding full financial years:***

As per restated financial statement, the net-worth of the company is ₹ 6.42 crores as on March 31, 2026 and ₹ 4.59 crores as on March 31, 2025. So, the company has fulfilled the criteria of having net-worth of at least ₹ 1.00 crores for 2 preceding full financial years. The details are as mentioned below:

₹ in lakhs

Details	31-03-2026	31-03-2025
Paid-up share capital	444.90	444.90
All reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation	191.85	14.21
Total	636.75	459.11

So, the company has fulfilled the criteria of net worth of at least 1 crore for 2 preceding full financial years.

"Net Worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation;

❖ ***Net Tangible Assets should be ₹ 3 crores in last preceding (full) financial year***

As per restated financial statement, the net tangible assets of the company were ₹ 6.36 crores as on March 31, 2026. So, the company has fulfilled the criteria of having net tangible assets of at least ₹3.00 crores in last preceding full financial years. The details are as mentioned below:

₹ in lakhs

Details	31-03-2026
Total Assets	2,540.36
Less: Long Term Liabilities	372.73
Less: Short Term Liabilities	1,530.88
Net Assets	**636.75**
Less: Intangible Assets	0.59
Net Tangible Assets	**636.16**

"Net Tangible Assets" mean the sum of all net assets of the issuer, excluding intangible assets as defined in Accounting Standard 26 (AS 26) or Indian Accounting Standard (Ind AS) 38, as applicable, issued by the Institute of Chartered Accountants of India;

❖ ***Track Record: The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years. In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: Provided that the restated financial statements of the issuer company prepared post conversion shall be in accordance with Schedule III of the Companies Act, 2013.***

Our Company was originally formed as a Partnership Firm in the name of "LGC Engineering" on October 15, 2012 in the State of Karnataka. Subsequently, our Partnership Firm was converted into a Public Limited Company under the provisions of Part I of Chapter XXI of the Companies Act, 2013 as "LGC Engineering Limited" vide Certificate of Incorporation consequent upon conversion from Partnership Firm to Public Company dated April 15, 2024 bearing Corporate Identification Number U24319KA2024PLC187437 issued by the Registrar of Companies, Central Registration Centre. Accordingly, considering the track record of the erstwhile Partnership Firm and our Company, the entity has a combined track record of more than three years. Further, our Company has been in existence for one full financial year prior to the filing of this Draft Red Herring Prospectus. Therefore, our Company complies with the aforesaid eligibility requirement.

❖ ***Earnings before Interest, Depreciation and Tax (EBIDT): The company should have operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date.***

The Issuer Company is having operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date. So, the company has fulfilled these criteria. The details are as mentioned below:

(₹ in Lakhs)

Particulars	31-03-2026	31-03-2025	31-03-2024
Net Profit as Restated	**177.63**	**31.42**	**165.17**
Add: Depreciation	37.56	35.27	16.79
Add: Interest Expenses	109.49	97.70	59.79
Add: Tax Expenses	92.43	15.25	89.01
Less: Other Income	(48.16)	(9.11)	(81.44)
EBIDT (Operating Profit)	**368.96**	**170.54**	**249.32**

In terms of regulation 229(6) of SEBI ICDR, 2018 as amended, we hereby confirm that the issuer had minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least two out of the three previous financial years.

❖ ***Leverage ratio of the company is not more than 3:1.***

As per restated financials, the leverage ratio (Debt Equity ratio) of our company is 1.78 which is less than 3:1. The details are as mentioned below:

(Amount Rs. In Lakhs, except ratio)

Particulars	31-03-2026
Total Borrowings (Debt)	1,134.67
Total Net Worth (TNW) (Shareholders fund)	636.75
Debt Equity Ratio (Total Borrowing/TNW)	1.78

- **Disciplinary action:** We hereby confirm that;

  - There is no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.

  - The Promoter(s) or directors are not the promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and there is no applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

  - Directors are not disqualified/ debarred by any of the Regulatory Authority.

- **Default:** There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the Bidder company, promoters/ promoting company(ies), Subsidiary Companies.

- **Name Change: In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name or the activity suggesting name should have contributed to at least 50% of the revenue, calculated on a restated and consolidated basis, for the preceding one full financial year.**

  The Company has not changed its name in the last one year.

- **The composition of the board should be in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval**

  The Company is in compliance with the requirements of the Companies Act, 2013, w.r.t. the composition of the Board of the Company at the time of seeking in-principle approval for Draft Red Herring Prospectus and shall be in continuous compliance.

- **Other Requirements:** We further confirm that;

  1) The Issuer Company has a live and operational website i.e., https://lgceng.com/.

  2) All specified *securities held by the Promoters, Promoter Group, Selling Shareholders, Directors, Key Managerial Personnel, Senior Management, Qualified Institutional Buyers, Employees, Shareholders holding SR equity shares, entities regulated by Financial Sectoral Regulators are held in dematerialized form.

     **As on the date of this Draft Red Herring Prospectus, 99.88% of the pre-issue shareholding held by Promoters, Promoter Group and Selling Shareholders and remaining 0.12% of pre-issue shareholding held by individual public shareholders.*

  3) Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated September 30, 2024, and National Securities Depository Limited dated September 25, 2024, for establishing connectivity.

  4) There is no change of complete promoter of the issuer or there are no new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, in the preceding one year from date of filing application to BSE for listing on SME Platform of BSE Limited.

  5) The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in principle approval.

  6) The Net worth computation has been calculated as per the definition given in SEBI (ICDR) Regulations.

  7) The Company has not been referred to NCLT under IBC.

8) There is no winding up petition against the company, which has been admitted by the court.

9) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

10) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the Bidder company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform. BSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated September 25, 2024 with NSDL and agreement dated September 30, 2024 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue share capital of our Company are fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The Equity Shares held by the following are in the dematerialised form prior to the filing of the Draft Red Herring Prospectus:
  - the promoters - applicable
  - the promoter group - applicable
  - the selling shareholder(s) - applicable
  - the directors - applicable
  - the key managerial personnel - applicable
  - the senior management – not holding any shares
  - qualified institutional buyer(s) – not holding any shares
  - employees – not holding any shares
  - shareholders holding SR equity Shares – not applicable
  - entities regulated by Financial Sector Regulators – not holding any shares
- There is an offer for sale by selling shareholders.
- The shares being offered for sale by selling shareholder shall not exceed fifty per cent of such selling shareholders' pre-issue shareholding on a fully diluted basis – Complied.
- The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size – Complied.
- The Objects of our Company does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:

- The amount for general corporate purposes, as mentioned in objects of the issue in the Draft Red Herring Prospectus does not exceed fifteen per cent (15%) of the amount being raised by our Company or ₹ 10 crores, whichever is lower.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT AND EACH OF THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER AND THE SELLING SHAREHOLDER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE* A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

   A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;

   B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

   C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO

LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.

6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.

7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – ***NOT APPLICABLE***

8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – ***NOTED FOR COMPLIANCE***

9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

10. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:

    A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

    B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

11. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

12. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

13. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

14. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

15. WE ENCLOSE SITE VISIT REPORT OF THE ISSUER PREPARED BY THE BOOK RUNNING LEAD MANAGER.

ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME PLATFORM OF BSE LIMITED.

(1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED DRAFT RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - ***NOTED FOR COMPLIANCE***.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - ***NOT APPLICABLE***.

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 260 AND 261 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- ***NOTED FOR COMPLIANCE***.

** As per the amended provision of SEBI ICDR Regulations 2018 for SME IPO,*
1) The Offer document is not required to be filed with SEBI. The issuer shall file a copy of the offer document with the Board (SEBI) through the lead manager(s), immediately upon filing of the offer document with the Registrar of Companies and The Board (SEBI) shall not issue any observation on the offer document.
2) The due diligence certificate is now required to be filed with SME Exchange, and not to the Board (SEBI).

DISCLAIMER FROM OUR COMPANY, PROMOTERS, DIRECTORS, SELLING SHAREHOLDERS AND BOOK RUNNING LEAD MANAGER

Our Company, the selling shareholders and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information, including our Company's website, https://lgceng.com/ or the website of any affiliate of our Company, would be doing so at his or her own risk. It is clarified that neither the Selling Shareholder, nor their affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholder in relation to itself and/or the Equity Shares offered by him through the Offer for Sale.

