



Certificate on Key Performance Indicators (MCMD)

Date: December 14, 2023

To:

Axis Capital Limited

1st Floor, C-2 Axis House
Wadia International Center, P. B. Marg
Worli, Mumbai 400 025
Maharashtra, India

Anand Rathi Advisors Limited

11th Floor, Times Tower
Kamla City, Senapati Bapat Marg Lower Parel
Mumbai - 400 013
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th floor, A & B Wing
Parinee Crescenzo
Bandra Kurla Complex
Bandra (East), Mumbai- 400 051
Maharashtra, India

(Axis Capital Limited, Anand Rathi Advisors Limited, ICICI Securities Limited, SBI Capital Markets Limited appointed by the Company are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

and

Board of Directors

Azad Engineering Limited

90/C, 90/D, Phase 1 I.D.A
Jeedimetla Hyderabad 500055
Telangana, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Azad Engineering Limited (the "Company" and such offering, the "Offer")

In relation to the Company and its affiliates, we, Laxminiwas & Co., Chartered Accountants, are an independent firm of Chartered Accountants, appointed by the Company in terms of our engagement letter dated August 10, 2023 in relation to the Offer. We have received a request from the Company to perform certain procedures with respect to certain identified key performance indicators ("KPI") of the Company.



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Laxminiwas & Co.

Head Office: 6-3-569, 4th Floor, Above BMW Showroom,
Opp. RTA Office Khairatabad, Hyderabad 500082, Telangana, India.

We have examined the; (a) restated consolidated financial statements of the Company and its erstwhile subsidiaries as of and for the six months period ended September 30, 2023 and the financial years ended March

31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"), the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as amended, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto ("Companies Act" and such restated consolidated financial information, the "Restated Consolidated Financial Statements"); and (b) relevant records, correspondence with regulatory/statutory authority and registers of the Company, including but not limited to, minutes of the meetings of the board of directors of the Company, minutes of annual general meeting and extra-ordinary general meetings of the Company, documents, records maintained by the Company, information and explanations presented to us. We have also performed the procedures enumerated in **Annexure B** hereto with respect to the key performance indicators ("KPIs") of the Company for the six months period ended September 30, 2023 and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 (the "Periods") and comparison with KPIs of listed peers of the Company (as identified by the management) for the financial year ended March 31, 2023, as set forth in **Annexure A**.

We have read and verified the items / statements identified by the Company in **Annexure A** and have performed the procedures as set out above and in **Annexure B**. Based on our review of such documents and records of the Company as we deemed necessary and the procedures performed by us as set forth above and in **Annexure B** hereto, we confirm that the KPIs, financial, operational and other details pertaining to the Company (on a consolidated basis) set forth in **Annexure A** hereto are correct, true and accurate and nothing came to our attention that caused us to believe that the information contained in **Annexure A** was not accurate, valid and complete.

The procedures set out above and in **Annexure B**, were performed to evaluate the accuracy, validity and completeness of the KPIs set forth in **Annexure A** hereto.

We confirm that the information in this certificate is true, fair, correct, complete, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context and will enable investors to make a well-informed decision.

We further confirm that we are not related in any manner to the promoters or directors of the Company, or otherwise interested in the formation of management of the Company.

Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information" ("SRS 4400"), issued by the Institute of Chartered Accountants of India as applicable.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

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

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the red herring prospectus, prospectus and any other material used in connection with the Offer (together with the draft red herring prospectus, the "Offer Documents") which may be filed by the Company with Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), Registrar of Companies, Telangana at Hyderabad (the "RoC") and/or any other regulatory or statutory authority.



We hereby consent (i) to our name, Laxminiwas & Co., Chartered Accountants and the aforementioned details being included in the Offer Documents; and (ii) to the submission of this certificate to any regulatory / statutory / judicial / governmental authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. We also give our consent to include this certificate as part of the section titled "Material Contracts and Documents for Inspection" in the Offer Documents which will be available to the public for inspection and on the website(s) of the Company.

