

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of an assessment of market demand for the Equity Shares issued through the book building process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price at lower end of the price band is 10.9 times of the face value and Issue Price at the upper end of the price band is 11.1 times of the face value.

Investors should read the following basis with the section titled “*Risk Factors*” and chapters titled “*Restated Financial Statements*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and “*Our Business*” beginning on page **Error! Bookmark not defined.**, 168, **Error! Bookmark not defined.** and 116 respectively, of the Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

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

- a. Consistency in Quality
- b. Rich Management Experience and Skilled Team
- c. Customer Centric Business Model
- d. Smooth Flow of Operations
- e. Scalable Business Model

For further details, please refer chapter “*Our Business*” on page **Error! Bookmark not defined.**6 of this Red Herring Prospectus.

Quantitative factors

Information presented below is derived from our Company’s Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic and Diluted Earnings Per Share (EPS):

Financial Year	Basic & Diluted EPS (in ₹) (Standalone)	Basic & Diluted EPS (in ₹) (Consolidated)	Weights
March 31, 2025	10.14	10.92	3
March 31, 2024	2.87	-	2
March 31, 2023	9.41	-	1
Weighted Average EPS	7.60	10.92	

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year /Total of weights.*
2. *Basic and diluted EPS are based on the Restated Financial Statements.*
3. *The face value of each Equity Share is ₹10/-.*
4. *Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year/period divided by the weighted average no. of equity shares during the respective year/period.;*
5. *The figures disclosed above are based on the Restated Financial Statements.*

2. Price/Earning (P/E) ratio in relation to Price Band of ₹ 109 to ₹ 111 per Equity Share:

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
P/E ratio based on Basic EPS for Consolidated financials for Financial Year 2025	9.98	10.16

P/E ratio based on Diluted EPS for Consolidated financials for Financial Year 2025	9.98	10.16
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**To be updated at Prospectus stage.*

Note: Price / earning (P/E) ratio is computed by dividing the price per share by earnings per share

Industry Peer Group P/E ratio

We believe that there are no listed entities in India, the business portfolio of which is comparable with our business.

3. Return on Net Worth (RONW)

Derived from restated financial statements:

Financial Years	Return on Net Worth (in %) (RONW) (Standalone)	Return on Net Worth (in %) (RONW) (Consolidated)	Weights
March 31, 2025	44.37	64.49	3
March 31, 2024	19.66	-	2
March 31, 2023	107.86	-	1
Weighted Average RONW	47.25	64.49	

**Source: Restated Financial Statements*

Notes:

- Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights.*
- The figures disclosed above are based on the Restated Standalone Financial Statements of our Company.*
- Return on Net Worth (%) = Restated Profit/(loss) attributable to owners of the holding company/ average net worth at the end of the year/ period.*
- Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest)*

4. Net Asset Value (NAV) per Equity Share (face value of ₹10/- each)

Net Asset Value per Equity Share derived from the Restated Financial Statements:

Particulars	Amount (₹)
Net Asset Value per Equity Share as of March 31, 2025 (Consolidated)	33.85
Net Asset Value per Equity Share as of March 31, 2025 (Standalone)	33.03
After completion of the Issue	
(i) At Floor Price (Consolidated)	57.14
(ii) At Cap Price (Consolidated)	57.81
(iii) At Floor Price (Standalone)	56.64
(iv) At Cap Price (Standalone)	57.32
Issue Price per equity share	[●]

Notes:

- Net Asset Value per Equity Share is calculated as total equity divided by weighted average number of equity shares outstanding during the respective year/period.*

5. Comparison with listed industry peer:

There are no listed companies in India whose business portfolio is comparable with that of our business and comparable to our scale of operations. Hence, it is not possible to provide an industry comparison in relation to our Company.