DISCLAIMER CLAUSE OF THE SELLING SHAREHOLDER

The Selling Shareholder will be severally responsible for the respective statements confirmed or undertaken by it in this Draft Red Herring Prospectus in relation to itself and its respective portion of the offered shares.

NOTE:

Investors that apply in this offer will be required to confirm and will be deemed to have represented to our company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire equity shares of our company and will not offer, sell, pledge or transfer the equity shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire equity shares of our company. Our company, the underwriter and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising. Any investor on whether such investor is eligible to acquire equity shares of our company.

CAUTION

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the BRLM (Finshore Management Services Limited), Selling Shareholder and our Company on September 26, 2026 and the Underwriting Agreement dated [●], entered into between the Underwriters and our Company and the Market Making Agreement dated [●], entered into among the Market Maker, BRLM, Selling Shareholder and our Company.

All information shall be made available by our Company, Selling Shareholder and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates, for which they have received and may in future receive compensation.

The Selling Shareholder, severally and not jointly, is providing information in this Draft Red Herring Prospectus only in relation to itself as a selling shareholder and its respective portion of the Offered Shares, and the Selling Shareholder, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a selling shareholder and its respective portion of the Offered Shares in this Draft Red Herring Prospectus.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in ***Mysore, Karnataka*** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE SELLING SHAREHOLDER

The Selling Shareholder will be responsible for the respective statements confirmed or undertaken by it in this Draft Red Herring Prospectus in relation to itself and its respective portion of the offered shares. Note: Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company.

Our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer. The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Group Company, the Selling Shareholder, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

ELIGIBILITY AND TRANSFER RESTRICTIONS

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues 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 Issued or sold, and Bidders may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Bidder where required agrees that such Bidder will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited ("BSE") has vide its letter dated [●] given permission to "LGC Engineering Limited" to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform ("SME platform") the company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; or

ii. warrant that this company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.

iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai

LISTING

The Equity Shares of our Company are proposed to be listed on the SME Platform of BSE Limited. Our Company has obtained In-principle approval from BSE by way of its letter dated [●] for listing of equity shares on the SME Platform of BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest and each of the Selling Shareholder will be liable to reimburse our Company for such repayment of monies, on its behalf, with respect to its respective portion of the Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholder and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within Three (3) Working Days of the Issue Closing Date.

CONSENTS

Consents in writing of (a) Our Directors, Promoters, Selling Shareholder, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Key Managerial Personnel and Senior Management (b) Book Running Lead Manager (c) Registrar to the Issue (d) Banker(s) to the Issue, Sponsor Bank, (e) Legal Advisor to the Issue, (f) Underwriter(s) to the Issue and (g) Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Draft Red Herring Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018**, *M/s Subek Agarwal & Associates, Chartered Accountants***, our Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus for filling with Roc.

EXPERTS OPINION

Our Company has not obtained any expert opinions, except for the following for which consents have been received from:

i. Peer Review Auditors of the Company to include their name as experts in this Draft Red Herring Prospectus in relation to (a) the Peer Review Auditors' reports on the Restated Audited Financial Statements; and (b) the Statement of Tax Benefits issued by them;

ii. Legal advisors in connection with the Issue with respect to Legal Due Diligence Report issued by them; and

iii. Capacity and capacity utilization certificate issued by M/s. Er. Amir Husain Rizvi, Independent Chartered Engineer dated September 09, 2026 related to assessment of Company's Plant & Machinery.

We have received above written consents for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as "Expert", defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of 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, 1933.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under Section 447 of the Companies, Act 2013.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled ***"Capital Structure"*** beginning on page 68 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this Draft Red Herring Prospectus. This is the initial public Issuing of our Company's Equity Shares.

PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY

Except as stated under Section titled "Capital Structure" beginning on page 60 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or rights issue.

PERFORMANCE VIS-A-VIS OBJECTS - LAST ONE PUBLIC/RIGHTS ISSUE OF LISTED SUBSIDIARIES / LISTED PROMOTERS:

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this Draft Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

OPTION TO SUBSCRIBE

Equity Shares being issued through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed ***"Cameo Corporate Services Limited"*** as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated September 09, 2026, amongst the Registrar to the Issue, Selling Shareholder and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the Bidder, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Bid cum Application Form was submitted by the ASBA Bidders in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Bidder should give full details such as name of the sole/first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company shall appoint a person qualified to be a Company Secretary as the Compliance Officer who shall be responsible for monitoring the compliance of the securities laws and for redressal of investors' grievances.

Our Company has appointed Mrs Kanthanahalli Parvati Ramachandra Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Kanthanahalli Parvati Ramachandra
Company Secretary & Compliance Officer
LGC Engineering Limited
Plot 45-A, Tubinakere Industrial Area,
Mandya District, Karnataka, India, 571402
Contact No: +91 9845261433
Email ID: cs@lgcengg.in
Website: www.lgceng.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

The Selling Shareholder has authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their respective portion of the Offered Shares.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor compliant during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE BOOK RUNNING LEAD MANAGER

Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:

Sr. No.	*Issuer Name*	*Issue Size (₹ in Cr.)*	*Issue Price (In ₹)*	*Listing Date*	*Opening price on listing date (In ₹)*	*+/- % change in closing price, [+/- % change in closing benchmark] 30th calendar days from listing*	*+/- % change in closing price, [+/- % change in closing benchmark] – 90th calendar days from listing*	*+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar days from listing*
1	Gurunanak Agriculture India Limited (NSE EMERGE)	28.80	75/-	01/10/2025	60.00	-55.07 [4.19]	-55.80 [4.45]	-66.87 [-8.12]
2	Gujarat Peanut and Agri Products Limited (BSE SME)	23.81	80/-	03/10/2025	64.00	1.13 [3.36]	13.13 [4.94]	-7.15 [-11.40]
3	Dhillon Freight Carrier Limited (BSE SME)	10.08	72/-	07/10/2025	57.60	-43.61 [1.87]	-44.44 [4.68]	-56.39 [-10.51]
4	Chiraharit Limited (FV ₹1/-) (BSE SME)	31.07	21/-	08/10/2025	16.80	-38.57 [1.88]	-58.67 [4.48]	-70.00 [-10.34]
5	Shipwaves Online Limited (FV ₹1/-) (BSE SME)	56.35	12/-	17/12/2025	12.00	-58.58 [-1.39]	-68.33 [-10.71]	-70.92 [-10.68]
6	Grover Jewells Limited (NSE EMERGE)	33.83	88/-	11/02/2026	96.00	146.31 [-8.92]	59.09 [-8.24]	113.64 [-5.33]
7	Elfin Agro India Limited (FV ₹5/-) (BSE SME)	25.03	47/-	12/03/2026	47.30	9.57 [1.99]	45.74 [-2.78]	110.53 [0.13]
8	Leapfrog Engineering Services Ltd (FV ₹1/-) (BSE SME)	88.51	23/-	24/06/2026	22.00	-3.30 [-0.78]	-5.35 [-2.77]	N. A.
9	Sampark India Logistics Limited (BSE SME)	27.22	84/-	07/07/2026	89.00	7.98 [0.51]	N. A.	N. A.
10	Skytech Infinite Platform Limited (NSE EMERGE)	22.68	77/-	21/08/2026	74.00	-67.27 [-3.73]	N. A.	N. A.

Status as on 29/09/2026

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.

2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.

3. the benchmark index is SENSEX where the securities have been listed in BSE SME/Startups and Nifty where securities have been listed in NSE Emerge.