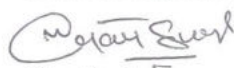
This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We hereby consent to this certificate letter being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information / confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information / confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

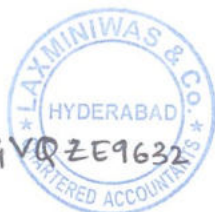
All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours Sincerely,

**For Laxminiwas & Co.,
Chartered Accountants**
ICAI Firm Registration No: **0111685**



Vijay Singh
Partner
Membership No.221671
UDIN: 23221671B9V0ZE9632



Encl: Annexures A and B

CC:

Khaitan & Co
10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Cyril Amarchand Mangaldas
Prestige Falcon Tower
3rd Floor, Brunton Road
Craig Park Layout, Victoria Layout
Bengaluru 560 025
Karnataka, India

Annexure A

Key performance indicators of the Company

The KPIs disclosed herein below have been approved by a resolution of Audit Committee dated December 14, 2023, 2023.

The tables below set forth the details of the company's certain financial data based on the KPIs that the Company considers have a bearing for arriving at the basis for Offer Price.

(in ₹ million, unless otherwise stated)

Particulars	Six months period ended September 30, 2023	As at / for the Financial year ended March 31,		
		2023	2022	2021
Revenue from operations	1,587.47	2,516.75	1,944.67	1,227.21
Revenue from operations growth ⁽¹⁾ (%)	- **	29.42	58.46	- *
Revenue from customers outside India	1,423.79	2,023.08	1,518.17	1,007.33
Gross Profit ⁽²⁾	1,388.48	2,215.24	1,737.05	1,089.12
Gross Margin ⁽³⁾ (%)	87.47	88.02	89.32	88.75
EBITDA ⁽⁴⁾	525.29	722.78	622.68	281.54
EBITDA Growth ⁽⁵⁾ (%)	- **	16.08	121.17	- *
EBITDA Margin ⁽⁶⁾ (%)	33.09	28.72	32.02	22.94
Profit after tax for the period/year	268.89	84.73	294.57	115.00
Profit Margin ⁽⁷⁾ (%)	16.94	3.37	15.15	9.37
Return on Capital Employed ⁽⁸⁾ (%)	9.63***	12.99	16.95	12.09

* Not included as the comparative period figures under Ind AS for FY 2020 / as on March 31, 2020 are not available

** This figure has not been disclosed as it has not been annualised.

*** Not annualised

Notes:

- (1) Revenue from operations growth (year on year) means the annual growth in Revenue from operations.
- (2) Gross Profit is calculated as Revenue from operations less Cost of Goods Sold. Cost of goods sold is the sum of Cost of materials consumed, Purchases of stock-in-trade and increase/ decrease in inventories.
- (3) Gross Margin is calculated as Gross Profit divided by Revenue from Operations.
- (4) EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense less other income.
- (5) EBITDA Growth (year on year) means the annual growth in EBITDA.
- (6) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (7) Profit Margin is calculated as profit after tax as a percentage of Revenue from operations.
- (8) Return on capital employed (%) is calculated as EBIT divided by capital employed. EBIT is calculated as restated profit after tax for the year/ period plus total tax expense plus finance costs and capital employed is calculated as the sum of total equity, current borrowings, and non-current borrowings.



Explanation for the key performance indicators

KPIs	Explanations
Revenue from operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of its business.
Revenue from operations growth	Revenue from Operations growth provides information regarding the growth in the business for the respective periods.
Revenue from customers outside India	Revenue from Customers outside India is used by the management to track the revenue profile from the exports undertaken by the Company and in turn helps assess the overall financial performance undertaken through exports by the Company.
Gross Profit	Gross Profit assesses the Company's operational efficiency at using its labour and costs in producing goods or services.
Gross Margin	Gross Margin is an indicator of the operational efficiency and financial performance of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Growth	EBITDA growth provides information regarding the growth in the operational performance for the respective periods.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of the Company's business.
Profit after tax for the period/year	Profit after tax for the period/year provides information regarding the growth of the Company's operational performance for the respective periods.
Profit Margin	Profit Margin is an indicator of the overall profitability and financial performance of the business.
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business.