6. Key financial and operational performance indicators (“KPIs”)

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

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

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ Lakhs)	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.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
EBITDA (₹ Lakhs)	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.
Profit After Tax (₹ Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders’ funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company’s financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital employed (RoCE) (%)	It is calculated as profit before tax plus finance costs divided by total equity plus non-current liabilities.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track how effectively company is utilizing its working capital to generate revenue.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 13, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the 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-year period prior to the date of filing of this RHP. Further, the KPIs herein have been certified by Kumbhat & Co. LLP, Chartered Accountants, by their certificate dated August 13, 2025.

Key Performance Indicators of our Company

(₹ in lakhs)

Financial Metrics	As of and for the Fiscal			
	2025 (Consolidated)	2025 (Standalone)	2024 (Standalone)	2023 (Standalone)
Revenue From operations (₹ in Lakhs)	1,063.60	1,063.10	713.62	611.85
Total revenue (₹ in Lakhs)	1,084.31	1,087.99	744.98	686.38
EBITDA (₹ in Lakhs)	234.80	207.04	72.69	126.70

Financial Metrics	As of and for the Fiscal			
	2025 (Consolidated)	2025 (Standalone)	2024 (Standalone)	2023 (Standalone)
EBITDA Margin (%)	22.08	19.47	10.19	20.71
Profit after tax (₹ in Lakhs)	153.32	142.36	31.93	104.50
PAT Margin (%)	14.14	13.08	4.29	15.22
Return on Equity (ROE) (%)	28.28	30.69	17.95%	71.12%
Debt To Equity Ratio	0.34	0.45	1.83	2.34
Interest Coverage Ratio	11.65	10.77	3.11	6.60
Return on Capital Employed (ROCE) (%)	31.43%	39.83%	33.50%	81.02%
Current Ratio	1.10	0.86	0.55	0.44
Net Capital Turnover Ratio	33.48	-20.08	-2.87	-2.07

Notes:

- a) *As certified by Kumbhat & Co. LLP, Chartered Accountants pursuant to their certificate dated August 13, 2025. The Audit committee in its resolution dated August 13, 2025 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Red Herring Prospectus other than as disclosed in this section.*
- b) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
- c) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.*
- d) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
- e) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes but before other comprehensive income by our revenue from operations.*
- f) *Return on equity (RoE) is equal to profit after tax for the year divided by the total equity during that period and is expressed as a percentage.*
- g) *Debt to equity ratio is calculated by dividing the debt (excluding lease liabilities) by total equity (which includes issued capital and all other equity reserves).*
- h) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBITDA by finance cost payment.*
- i) *RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus non-current liabilities.*
- j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
- k) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page **Error! Bookmark not defined.** for the reconciliation and the manner of calculation of our key financial performance indicators.

7. Weighted average cost of acquisition (“WACA”), floor price and cap price:

a) Primary Transactions:

Price per share of Issuer Company based on primary / new issue of shares, excluding issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP / RHP, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days;

Date of allotment	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ Lakhs)
June 05, 2024	55,146	10	189.84	Allotment against takeover of VEPL	Other than Cash	104.69
August 16, 2024	3,89,388	10	10	Rights Issue	Cash	38.94
Total	4,44,534					143.63
Weighted average cost of acquisition (WACA)						32.31

b) Secondary Acquisition:

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), 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. ("Secondary Transactions")

Weighted average cost of acquisition, Floor Price and Cap Price

Based on the disclosures in (a) and (b) above, the weighted average cost of acquisition of Equity Shares as compared with the Floor Price and Cap Price is set forth below:

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	₹ 109	₹ 111
Weighted average cost of acquisition (WACA) of Primary issuances as per (a)	32.31	3.37	3.44
Weighted average cost of acquisition (WACA) of secondary transactions as per (b)	NA	NA	NA

8. Justification for Basis of Issue Price

Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for year ended March 31, 2025, March 31, 2024 and March 31, 2023.

[●]*

*To be included upon finalization of Price Band

9. The Issue Price is [●] times of the Face Value of the Equity Shares.

The issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages **Error! Bookmark not defined.**, 116, **Error! Bookmark not defined.** and 168, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.