4. N.A. – Period not completed

Summary statement of Disclosure for the current financial year and three financial years preceding the current Financial Year:

Financial Year	*Total no. of IPOs*	*Total Funds Raised (₹ in Cr.)*	*Nos. of IPOs trading at discount – 30th calendar day from listing day*			*Nos. of IPOs trading at premium – 30th calendar day from listing day*			*Nos. of IPOs trading at discount -180th calendar day from listing day*			*Nos. of IPOs trading at premium – 180th calendar day from listing day*		
			Over 50%	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*
2023-24	5	76.59	N. A	N. A	N. A	3	N. A	2	N. A	N. A	1	4	N. A	N. A
2024-25	6	106.71	N. A	2	N. A	3	N. A	1	1	N. A	2	2	1	N. A
2025-26	10	253.62	2	4	N. A	1	1	2	6	N. A	1	2	1	N. A
2026-27*	3	138.41	1	N. A	1	N. A	N. A	1	N. A	N. A	N. A	N. A	N. A	N. A

** Status as on 29/09/2026*

*The Lead Manager associated with the Offer have handled **24 SME** public issues and **Nil** Main Board public issue during the current financial year and three financial years preceding the current Financial Year, out of which **9 SME** public issues closed below the issue price on the listing date.*

Type	FY 2026-27*	FY 2025-26	FY 2024-25	FY 2023-24	Total
SME IPO	3	10	6	5	**24**
Main Board IPO	-	-	-	-	**-**
Total	**3**	**10**	**6**	**5**	**24**
Issue closed Below Issue Price on Listing Day	1	7	1	-	**9**
Issue closed above Issue Price on Listing Day	2	3	5	5	**15**

** Status as on 29/09/2026*

TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.finshoregroup.com.

SECTION VII: OFFERING RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, the prospectus, the abridged Draft Red Herring Prospectus, Bid cum Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the Bid cum Application Forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Bid cum Application Form which is linked from Bank Account of the investor.

AUTHORITY FOR THE PRESENT ISSUE

The present Public Issue of 23,22,000 equity shares includes a Fresh issue of 19,72,000 Equity shares and an offer for sale by the Promoter Selling Shareholder of 3,50,000 equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 24, 2026 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on September 02, 2026 in accordance with the provisions of Sections 23(1)(a), 62(1)(c) other applicable provisions, if any, of the Companies Act, 2013. The Offer for Sale has been authorized by the Promoter Selling Shareholder by his authorization letter dated September 02, 2026.

Name	Category	No. of Shares offered by OFS
Arjun Krishna Shastry	Promoter	3,50,000

RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank ***pari-passu*** in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, ***"Provisions of the Articles of Association of the Company"*** of this beginning on page 284 respectively of this Draft Red Herring Prospectus.

OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue includes offer for sale and hence the said disclosure is applicable accordingly.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, *"**Dividend Policy"*** and ***"Provisions of the Articles of Association of the Company"*** beginning on page 192 and 284 respectively of this Draft Red Herring Prospectus.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of the share of our company is ₹ 10/- per equity share and Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be determined by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper [●], all editions of a Hindi national daily newspaper [●], and Kannada edition of [●], a regional newspaper each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid Forms available on the websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

As on the date of filing this Draft Red Herring Prospectus, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the BRLM and is justified under the chapter titled "***Basis of Issue Price***" beginning on page 93 of this Draft Red Herring Prospectus.

THE ISSUE

The offer comprises a fresh issue by our company and an offer for sale by the selling shareholder.

Expenses for the offer shall be shared amongst our company and each of the selling shareholder in the manner specified in ***"Objects of the Issue"*** on page 82 of this Draft Red Herring Prospectus.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

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 of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, ***"Provisions of the Articles of Association of the Company"***, beginning on page 68 of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALISED FORM

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be

fungible and be represented by the statement Issued through electronic mode. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated September 25, 2024 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated September 30, 2024 between our Company, CDSL and the Registrar to the Issue.

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots per application. Provided that the minimum application value shall be above Rs. 2 Lakhs.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME platform of BSE Limited ("BSE SME") from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful Bidders in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 (two) working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Mysore***, ***Karnataka.***

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues 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 Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first Bidder, along with other joint Bidder, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidder, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, 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 of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner

prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

1. To register himself or herself as the holder of the Equity Shares; or
2. To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the Bidder would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company and the promoter selling shareholder in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Offer Opening Date, but before our Board meeting for allotment without assigning reasons thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Offer Closing Date and subsequently decides to proceed with an Offer/Offer for sale of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment.

PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

EVENT	INDICATIVE DATES
Anchor Investor Issue Opens /Closes On	[●]
Bid/Issue Opens On	[●]
Bid/Issue Closes Date	[●]
Finalisation of Basis of Allotment with BSE SME	On or before [●]
Initiation of Allotment / Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account**	On or before [●]
Credit of Equity Shares to demat accounts of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on BSE SME	On or before [●]

Notes:

- *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 in accordance with the SEBI ICDR Regulations.*

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be opened after at least three working days from the date of filing the prospectus with the Registrar of Companies.*

- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three (3) working days and not more than ten (10) working days.*

- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the Red Herring Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation (1).*

- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar unforeseen circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the Red Herring Prospectus, for a minimum period of one (1) working day, subject to the provisions of subregulation 266(1) of SEBI (ICDR) Regulation, 2018.*

The above time table is indicative and does not constitute any obligation on our Company and the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three (3) Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. Further, the SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. **

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) 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 Exchange 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. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for IPOs. 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 Issue has been made under UPI Phase III, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. The BRLM will be required to submit reports of compliance with 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.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit report 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for individual applicants and other than individual Applicants. The time for applying for Individual Applicants on Issue Closing Date maybe extended in consultation with the BRLM, RTA and SME Platform of BSE Limited taking into account the total number of applications received up to the closure of timings.

Submission of Application Forms:

Bid/Offer period (except the Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For IIs, other than QIBs and NIIs	Only between 10.00 a.m. to up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4:00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual, Non-Individual Applications)	Only between 10.00 a.m. and up to 3:00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1:00 p.m. IST
Submission of Physical Applications (Syndicate Non-Individual, Non-Individual Applications)	Only between 10.00 a.m. and up to 12:00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by IBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate and time and date shall be at 5:00 p.m. on Bid/Offer Closing Date*
QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids
Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays) On the Bid/Offer Closing Date, the Bids shall be uploaded until:

➢ *4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and*

➢ *until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by IIs.*

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchange only for uploading Bids received by Individual Investors, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

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

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Draft Red Herring Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through the Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI (ICDR) Regulations, 2018, our Company shall ensure that the minimum application size shall not be less than two lots per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots per application provided that minimum application size shall be above ₹ 2 lakhs.

The trading of the Equity Shares will happen in the minimum contract size of [●] equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

NEW FINANCIAL INSTRUMENTS

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Offer.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled ***"Capital Structure"*** on page 68 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. Moreover, there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO. For details, please refer chapter titled ***"Provisions of the Articles of Association of the Company"*** of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIFP or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application Form, the OCB shall be eligible to be considered for share allocation.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

Further, in accordance with the ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

MIGRATION TO MAIN BOARD

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to Main Board. As per the recent amendments of SEBI ICDR Regulation, 2018 dated March 03, 2025, Where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is increasing to more than Rs. 25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the SEBI (LODR) Regulations, as applicable to companies listed on the main board of the stock exchange(s).

In continuation of Exchange Notice No. 20250820-10 dated August 20, 2025, BSE has revised the eligibility criteria for SME companies seeking migration to the Main Board, pursuant to Notice No. 20260223-19 dated February 23, 2026. The amended criteria have come into effect from March 01, 2026:

Sr. No.	Details	Eligibility criteria for SME companies seeking migration to Main Board and for companies listed on other recognized stock exchanges seeking direct listing on Main Board
1.	**Paid up capital**	At least Rs. 10 crores.
2.	**Market Capitalisation**	**Average of 6 months market cap** **Direct Listing (on Main Board):** Rs. 1,000 Crores **SME Migration to Main Board:** Rs. 100 Crores OR Companies having revenue from operations of Rs. 100 crores or more for each of the immediately preceding 3 (three) full financial years.
3.	**Market Liquidity**	• At least 5% of the weighted average number of equity shares listed should have been traded during such 6 (six) months' period. • Trading on at least 80% of days during such 6 (six) months period. • Minimum average daily turnover of Rs. 10 Lakhs and minimum daily turnover of Rs. 5 Lakhs during the 6 (six) months period. • Minimum Average number of daily trades of 50 and minimum daily trades of 25 during the said 6 (six) months period. Note: for the purpose of calculating the average daily turnover and average number of daily trades, the aggregate of daily turnover and number of daily trades on the days the scrip has traded, shall be divided by the total number of trading days, respectively, during the said 6 (six) months period. OR Companies having revenue from operations of Rs. 100 crores or more for each of the immediately preceding 3 (three) full financial years.
4.	**Operating Profit (EBIDTA)**	**Average of Rs. 15 Crores on a restated consolidated basis, in preceding 3 years (of 12 months each), with operating profit in each of these 3 years, with a minimum of Rs. 10 crores in each of the said 3 years**. In case of name change within the last one year, at least 50%. of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned

Sr. No.	Details	Eligibility criteria for SME companies seeking migration to Main Board and for companies listed on other recognized stock exchanges seeking direct listing on Main Board
		by it from the activity indicated by its new name.
5.	**Net worth**	**Rs. 1 crore** - in each of the preceding 3 (three) full years (of twelve months each), calculated on a restated and consolidated basis.
6.	**Net Tangible Assets**	**At least Rs. 3 crores**, on a restated and consolidated basis, in each of the preceding 3 (three) full years (of 12 (twelve) months each), of which not more than 50% are held in monetary assets: Provided that if more than 50% of the net tangible assets are held in monetary assets, the company has utilised or made firm commitments to utilise such excess monetary assets in its business or project.
7.	**Promoter holding**	**At least 20%** at the time of making application. For this purpose, shareholding of promoter group may also be considered for any shortfall in meeting the said requirement. ***Note:*** *The minimum promoter holding criterion shall not be applicable in case of diversified holdings or where there are no identifiable promoters, and the company is already listed on a recognized stock exchange with nationwide trading terminals and meeting all other eligibility criteria for migration or direct listing on the Main Board.*
8.	**Lock In of promoter/ promoter group shares**	**6 (six) months** from the date of listing on the BSE. ***Note:*** *The lock-in criterion shall not apply to companies already listed on a recognized stock exchange with nationwide trading terminals and meeting all other eligibility criteria for migration or direct listing on the Main Board*.
9.	**Regulatory Action**	1. No SEBI debarment orders is continuing against the Company, any of its promoters, promoter group or directors or the any other company in which they are promoter/ promoter group or directors. 2. The company or any of its promoters or directors is not a wilful defaulter or a fraudulent borrower. 3. Promoters or directors are not fugitive economic offender. 4. The company is not admitted by NCLT for winding up or under IBC pursuant to CIRP. 5. Not suspended from trading for non-compliance with SEBI (LODR) Regs or reasons other than for procedural reasons during the last 12 months.
10.	**Promoter shareholding**	100% in demat form
11.	**Compliance with SEBI LODR Regulations**	3 (three) years track record with no pending non-compliance at the time of making the application.
12.	**Track record in terms of Listing**	Listed for at least 3 (three) years.
13.	**Public Shareholder**	Minimum 1,000 (one thousand) as per latest shareholding pattern.
14.	**Other Parameters**	1. No pending Defaults w.r.t bonds/ debt instrument/ FD by company, promoters/ promoter group /promoting company(ies), Subsidiary Companies. 2. Certificate from CRA and /or Statutory auditors, in absence of CRA for utilization of IPO proceeds and further issues post listing on SME. 3. Not under any surveillance measures/actions i.e., "ESM", "ASM", "GSM category" or T-to-T for surveillance reasons at the time of filing of application. 2 months cooling off from the date the security has come out of T-to- T category or date of graded surveillance action/measure.
15.	**Score ID**	No pending investor complaints on SCORES.

Sr. No.	Details	Eligibility criteria for SME companies seeking migration to Main Board and for companies listed on other recognized stock exchanges seeking direct listing on Main Board
16.	**Business Consistency**	Same line of business for 3 (three) years at least 50% of the revenue from operations from such continued business activity.
17.	**Audit Qualification**	No audit qualification with regard to going concern or any material financial implication and such audit qualification is continuing at the time of application.

Note: Words and expressions used hereinabove shall have the same meaning as assigned to them in the SEBI (ICDR) Regulations, 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280 (2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on BSE SME to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless:

a. the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

b. the Issuer has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

[*]Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹ 25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).

[*]*As per the recent amendments of SEBI ICDR Regulation, 2018 dated March 03, 2025.*

MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein M/s [●] is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years from the date of listing on the SME Platform of BSE Limited. For further details of the agreement entered into between our Company, the Book Running Lead Manager and the Market Maker please refer to Section titled, ***"General Information- Details of the Market Making Arrangements for this Issue"*** of this Draft Red Herring Prospectus.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is less than or equal to ten crore rupees, issue shares to the public and propose to list the same on the SME platform of BSE Limited. For further details regarding the salient features and terms of such this Issue, please refer to Sections titled ***"Terms of the Issue"*** and ***"Issue Procedure"*** beginning on pages 234 and 251 respectively, of this Draft Red Herring Prospectus.

Initial Public offering of up to **23,22,000** Equity Shares of face value of ₹ 10/- each of our Company for cash at a price of ₹[●]/- per Equity Share (including a premium of ₹[●]/- per Equity Share) aggregating to **₹** [●]**/- Lakhs** comprising of Fresh Issue of Securities ("Fresh Issue") of up to **19,72,000** equity shares of Face Value Rs. 10/- each for cash at a price of ₹ [●]/- per Equity Share aggregating to **₹** [●] **Lakhs** and Offer for Sale of Securities ("OFS/Offer for Sale") of up to **3,50,000** Equity Share of Face Value Rs. 10/- each for cash at a price of ₹ [●]/- per Equity Share aggregating to **₹** [●] **Lakhs** by our Company. The Issue and the Net Issue will constitute **36.16%** and **34.33%**, respectively of the post issue paid up equity share capital of the Issuer Company.

This Issue is being made by way of Book Building Process.

Particulars of the Issue [(1)]	**QIBs [(2)]**	**Non – Institutional Investors**	**Individual Investors (who applies for minimum application size)**	**Market Maker Reservation Portion**
Number of Equity Shares available for allotment/ allocation	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Individual Investors	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.	Up to 1,18,000 Equity Shares
Percentage of Issue Size available for allotment/ allocation	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Issue Size 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 two lots and up to such lots equivalent to not more than ₹10 lakhs; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹10 lakhs	Not less than 35% of the Net Issue Size	5.08 % of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed [(3)]	Proportionate as follows (excluding Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non institutional Portion, and the remaining Equity	Allotment to each Individual Investors shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Individual Investors Portion and the remaining available	Firm Allotment

Particulars of the Issue [1]	QIBs [2]	Non – Institutional Investors	Individual Investors (who applies for minimum application size)	Market Maker Reservation Portion
	b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which *forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.	Shares, if any, shall be allotted on a proportionate basis as follows: (a) one third of the portion available to noninstitutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs: Provided that the unsubscribed portion in either of the subcategories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of noninstitutional investors.	Equity Shares is any, shall be allotted on proportionate basis. For details, see ***"Issue Procedure"*** beginning on page 251 of this Draft Red Herring Prospectus	
Minimum Bid Size	Such number of Equity Shares and in multiples of [●] Equity Shares that the Application size exceeds two lots.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 2,00,000 with application size of more than 2 lots.	Two lots with minimum application size of above Rs 2 Lakhs.	1,18,000 Equity Shares
Maximum Bid Size	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits.	Two lots with minimum application size of above Rs 2 Lakhs.	1,18,000 Equity Shares

Particulars of the Issue [(1)]	QIBs [(2)]	Non – Institutional Investors	Individual Investors (who applies for minimum application size)	Market Maker Reservation Portion
Mode of Bidding	Through ASBA Process Only	Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process Only
Bid Lot	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	**[●]** Equity Shares	**[●]** Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Mode of Allotment	Compulsorily in dematerialised form.			
Allotment Lot	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	Firm Allotment
Trading Lot	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	**[●]** Equity Shares	**[●]** Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Who can apply?	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013 ("Companies Act"), scheduled commercial banks, Mutual Funds, Foreign Portfolio Investors ("FPIs") (other than individuals, corporate bodies and family offices), Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs"), Foreign Venture Capital Investors ("FVCIs") registered with Securities and Exchange Board of India ("SEBI"), multilateral and bilateral development financial institutions, state industrial development	Resident Indian individuals, Eligible Non- Resident Individuals ("NRIs"), Hindu Undivided Families ("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 recategorized as Category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)	Market Maker

Particulars of the Issue [1]	QIBs [2]	Non – Institutional Investors	Individual Investors (who applies for minimum application size)	Market Maker Reservation Portion
	corporation, insurance companies registered with Insurance Regulatory and Development Authority of India ("IRDAI"), provident funds (subject to applicable law) with minimum corpus of ₹25,00,00,000, pension funds with minimum corpus of ₹25,00,00,000, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India ("GoI") through			
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. [4] **In case of all other bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form			

**Pursuant to SEBI (ICDR) (Third Amendment) Regulations, 2025.*

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. For further details please refer to section titled ***"Issue Structure"*** beginning on page 245 of this Draft Red Herring Prospectus.