Comparison with Listed Industry Peers

Below is the comparison with the Company's peers listed in India (as identified by the management), as on March 31, 2023:

(in ₹ million, unless otherwise stated)

Particulars	Azad Engineering Limited	MTAR Technologies Limited	Paras Defence and Space Technologies Limited	Dyna-matic Technologies Limited	Triveni Turbine Limited
Revenue from operations	2,516.75	5,737.51	2,224.26	13,157.70	12,475.50
Revenue from operations growth ⁽¹⁾ (%)	29.42	78.18	21.84	4.98	46.39
Revenue from customers outside India	2,023.08	4,506.28	351.57	10,072.10	5,436.13
Gross Profit ⁽²⁾	2,215.24	3,042.41	1,170.63	6,847.50	6,004.12
Gross Margin ⁽³⁾ (%)	88.02	53.03	52.63	52.04	48.13
EBITDA ⁽⁴⁾	722.78	1,539.74	567.50	1,812.60	2,764.00
EBITDA Growth ⁽⁵⁾ (%)	16.08	63.06	9.44	7.11	43.88
EBITDA Margin ⁽⁶⁾ (%)	28.72	26.84	25.51	13.78	22.20
Profit after tax for the period/year ⁽⁷⁾	84.73	1,034.19	359.40	427.90	1,928.80
Profit Margin ⁽⁸⁾ (%)	3.37	18.03	16.16	3.25	15.46
Return on Capital Employed ⁽⁹⁾ (%)	12.99	17.72	12.24	11.76	31.24

Notes:

1. Revenue from operations growth (year on year) means the annual growth in Revenue from operations.
2. Gross Profit is calculated as Revenue from operations less Cost of Goods Sold. Cost of goods sold is the sum of Cost of materials consumed, Purchases of stock-in-trade and increase/ decrease in inventories.
3. Gross Margin is calculated as Gross Profit divided by Revenue from Operations.
4. EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortization expense less other income.
5. EBITDA Growth (year on year) means the annual growth in EBITDA.
6. EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
7. Profit for the year/period is calculated as profit before tax minus tax expense for the year/period.
8. Profit margin is calculated as profit after tax as a percentage of revenue from operations
9. Return on Capital Employed % (ROCE) is calculated as EBIT divided by capital employed. EBIT is calculated as restated profit after tax for the year/ period plus total tax expense plus finance costs and Capital employed is calculated as the sum of Total Equity, Current Borrowings, and Non-current borrowings
10. All the financial information for listed industry peers mentioned above is on a consolidated basis and sourced from the audited financial statements of the relevant companies as on March 31, 2023 as available on the websites of the Stock Exchanges.

We confirm that the Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.



Annexure B

Procedures performed for the key performance indicators of the company set forth in Annexure A hereto

- (a) Tracing the KPI's to the Restated Consolidated Financial Statements.
- (b) Review of schedules prepared by the Company and tracing the schedules with the Restated Consolidated Financial Statements.
- (c) Review of MIS prepared by the finance department of the Company.
- (d) Recalculation of the KPI's and checking their formulae.
- (e) Comparing the calculated KPI's with peers to assess how the organization has performed in the same domain.