1. *In terms of clause (b) of Rule 19(2) of the SCRR, 1957 read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

2. *Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.*

   In the event that a Bid was submitted in joint names, the relevant Bidders were required to ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid Form. The Bid Form should contain only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid Form and such First Bidder was deemed to have signed on behalf of the joint holders.

3. *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 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.*

4. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

   The Bids by FPIs with certain structures as described under "Issue Procedure - Bids by FPIs" on page 251 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, 2018 our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice shall be published in the same newspapers where the pre-offer advertisements were published.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Draft Red Herring Prospectus, which our Company will apply for only after Allotment.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Mysore, Karnataka***.

ISSUE PROGRAMME

Anchor Investor Issue Opens /Closes On [(1)]	[●]
Bid/Issue Opens On	[●]
Bid/Issue Closes Date [(2)]	[●]
Finalisation of Basis of Allotment with BSE SME	On or before [●]
Initiation of Allotment / Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to demat accounts of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on BSE SME	On or before [●]

Note:

(1) 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 in accordance with the SEBI ICDR Regulations.

(2) Our Company in consultation with the Book Running Lead Manager, consider the Bid/offer period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 05:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

a) A standard cut-off time of 03:00 P.M. for acceptance of applications.

b) A standard cut-off time of 04:00 P.M. for uploading of applications received from other than individual applicants.

c) A standard cut-off time of 05:00 P.M. for uploading of applications received from only individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical Bid Form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Note: *The above timetable is indicative in nature and does not constitute any obligation on the Company or the Book Running Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE Limited are taken within 3 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws.*

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 05:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 04:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 01:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

ISSUE PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the **"General Information Document"**), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has 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 Individual Investors applying through Designated Intermediaries was made effective along with the existing 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 Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with 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**"). 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, has decided to **continue with the UPI Phase II till further notice.** Therefore, the final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by Individual Investors ("UPI Phase III"), is prescribed by SEBI vide circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from issue opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis. The Issue 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.*

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, ("UPI Streamlining Circular") read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.

Further, SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has further reduced the time period for refund of applications money from four days to two days from issue closing date viz. initiation not later than 09.30 am on T+2 day (T is issue Closing Date) and completion before 2.00 pm on T+2 day for fund transfer and completion before 4.00pm on T+2 day for unblocking.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is up to Rs. 5 Lakhs shall use UPI.

Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor's bank accounts. The provisions of the circular shall be for all issues opening from September 01, 2022 onwards.

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 Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding two Working Days from the Issue 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.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and 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. Further, our Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Offer is being made for at least 25% of the post-Offer Paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2), 253 (1) & (2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company may, in consultation with the BRLM, and the Designated Stock Exchange. However, under- subscription, if any, in the QIB Portion would not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicant's depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicant's PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. However, investors may get the specified securities rematerialized subsequent to allotment.

Investors must ensure that their Permanent Account Number ("PAN") is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021, and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued the various 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 Individual Investors 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 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Individual Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue 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.

This Issue is mandatorily being made under Phase III of the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023("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 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 further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the Book Running Lead Manager will be required to compensate the concerned investor.

ISSUE OF EQUITY SHARES IN DEMATERIALISED FORM

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite agreement dated September 25, 2024 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated September 30, 2024 between our Company, CDSL and the Registrar to the Issue.

The Company's Equity shares bear an ISIN: **INE0ROK01014**

A Bidder applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Bidder must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder.
- Names in the Bid Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.

If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid Form or Revision Form, it is liable to be rejected.

AVAILABILITY OF DRAFT RED HERRING PROSPECTUS, RED HERRING PROSPECTUS, PROSPECTUS, ABRIDGED PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Draft Red Herring Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus/ Abridged Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the offer, Registrar to the offer as mentioned in the Application form.

An electronic copy of the Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE SME the website of BSE at www.bseindia.com

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE (www.bseindia.com), at least one day prior to the Bid/ Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details or authorization to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Individual Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. Individual Investors (other than the Individual Investors 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.

ii. Individual Investors using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

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 at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	**Color of Bid Cum Application Form** [(1)]
Resident Indians, including resident QIBs, Non-Institutional Bidders, Individual Investors and Eligible NRIs applying on a non- repatriation basis [(1)]	White*
Anchor Investors**	
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis [(2)]	Blue*

** Excluding electronic Application Form.*

*** Electronic Bid Forms will also be available on the websites of the Company (https://motheragrifood.com/) BRLM (www.finshoregroup.com) and Stock Exchange, i.e., BSE (www.bseindia.com). Same Application Form applies to all ASBA Bidders/ Individual Bidders applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application

ELECTRONIC REGISTRATION OF BIDS

c. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

   1) On the Bid/Offer Closing Date, the designated intermediaries may upload the bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.

d. Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

SUBMISSION AND ACCEPTANCE OF BID FORMS

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sl. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

a) Bidders shall only use the specified Bid Form for making an Application in terms of the Draft Red Herring Prospectus.
b) The Bid Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.
c) Individual investors submitting application with any of the entities at (1) to (5) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Form.
d) The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB	After accepting the Bid Form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified
For Applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.

	Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.
Upon completion and submission of the Bid Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For ASBA Forms (other than Individual Investors using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchange. Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For Individual Investors using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Individual Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate Individual Investors (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI orthe issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

i. Indian national resident in India who are competent to contract under the Indian Contract Act,1872, in single or joint names (not more than three);
ii. Applications belonging to an account for the benefit of a minor (under guardianship);
iii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications from individuals;
iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
v. QIBs;

vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
vii. Qualified Foreign Investors subject to applicable law;
viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
x. Limited liability partnerships registered under the Limited Liability Partnership Act,2008;
xi. Insurance companies registered with IRDAI;
xii. Mutual Funds registered with SEBI;
xiii. FPIs other than Category III Foreign Portfolio Investor;
xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications should not to be made by:

i. Minors (except through their Guardians)
ii. Partnership firms
iii. Foreign Nationals (except NRIs)
iv. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The information below is given for the benefit of the applicants. Our Company, and the Book Running Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Book Running Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE:

1. For Individual Investors who applies for minimum application size:

   The Application must be for a minimum of two lots. In case of revision of Applications, the Individual Investors have to ensure that the Application Price exceed ₹ 2,00,000.

2. For Other than Individual Investors (Non-Institutional Investors and QIBs):

   The Application must be for a minimum of such number of Equity Shares that the Application is for more than 2 lots and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by

applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, must ensure that the Application Amount is more than two lots for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the Book Running Book Running Lead Manager 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. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Kannada Edition of Regional newspaper [●], where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

a) The Bid / Issue Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three (3) Working Days, subject to the total Bid/ Issue Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of [●], English national newspaper, all editions of [●], Hindi national newspaper and Kannada Edition of [●], a Regional newspaper where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

b) Each Bid Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

c) The Bidder / Bidder cannot Bid through another Bid Form after Bids through one Bid Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid Form.

e) Upon receipt of the Bid Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid Form, prior to uploading such Bids with the Stock Exchange.

f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange

g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid Form and will enter each Bid option into the electronic bidding system as a separate

Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders.