Certificate on average cost of acquisition and weighted average price of shares

Date: December 14, 2023

To:

Axis Capital Limited

1st Floor, C-2 Axis House
Wadia International Center, P. B. Marg
Worli, Mumbai 400 025
Maharashtra, India

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Bandra Kurla Complex
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Maharashtra, India

(Axis Capital Limited, Anand Rathi Advisors Limited, ICICI Securities Limited and SBI Capital Markets Limited, are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

and

Board of Directors

Azad Engineering Limited

90/C, 90/D, Phase 1 I.D.A
Jeedimetla Hyderabad 500055
Telangana, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Azad Engineering Limited (the "Company" and such offering, the "Offer")

In relation to the Company and its affiliates, we, Laxminiwas & Co., Chartered Accountants, are an independent firm of Chartered Accountants, appointed by the Company in terms of our engagement letter dated August 10, 2023, in relation to the Offer.

We have received a request from the Company to verify and certify (i) the average cost of acquisition of the Shares of the Company held by Promoters, namely, Rakesh Chopdar and the shareholders, namely DMI Finance Private Limited, Piramal Structured Credit Opportunities Fund, who are participating in the Offer as selling



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shareholders (the “Selling Shareholders”); (ii) weighted average price at which the securities were acquired by the Promoters and Selling Shareholders in the last year (i.e., from December 14, 2022 till December 13, 2023); (iii) price of acquisition at which specified securities were acquired by the Promoters, members of the promoter group of the Company (as listed in **Schedule I** hereto) (the “Promoter Group”), Selling Shareholder(s) and those shareholders who are entitled with the right to nominate directors or any other rights, in the last three years (i.e., from December 14, 2020 till December 13, 2023); and (iv) weighted average price at which shares were acquired by all the shareholders in the last year (i.e., from December 14, 2022 till December 13, 2023), in the last eighteen months (i.e., from June 14, 2022 till December 13, 2023) and in the last three years (i.e., from December 14, 2020 till December 13, 2023) prior to the date of the Draft Red Herring Prospectus.

We have performed the following procedures: (i) obtained the list of all the shareholders which includes Promoter, Selling Shareholders, Shareholders with right to nominate directors or any other rights from the management of the Company for the purpose of calculation of cost per Equity Share and compulsorily convertible debentures (“CCDs”) (as applicable) to each of the Selling Shareholders; (ii) compared the date of acquisition / sale / transfer, number of Equity Shares and/or CCDs; and acquisition / issue cost per Equity Share and or CCDs in respect of each of the Selling Shareholders, with the share allotment register, minutes of the meetings of the board of directors of the Company and duly organized committees thereof, minutes of annual general meetings and extra ordinary general meetings, relevant statutory registers, bank statements, relevant forms including share transfer forms, RBI filings, demat transfer statements, depository instruction slips and other documents and accounts as may be deemed relevant; (iii) computed the average cost of acquisition per Equity Share (which also includes the cost of CCDs acquired, if any, by a Selling Shareholder) to each the Promoter and Selling Shareholders as on December 13, 2023 and the weighted average price at which the Equity Shares and/or CCDs were acquired by the Promoter and each of the Selling Shareholders in the last year.

Further, based on the information and explanation provided to us by the Company, and on review of the following documents: (a) Form 2 (Return of Allotment) pursuant to Section 75(1) of the Companies Act, 1956, as amended (for allotments since inception to March 31, 2014) and Form PAS-3 pursuant to Section 39(4) of the Companies Act, 2013, as amended, and Rule 12 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (for allotments since April 1, 2014) along with extracts of relevant board and shareholder resolutions; (b) Form SH-7 pursuant to Section 64(1) of the Companies Act, 2013, as amended and Rule 15 of the Companies (Share Capital and Debenture Rules), 2014; (c) confirmation from the Company for monies received from DMI Finance Private Limited, Piramal Structured Credit Opportunities Fund; and (d) share allotment and share transfer registers, minutes of the meetings of the Board of Directors of the Company and duly organized committees thereof, minutes of annual general meetings and extra-ordinary general meetings of the Company, relevant statutory registers, bank account statements, relevant filings with the Reserve Bank of India, demat transfer statements, share transfer forms, any other forms filed with any regulatory authority in this regard and other documents presented to us, we hereby certify that the following is the average cost of acquisition of securities of the Company held by the Promoters and Selling Shareholders in respect of their respective shareholding in the Company, as on December 13, 2023, weighted average price at which securities were acquired by the Promoter and the Selling shareholders in the last one year (i.e., from December 14, 2022 till December 13, 2023), weighted average cost of acquisition for all securities transacted of the Company in the last year (i.e., from December 14, 2022 till December 13, 2023), eighteen months (i.e., from June 14, 2022 till December 13, 2023) and the last three years (i.e., from December 14, 2020 till , December 13, 2023) preceding the date of the DRHP:

Average Cost of Acquisition

Name of the Promoter / Selling Shareholder	Number of Equity Shares held as of December 13, 2023	Average cost of acquisition per Equity Share (in ₹)	Number of CCD held as of December 13, 2023	Average Cost of acquisition per CCD (in ₹)
Rakesh Chopdar®	4,22,41,800 ^{(1) (2)}	0.34	NA	NA
DMI Finance Private Limited	6,52,350 ^{(1) (2)}	267.03	NA	NA



Name of the Promoter / Selling Shareholder	Number of Equity Shares held as of December 13, 2023	Average cost of acquisition per Equity Share (in ₹)	Number of CCD held as of December 13, 2023	Average Cost of acquisition per CCD (in ₹)
Piramal Structured Credit Opportunities Fund	49,78,062	321.41	NA	NA

©Rakesh Chopdar is also the Promoter Selling Shareholder.

- (1) Pursuant to a resolution passed by the Board of Directors on September 11, 2023, and a resolution passed by the Shareholders on September 12, 2023, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. The average cost of acquisition per equity share has been adjusted for such sub-division.
- (2) The Board of Directors pursuant to a resolution dated September 11, 2023 and Shareholders pursuant to a special resolution dated September 12, 2023, have approved the issuance of 41,295,650 bonus Equity Shares in the ratio of five Equity Shares for every one existing fully paid up equity share.

The calculation of the average cost per share for the Promoters / Selling Shareholder(s) is as per the details provided in Annexure A.

Weighted Average Cost of Acquisition for Shares acquired in the past one year

Name of the Promoter / Selling Shareholder	Number of Equity Shares acquired in the last one year (i.e., acquired from December 14, 2022 till December 13, 2023)	Weighted average cost of acquisition of Equity Shares acquired from December 14, 2022 till December 13, 2023 (in ₹)	Number of CCD held as of December 13, 2023	Average Cost of acquisition per CCD (in ₹)
Rakesh Chopdar©	4,25,16,615	Nil ⁽¹⁾⁽²⁾	NA	NA
DMI Finance Private Limited	6,74,093	267.03 ⁽¹⁾⁽²⁾	NA	NA
Piramal Structured Credit Opportunities Fund	49,78,062	321.41	NA	NA

©Rakesh Chopdar is also the Promoter Selling Shareholder.

- (1) Pursuant to a resolution passed by the Board on September 11, 2023 and a resolution passed by the Shareholders on September 12, 2023, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid up capital of the Company was sub-divided from 1,651,826 equity shares of face value of ₹10 each to 8,259,130 Equity Shares of face value of ₹2 each. The weighted average cost of acquisition per equity share has been adjusted for such sub-division.
- (2) The Board of Directors pursuant to a resolution dated September 11, 2023 and Shareholders pursuant to a special resolution dated September 12, 2023, have approved the issuance of 41,295,650 bonus Equity Shares in the ratio of five Equity Shares for every one existing fully paid up equity share. The average cost of acquisition per equity share has been adjusted for such bonus issuance.

The calculation of the weighted average cost at which specified securities of the Company in the last year (i.e., from December 14, 2022 till December 13, 2023) were acquired by the Promoters / Selling Shareholder(s), is as per the details provided in Annexure B.