PARTICIPATION BY PROMOTER, PROMOTER GROUP, ASSOCIATES /AFFILIATES OF BOOK RUNNING LEAD MANGER, SYNDICATE MEMBERS AND PERSONS RELATED TO PROMOTER/ PROMOTER GROUP/ BOOK RUNNING LEAD MANAGER

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Offer.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

BIDS BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Bid/Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY ELIGIBLE NRI'S

Only Bids/Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

BIDS BY HUF

Bids/Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications by individuals.

BIDS BY FPI'S

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, 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.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the

certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

BIDS UNDER POWER OF ATTORNEY

In case of bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

BIDS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/ 3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Bidders including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Draft Red Herring Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids/Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in

nonfinancial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

BIDS BY INSURANCE COMPANIES

In case of Applications/Bids made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

c) The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

BIDS BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of bids by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking

Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager 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. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below:

1. Anchor Investor Bid Forms will be made available for the Anchor Investors 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 is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs.

3. Pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
   - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
   - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but up to 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum allotment of 100.00 Lakhs per Anchor Investor; and
   - where the allocation under the Anchor Investor Portion is more than 2500.00 Lakhs, minimum of 5 (Five) and a maximum of 15 (fifteen) Anchor Investors for allocation up to 2,500.00 Lakhs and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 1 (one) Working Days from the Bid/ Issue Closing Date. If the Issue 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 Issue Price.

9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10. Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and other fifty will be locked in for 30 days from the date of Allotment.

11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

ISSUANCE OF ALLOTMENT ADVICE (CAN)

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Issue Price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Form or for unsuccessful Bid Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be. Please note

that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of

In case of resident Anchor Investors: — "LGC Engineering Limited – Anchor Account- R"

In case of Non-Resident Anchor Investors: — "LGC Engineering Limited – Anchor Account- NR"

b) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
   i. the applications accepted by them;
   ii. the applications uploaded by them;
   iii. the applications accepted but not uploaded by them; or,
   iv. with respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Book Running Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sl. No.	Details*
1	Symbol
2	Intermediary Code
3	Location Code
4	Application No.
5	Category
6	PAN
7	DP ID
8	Client ID
9	Quantity
10	Amount

**Stock Exchange shall uniformly prescribe character length for each of the above-mentioned fields.*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

   - Name of the Bidder;
   - IPO Name:
   - Bid Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more than one Bidder);
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

8. In case of submission of the bids by a bidder through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Institutional Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our 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, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

BUILD OF THE BOOK

a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.

b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Offer Period.

WITHDRAWAL OF BIDS

None of the bidders can withdraw their Bids or lower the size of their Bids at any stage.

PRICE DISCOVERY AND ALLOCATION

a. Based on the demand generated at various price levels, our Company in consultation with the Book Running Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.

b. The SEBI (ICDR) Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.

c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

e. In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Book Running Lead Manager, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below.

The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

BID QUANTITY	BID AMOUNT (₹)	CUMULATIVE QUANTITY	SUBSCRIPTION
500	24	500	16.67%
1,000	23	1,000	50.00%
1,500	22	1,500	100.00%
2,000	21	2,000	166.67%
2,500	20	2,500	250.00%



The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cutoff Bids are valid Bids and are considered for allocation in the respective categories.

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Bidders may submit their bid by using UPI mechanism for payment.
9. 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;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by Individual Bidders using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. 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;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be

rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest.
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not Bid for a Bid Amount for less than ₹ 2,00,000/- (for Applications by Individual Bidders);
9. Do not Bid for a Bid Amount exceeding ₹ 500,000 (for Bids by UPI Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. 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 Applicant;
14. 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;
15. 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);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Instructions for Completing the Bid Form

The Applications should be submitted on the prescribed Bid Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com.

Applicants Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Form

All Bid Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Individual Investors who applied, the Company has a right to reject Applications based on technical grounds.

OTHER INSTRUCTIONS FOR THE APPLICANTS

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

IMPERSONATION:

Attention of the application is specifically drawn to the provisions of the sub-section (1) of Section 38 of the companies Act, 2013 which is reproduced below:

"Any person who

1. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
2. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
3. 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.
4. The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount."

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO BIDDERS

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

GROUNDS FOR TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Draft Red Herring Prospectus;

- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order; Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected; Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.
- Grounds of rejection to such applications which may be rejected by the exchange by its circular reference no: 20240606-34 dated June 06, 2024. The relevant circular can be read at https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20240606-34.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a. The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.

b. Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c. In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO BIDDER

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

NAMES OF ENTITIES RESPONSIBLE FOR FINALIZING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from the Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, the Allotment shall be made by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares allocated. In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange).

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price. The allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Issue size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a. The number of Equity Shares to be allocated to the successful Bidders in a particular category shall be determined.

b. The successful Bidders, from amongst all valid Bidders in that category, shall be determined by a draw of lots, such that the total number of Equity Shares allotted in that category equals the number of Equity Shares allocated.
c. If the proportionate allotment to any Bidder results in a number that is not a multiple of [●] Equity Shares of face value ₹10/- each, the number of Equity Shares allotted shall be rounded off to the nearest multiple of [●] Equity Shares of face value ₹10/- each, subject to a minimum allotment of [●] Equity Shares of face value ₹10/- each.

If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares of face value of ₹10/- each, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI (ICDR) Regulations or Red Herring Prospectus/ Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

A. In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

B. In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares of face value of Rs. 10/- and in multiples of [●] Equity Shares of face value of Rs. 10/- thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares of face value of Rs. 10/- and in multiples of [●] Equity Shares of face value of Rs. 10/- thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares of face value of Rs. 10/-.

HNI basis: (Example)
Lot size: 1000 shares
Allocable shares as per Prospectus: 75000

No. of Shares applied for (Category wise)	Number of applications received	Total No. of Shares applied in each category	% to total	Proportionate shares available	Allocation per Applicant (Before rounding off)	Allocation per Applicant (After rounding off)	Ratio of allottees to applicants	No. of successful applicants (after rounding off)	Total No. of Shares allocated/ allotted	Surplus / Deficit [14]-[7]
(1)	(2)	(3) = (1*2)	(4)	(5) = 75000 * (4)/100	(6) = (5)/(2)	(7)	(8)	(9)	(10) = (9) * (7)	(11)
1000	30	30000	26.09	19568	652.26	1000	2:3	20	20000	-432
2000	20	40000	34.78	26085	1304.25	1000	FIRM	20	20000	85
						1000	3:10		6000	
3000	15	45000	39.13	29347	1956.46	1000	FIRM	15	15000	347
						1000	14:15		14000	
		115000		75000						0

Allotment Procedure

1. In the event of over subscription in any of the IPO, the lottery system allotment is strictly random and there is absolutely no scope of discretion.
2. Registrar to share the valid data and the reverse application number data with the external auditor, company and the lead Manager, before incorporating drawl of lots/lucky numbers in the RTA database
3. Based on the oversubscription in the respective category (i.e., lot size's), the drawl of lots/lucky no(s) to be shared by the Designated Stock Exchange against each ratio.
4. The Registrar incorporates the drawl of lots/lucky numbers in the RTA Data base, as per the following order.
   a. Prepare the Net Valid Data (excluding technical rejections, if any)
   b. Generate each Category wise (lot size wise) Running Serial No. on the following Order
      i. Share Category (i.e., lot size)
      ii. Reverse the Application No. (example appl no 12345678 and reversed to 87654321)
      iii. PAN
   c. If ration is 2: 5, the 2 lucky numbers in the range will be shared by the designated stock exchange
   d. The total no. of applications received in this category/lot size will be segregated into buckets of 5 each.
   e. Every 3rd & 4th application in this bucket will get the allotment from every bucket, assuming that the lucky numbers given by the Designated Exchange are 3 & 4 for this category.
   f. The process needs to be repeated for all the categories wherever oversubscription, the allotment needs to be done on lottery basis/drawl of lots.
5. The registrar needs to tally the allocation for each category wise with the Basis of Allotment approved by designated stock exchange.
6. The Registrar shares the allotment register with the company's appointed auditor to check the drawl of lots/lucky numbers assigned to correct investors and confirm.

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as mentioned above

d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

1. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:
   i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
   ii. Pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2015, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds; and
   iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
      - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors;
      - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but up to 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum allotment of 100.00 Lakhs per Anchor Investor; and
      - where the allocation under the Anchor Investor Portion is more than 2500.00 Lakhs, minimum of 5 (Five) and a maximum of 15 (fifteen) Anchor Investors for allocation up to 2,500.00 Lakhs and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

2. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

3. **In the event that the Issue Price is higher than the Anchor Investor Allocation Price**

   Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

4. **In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

   Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

   Individual Investor' means an investor who applies for minimum two lots-Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

   The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

   Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

   - On T Day, RTA To validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
   - RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
   - Third party confirmation of applications to be completed by SCSBs on T+1 day.
   - RTA prepares the list of final rejections and circulates the rejections list with BRLM(s)/ Company for their review/ comments.
   - Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
   - The BSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.
   - The RTA uploads the drawl numbers in their system and generates the final list of allotees as per process mentioned below:

Issuance of Allotment Advice

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

   The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected.

Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law.

Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

BASIS OF ALLOTMENT IN THE EVENT OF OVER SUBSCRIPTION

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Bidders in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
   i. Each successful Bidder shall be allotted [●] equity shares; and
   ii. The successful Bidders out of the total Bidders for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidders in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of Bidders applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds Bidders will be treated on the same basis with other categories for the purpose of allocation.

OTHER INSTRUCTIONS FOR THE BIDDERS

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Bid Form and such First Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories. All communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

A Bidder should submit only one Bid Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid Form and such options are not considered as multiple Bids. Submission of a second Bid Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected

ISSUE RELATED ADVERTISEMENT

In terms of regulation 247 of SEBI ICDR, 2018 as amended;

a. The draft offer document filed with the SME exchange shall be made public for comments, if any, for a period of at least twenty-one days from the date of filing, by hosting it on the websites of the issuer, SME exchange where specified securities are proposed to be listed i.e. SME Platform of BSE Limited and Book Running Lead Manager associated with the issue.

b. The issuer shall, within two working days of filing the draft offer document with the SME Exchange, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, disclosing the fact of filing of the draft offer document with the SME exchange and inviting the public to provide their comments to the SME exchange, the issuer or the Book Running Lead Manager(s) in respect of the disclosures made in the draft offer document.

c. The Book Running Lead Manager(s) shall, after expiry of the period stipulated in sub-regulation (1), file with the SME exchange, details of the comments received by them or the issuer from the public, on the draft offer document, during that period and the consequential changes, if any, that are required to be made in the draft offer document."

   Further, in terms of regulation 270 of SEBI ICDR, 2018 as amended The Book Running Lead Manager(s) shall ensure that advertisement giving details relating to subscription, basis of allotment, number, value and percentage of all applications including ASBA, number, value and percentage of successful allottees for all applications including ASBA, date of completion of dispatch of refund orders, as applicable, or instructions to self-certified syndicate banks by the Registrar, date of credit of specified securities and date of filing of listing application, etc. is released within ten days from the date of completion of the various activities in the same newspapers in which the public announcement as mentioned above is published i.e. one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language daily newspaper with wide circulation at the place where registered office of the issuer is situated.

PRE-ISSUE 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 advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper each with wide circulation and in Kannada edition of [●], a regional language newspaper (Mysore, being the place where the Registered Office of our Company is located)).

In the Pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

POST ISSUE ADVERTISEMENT

In terms of regulation 247 of SEBI ICDR, 2018 as amended;

1. The lead manager(s) shall ensure that the advertisement giving details relating to subscription, basis of allotment, number, value and percentage of all applications including ASBA, number, value and percentage of successful allottees for all applications including ASBA, date of completion of dispatch of refund orders, as applicable, or instructions to self-certified syndicate banks by the Registrar, date of credit of specified securities and date of filing of listing application, etc. is released within ten days from the date of completion of the various activities in at least one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language daily newspaper with wide circulation at the place where registered office of the issuer is situated.

2. Details specified in sub regulation (1) shall also be placed on the website of the stock exchanges.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 3 (three) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 2 (two) Working Days of the Issue Closing Date.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated [●] with BRLM. For Further information, please refer section ***"General Information"*** beginning from page no 54 of this Draft Red Herring Prospectus.

b) A copy of prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

IMPERSONATION:

Attention of the application is specifically drawn to the provisions of the sub-section (1) of Section 38 of the companies Act, 2013 which is reproduced below:

"Any person who

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid 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 Exchange 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 time as may be prescribed by the SEBI or under any applicable law.
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
- That no further issue of securities shall be made till the securities offered through the Draft Red Herring Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue 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.
2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized.
3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised.
5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated September 25, 2024 between NSDL, the Company and the Registrar to the Issue; and
b) Agreement dated September 30, 2024 between CDSL, the Company and the Registrar to the Issue.

The Company's equity shares bear an ISIN **"INE16QE01013".**

RESTRICTIONS OF FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the "automatic route", where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the "government route", where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, 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 Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIFP. Under the Industrial Policy, 1991, 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. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIFP section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, Selling Shareholder and the Book Running Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII: PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

THE COMPANIES ACT 2013

ARTICLES OF ASSOCIATION

OF

LGC ENGINEERING LIMITED

Pursuant to Schedule II to the Companies Act and the SEBI Regulations, the main provisions of our Articles relating, inter alia, to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

Preliminary

The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.

I. Interpretation

1. In these regulations—

   (a) "The Act" means the Companies Act, 2013,
   (b) "The Seal" means the common seal of the company.
   (c) "The Year" means 1st April to 31st March respectively.
   (d) "Seal" means the Common Seal of the Company

2. 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.

Public Company

3. As per Section 2(71) of the Companies Act,2013 "Public company" means a company which is not a Private Company.

   Provided that a Company which is a subsidiary of a Company, not being a Private Company, shall be deemed to be a Public Company for the purpose of this Act even where such Subsidiary Company continues to be a Private Company in its articles;

II. Share capital and variation of rights

1. Subject to the provisions of the Act and these Articles, the shares 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. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

2. (i) 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, —

   (a) one certificate for all his shares without payment of any charges; or

   (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

   (ii) The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading

autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;

(iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iv) 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. (i) 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 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.

(ii) 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. (i)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.

(ii) 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.

(iii) 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. (i)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.

(ii) 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.

9. Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered in compliance with the relevant provisions of Companies Act, 2013 and any other applicable law.

10. DEMATERIALISATION OF SHARES

a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it

for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.

b) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

c) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

d) In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

e) Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 and any other applicable section as amended of the Depositories Act shall apply so far as applicable.

f) Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company on that behalf.

g) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

Lien

11. (*i*) The company shall have a first and paramount lien—

(a) on 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

(b) 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 company:

Provided 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.

Every fully paid share shall be free from all lien and that in the case of partly paid shares the issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

a) unless a sum in respect of which the lien exists is presently payable; or

b) until the expiration of fourteen 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.

13. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. (i)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.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

15. (i) 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 times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) 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.

(iii) A call may be revoked or postponed at the discretion of the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18.

(i) 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.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

19.

(i) 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.

(ii) 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 pay able by virtue of a call duly made and notified.

20. The Board

(i) 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; and

(ii) 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

21.

(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) 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.

22. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(ii) any transfer of shares on which the company has a lien.

(iii) Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

(iv) The common form of transfer shall be used by the Company.

23. The Board may decline to recognise any instrument of transfer unless—

(i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(ii) 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; and

(iii) the instrument of transfer is in respect of only one class of shares.

24. 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 determine:

Provided 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

25. (i) 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.

(ii) 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.

26. (i) 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—

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) 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.

27.

(i) 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.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) 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 afore said as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

28. 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.

Forfeiture of shares

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time there after during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

30. The notice aforesaid shall—

a) 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

b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

31. 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.

32. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

33. (i) 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.

(ii) 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.

34. (i) 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.

(ii) 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 dis posed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) 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.

35. 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

36. 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.

37. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) 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.

38. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same 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.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the 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.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.

Capitalization of Profit

40. (*i*) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution;

(b) 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.

(ii) 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—

(A)paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) 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;

(C) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(D) 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;

(E) The board shall give effect to the resolution passed by the company in pursuance of this regulation

41. (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and(*b*) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) 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 infractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

(iv) Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

Buy-back of shares

42. 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

43. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

44. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) 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 the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

45. (*i*) 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.
(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

47. 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.

48. 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.