Acquisition of Shares in the last three years by each of the Promoter, members of the Promoter Group, Selling Shareholders and shareholders entitled with the right to nominate directors or any other rights.

S. No.	Name of the acquirer / shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value ⁽¹⁾ (in ₹)	Price of acquisition of Equity Shares (in ₹)
Promoters					
1.	Rakesh Chopdar®	May 26, 2023 ⁽³⁾	1,600	10	Nil
		September 12, 2023	5,864,140	2	Nil
		September 18, 2023	36,650,875	2	Nil
Promoter Group (other than Promoter)					
1.	Deepak Chopdar	September 28, 2023 ⁽⁴⁾	11,820	2	Nil
2.	Babita Shripalsingh Sulhyan	September 28, 2023 ⁽⁴⁾	12,000	2	Nil
3.	Jyoti Chopdar	September 12, 2023	19,200	2	Nil
		September 18, 2023	120,000	2	Nil
4.	Amit Walia	September 28, 2023 ⁽⁴⁾	6,000	2	Nil
5.	Ella Walia	September 28, 2023 ⁽⁴⁾	6,000	2	Nil
6.	Kartik Chopdar	September 28, 2023 ⁽⁴⁾	297,300	2	Nil
7.	Satwik Chopdar	September 28, 2023 ⁽⁴⁾	148,650	2	Nil
Selling Shareholders					
1.	DMI Finance Private Limited	October 13, 2022	42,932	10	4,139.07
		September 12, 2023	86,980	2	Nil
		September 18, 2023	543,625	2	Nil
2.	Piramal Structure Credit Opportunities Fund	December 11, 2023	49,78,062	2	321.41
Shareholders entitled to the right to nominate directors					
1.	Vivek Mundra	October 17, 2022	28,541	10	6,023
		November 29, 2022	6,523	10	10,441
		September 12, 2023 ⁽¹⁾	140,526	2	Nil
		September 18, 2023 ⁽²⁾	876,600	2	Nil
2.	Dr. Nageshwar Reddy Duvvur	October 17, 2022	19,028	10	6,023
		November 29, 2022	4,349	10	10,441
		September 12, 2023	93,508	2	Nil



S. No.	Name of the acquirer / shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value ⁽¹⁾ (in ₹)	Price of acquisition of Equity Shares (in ₹)
		2023 ⁽¹⁾			
		September 18, 2023 ⁽²⁾	584,425	2	Nil
3.	Venkata Subbaraju Penmetsa	October 17, 2022	10,703	10	6,023
		November 29, 2022	1,890	10	10,441
		March 6, 2023	6,721	10	6,845
		September 12, 2023 ⁽¹⁾	70,136	2	Nil
		September 18, 2023 ⁽²⁾	438,350	2	Nil
		October 17, 2022	9,514	10	6,023
4.	Rajyalakshmi Penmetsa	November 22, 2022	2,174	10	10,441
		March 6, 2023	5,844	10	6,845
		September 12, 2023 ⁽¹⁾	59,032	2	Nil
		September 18, 2023 ⁽²⁾	368,950	2	Nil
		October 17, 2022	9,514	10	6,023
5.	Bindiya Mahapatra	December 5, 2022	2,174	10	10,441
		September 12, 2023 ⁽¹⁾	46,752	2	Nil
		September 18, 2023 ⁽²⁾	292,200	2	Nil
		October 17, 2022	5,946	10	6,023
6.	Venkata Krishnam Raju Alluri	November 29, 2022	1,395	10	10,441
		September 12, 2023 ⁽¹⁾	29,220	2	Nil
		September 18, 2023 ⁽²⁾	182,625	2	Nil
		October 17, 2022	2,378	10	6,023
7.	Vijay Kumar Raju Alluri	November 29, 2022	544	10	10,441
		September 12, 2023 ⁽¹⁾	11,688	2	Nil
		September 18, 2023 ⁽²⁾	73,050	2	Nil
		October 17, 2022	4,757	10	6,023
8.	Pilot Consultants Private Limited	November 29, 2022	1,087	10	10,441
		September 12, 2023 ⁽¹⁾	23,376	2	Nil



S. No.	Name of the acquirer / shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value ⁽¹⁾ (in ₹)	Price of acquisition of Equity Shares (in ₹)
		September 18, 2023 ⁽²⁾	146,100	2	Nil
9.	Plutus Capital ⁽⁵⁾	October 17, 2022	4,757	10	6,023
		November 29, 2022	1,087	10	10,441
		September 12, 2023 ⁽¹⁾	23,376	2	Nil
		September 18, 2023 ⁽²⁾	146,100	2	Nil
		March 6, 2023	14,607	10	3,423
10.	Sachin Ramesh Tendulkar	September 12, 2023 ⁽¹⁾	58,428	2	Nil
		September 18, 2023 ⁽²⁾	365,175	2	Nil
		March 6, 2023	439	10	6,845
11.	Dheeraj Reddy Endela	September 12, 2023 ⁽¹⁾	1,756	2	Nil
		September 18, 2023 ⁽²⁾	10,975	2	Nil
		March 11, 2023	1,460	10	6,845
12.	Venkatsai Laxman Vangipurapu	September 12, 2023 ⁽¹⁾	5,840	2	Nil
		September 18, 2023 ⁽²⁾	36,500	2	Nil
		March 11, 2023	1,460	10	6,845
13.	Velagapudi Pranavi Chandra	September 12, 2023 ⁽¹⁾	5,840	2	Nil
		September 18, 2023 ⁽²⁾	36,500	2	Nil
		March 11, 2023	1,460	10	6,845
14.	Saina Nehwal	September 12, 2023 ⁽¹⁾	5,840	2	Nil
		September 18, 2023 ⁽²⁾	36,500	2	Nil
		March 11, 2023	1,460	10	6,845
15.	Nikhath Zareen	September 12, 2023 ⁽¹⁾	5,840	2	Nil
		September 18, 2023 ⁽²⁾	36,500	2	Nil
		March 11, 2023	1,460	10	6,845
16.	Asian Institute of Gastro Enterology Private Limited	September 12, 2023 ⁽¹⁾	5,844	2	Nil
		September 18, 2023 ⁽²⁾	36,525	2	Nil
		March 11, 2023	1,461	10	6,845
17.	Chamudeswara	March 11,	2,922	10	6,845



S. No.	Name of the acquirer / shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value ⁽¹⁾ (in ₹)	Price of acquisition of Equity Shares (in ₹)
	Nath Vankina	2023			
		September 12, 2023 ⁽¹⁾	11,688	2	Nil
		September 18, 2023 ⁽²⁾	73,050	2	Nil
18.	Venkat Rao Guduru	March 11, 2023	731	10	6,845
		September 12, 2023 ⁽¹⁾	2,924	2	Nil
		September 18, 2023 ⁽²⁾	18,275	2	Nil
19.	Anitha Mudireddy	March 11, 2023	439	10	6,845
		September 12, 2023 ⁽¹⁾	1,756	2	Nil
		September 18, 2023 ⁽²⁾	10,975	2	Nil
20.	Anupa Sajjanar	March 11, 2023	585	10	6,845
		September 12, 2023 ⁽¹⁾	2,340	2	Nil
		September 18, 2023 ⁽²⁾	14,625	2	Nil
21.	N Srinivas Rao	March 11, 2023	585	10	6,845
		September 12, 2023 ⁽¹⁾	2,340	2	Nil
		September 18, 2023 ⁽²⁾	14,625	2	Nil
22.	Milind Chama	March 21, 2023	731	10	6,845
		September 12, 2023 ⁽¹⁾	2,924	2	Nil
		September 18, 2023 ⁽²⁾	18,275	2	Nil
23.	Pusarla Venkata Sindhu	March 24, 2023	1,460	10	6,845
		September 12, 2023 ⁽¹⁾	5,840	2	Nil
		September 18, 2023 ⁽²⁾	36,500	2	Nil

@Rakesh Chopdar is also the Promoter Selling Shareholder.