Adjournment of meeting

49. (*i*) 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.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) 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.

(iv) 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,—

(*a*) on a show of hands, every member present in person shall have one vote; and

(*b*) 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. (*i*) 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.

(*ii*) 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 may be 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.

56. (*i*) 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.

(*ii*) 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 notarized 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 given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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.

The First Directors of the Company are:
1. Arjun Krishna Shastry
2. Deepika Gerty Laxmi
3. Geetha Krishna Ramaswamy

61. (*i*) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
(*ii*) 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—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) 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 thinks 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. (*i*) 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.

(*ii*) 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.

67. MANAGING DIRECTOR(S)/WHOLE-TIME DIRECTOR(S)/KEY MANAGERIAL PERSONNEL

The Managing Director or Whole-Time Director shall be appointed in compliance with the Provisions of Companies Act, 2013 and any other applicable law in force.

68. Powers and duties of Managing Director or whole-Time Director

The Managing Director/Whole-Time Director shall be subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/ whole-Time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

Proceedings of the Board

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

70. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

71. 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.

72. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office .

(*ii*) 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.

73. (*i*) 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.

(*ii*) 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

74. (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

75. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) 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.

76. 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.

77. 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

78. Subject to the provisions of the Act,—

a. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

b. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

79. 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

80. (*i*) The Board shall provide for the safe custody of the seal

(*ii*) 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

81. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

82. 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.

83. (*i*) 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 equalising 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.

(*ii*) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

84. (*i*) 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.

(ii) 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.

(iii) 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.

85. 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.

86. (*i*) 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

87. 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.

88. 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.

89. No dividend shall bear interest against the company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.

Accounts

90. (*i*) 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.

(*ii*) 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

91. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

a. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

b. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes

of members.

c. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

92. 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.

SUBSCRIBERS DETAILS					
Sr. No	**Name, Address, Description and Occupation**	**No. of Shares**	**DIN/ PAN**	**Sign**	**Place**
1.	HITIKSHA MANISHKUMAR AGARWAL Address- No. 2973, 4th Main, VV Mohalla, Mysore, Karnataka 570002	2,500	AWYPR1518E	Sd/-	Mysore
2.	RAJANNA AMARESHA Address- No 147 L I G K H B Colony, 4th Stage, Pooja Bakery, Kuvenpunagar, Mysore, Karnataka 570023	100	AIYPA5424A	Sd/-	Mysore
3.	MANISHKUMAR PRAYAGCHAND AGARWAL Address- No. 2973, 4th Main, VV Mohalla, Mysore, Karnataka 570002	2,500	AGLPA2880R	Sd/-	Mysore
4.	CHAMARAJANAGAR RAMASWAMY KRISHNA Address- 1st Main, 1st stage Hebbal, VTC: Mysore, P.O: Metagalli, Mysore, Karnataka-570016	100	AHLPK6008J	Sd/-	Mysore
5.	DEEPIKA GERTY LAXMI Address- 1st Main, 1st stage Hebbal, VTC: Mysore, P.O: Metagalli, Mysore, Karnataka-570016	22,21,832	ACNPL8261F	Sd/-	Mysore
6.	KRISHNA SHASTRY ARJUN Address- 1st Main, 1st stage Hebbal, VTC: Mysore, P.O: Metagalli, Mysore, Karnataka-570016	22,21,833	ADMPA7503P	Sd/-	Mysore
7.	GEETHA KRISHNA Address- 1st Main, 1st stage Hebbal, VTC: Mysore, P.O: Metagalli, Mysore, Karnataka-570016	100	AHOPK1490K	Sd/-	Mysore
	Total Shares Taken	**44,48,965**			

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Corporate Office at Plot No-45A, Tubinakere Industrial Area, Yelechankanahally, Mandya, Karnataka, India, 571402 between 10:00 a.m. to 05:00 p.m. (IST) on all working days and will also be available at the website of our company www.lgceng.com from the date of the Draft Red Herring Prospectus until issue closing date.

A. MATERIAL CONTRACTS TO THE ISSUE

1. Issue Agreement dated September 26, 2026 entered into among our Company, Promoter (the Selling Shareholder) and the Book Running Lead Manager.

2. Agreement dated September 09, 2026 entered into among our Company, Promoter (the Selling Shareholder) and the Registrar to the Issue.

3. Tripartite Agreement dated September 25, 2024 entered into among our Company, NSDL and the Registrar to the Issue.

4. Tripartite Agreement dated September 30, 2024 entered into among our Company, CDSL and the Registrar to the Issue.

5. Banker to the Issue Agreement [●] among our Company, the Book Running Lead Manager, Selling Shareholder, Banker to the Issue and the Registrar to the Issue.

6. Market Making Agreement dated [●] between our Company, Promoter (the Selling Shareholder), the Book Running Lead Manager and the Market Maker.

7. Underwriting Agreement dated [●] between our Company, the Selling Shareholder and the Book Running Lead Manager.

8. Syndicate Agreement dated [●] between the Company, BRLM, RTA and Syndicate Members.

9. Share Escrow Agreement dated [●] between our Company, Promoter Selling Shareholder, the BRLM and Share Escrow Agent.

B. MATERIAL DOCUMENTS

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.

2. Certificate of Incorporations of our Company dated April 15, 2024 issued by Registrar of Companies, Central Registration Centre.

3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated August 24, 2026 and September 02, 2026 respectively, authorizing the Issue and other related matters.

4. Resolution of the Board of Directors of our Company dated September 30, 2026 approving the Draft Red Herring Prospectus.

5. Resolution of the Board of Directors of our Company dated [●] approving the Red Herring Prospectus.

6. Copies of Audited Financial Statements of our Company for the financial years March 31, 2026, March 31, 2025 and March 31, 2024.

7. Peer Review Auditors Report dated September 30, 2026 on Restated Financial Statements of our Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024.

8. Copy of Statement of tax benefits dated September 30, 2026, from the Statutory Auditor included in this Draft Red Herring Prospectus.

9. Consents of Promoters, Selling Shareholder, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Legal Advisor to the Issue, Banker of the Issuer, Book Running Lead Manager, Registrar to the Issue, to include their names in the Draft Red Herring Prospectus to act in their respective capacities.

10. Certificate on KPI's issued by the Statutory Auditor M/s Subek Agarwal & Associates, Chartered Accountants, vide their certificate dated September 30, 2026.

11. Authorization Letter from the Selling Shareholder for Offer for Sale dated September 02, 2026.

12. Site Visit Report of our company prepared by the Book Running Lead Manager.

13. In-principle listing approval dated [●] from BSE Limited for listing the Equity Shares on the SME Platform of BSE Limited.

14. Capacity and capacity utilization certificate issued by M/s Er. Amir Husain Rizvi, Independent Chartered Engineer dated September 09, 2026.

15. Due Diligence certificate dated September 30, 2026 submitted to Stock Exchange.

16. Due diligence report issued by Mr. Sunil Kumar Billavara Govinda (Proprietor of M/s. Sunil B.G. & Associates), the independent secretarial consultant, with respect to company's statutory and secretarial records vide his certificate dated September 29, 2026.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

_____

Arjun Krishna Shastry
Managing Director
DIN: 10590989

Date: September 30, 2026

Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

_____

Deepika Gerty Laxmi
Whole-Time Director
DIN: 10590991

Date: September 30, 2026

Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

_____

Geetha Krishna
Non-Executive Director
DIN: 10590990

Date: September 30, 2026

Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

_____

Anmol Goyal
Independent Director
DIN: 11798970

Date: September 30, 2026

Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

_____

Muthu Swamy Sriram Kumar
Independent Director
DIN: 11821721

Date: September 30, 2026

Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Sd/-

_____

Ballagere Shankara Prasanna Murthy
Chief Financial Officer

Date: September 30, 2026
Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Sd/-

_____

Kanthanahalli Parvati Ramachandra
Company Secretary & Compliance Officer

Date: September 30, 2026
Place: Mysuru, Karnataka

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

SIGNED BY THE SELLING SHAREHOLDER OF OUR COMPANY:

Sd/-

_____

Arjun Krishna Shastry
Promoter Selling Shareholder

Date: September 30, 2026
Place: Mysuru, Karnataka