- (1) Pursuant to a resolution passed by the Board on September 11, 2023 and a resolution passed by the Shareholders on September 12, 2023, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid up capital of the Company was sub-divided from 1,651,826 equity shares of face value of ₹10 each to 8,259,130 Equity Shares of face value of ₹2 each.
- (2) the Board of Directors pursuant to a resolution dated September 11, 2023 and Shareholders pursuant to a special resolution dated September 12, 2023, have approved the issuance of 41,295,650 bonus Equity Shares in the ratio of five Equity Shares for every one existing fully paid up equity share.
- (3) Acquired by way of transmission.
- (4) Acquired by way of gift.
- (5) Held by Omprakash Sanjiv Kuckian, jointly with Karan G Mehta and Krish Ajmera in their capacity as partners of Plutus Capital.



Name of the acquirer/ Shareholder	Date of allotment of compulsorily convertible debentures	Number of compulsorily convertible debentures acquired	Face value per compulsorily convertible debenture (in ₹)	Acquisition price per compulsorily convertible debenture (in ₹)
Selling Shareholders				
Piramal Structure Credit Opportunities Fund ⁽¹⁾	August 13, 2022	1,600	1,000,000	1,000,000
DMI Finance Private Limited ⁽²⁾	July 5, 2021	1,080	100,000	100,000
	October 19, 2021	720	100,000	100,000

(1) 1,600 PSCOF CCDs outstanding as of September 30, 2023, were converted to 49,78,062 Equity Shares on December 11, 2023. As on the date of this certificate, Piramal Structured Credit Opportunities Fund does not hold any CCDs.

(2) 1,800 DMI CCDs were converted to 43,488 Equity Shares on October 13, 2022. As on the date of this certificate, DMI Finance Private Limited does not hold any CCDs.

Name of the acquirer/ Shareholder	Date of allotment of optionally convertible debentures ⁽¹⁾	Number of optionally convertible debentures acquired	Face value per optionally convertible debentures (in ₹)	Acquisition price per optionally convertible debentures (in ₹)*
Selling Shareholders				
DMI Finance Private Limited	May 7, 2021	2,520	100,000	100,000
	October 19, 2021	1,680	100,000	100,000

(1) All OCDs were redeemed on October 7, 2022

The weighted average cost of acquisition of all shares transacted in the last 3 years, 18 months and 1 year by all the shareholders.

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price 'is "x" times the Weighted Average Cost of Acquisition (in ₹ 499)	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last 1 year	254.47	1.96 times	Nil to ₹ 321.41
Last 18 months prior to the date of the Draft Red Herring Prospectus	254.47	1.96 times	[•]
Last 3 years	254.47	1.96 times	Nil to ₹ 321.41



Weighted average cost of acquisition, floor price and cap price

- A. Price per share of the Company (as adjusted for corporate actions, including sub-division of equity shares and bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this certificate, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Transactions")

Except as disclosed below, the Company has not issued any Equity Shares or convertible securities ("Security(ies)") (excluding Equity Shares issued pursuant to a bonus issue) during the 18 months preceding the date of this certificate, 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-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Primary transactions:

Date of allotment	Name of allottee	No. of shares transacted	Nature of allotment	Nature of consideration	Total consideration (₹ in million)	Price per security (₹)
October 13, 2022	Allotment of 42,932 equity shares to DMI Finance Private Limited, 242 equity shares to Anshuman Madam Malur, 242 equity shares to Shakendra Bhandari and 72 equity shares to Yatharth Ratadiya	1,304,640 ⁽¹⁾ ⁽²⁾	Pursuant to conversion of CCDs in the ratio of 24.16 Equity Shares for every 1 DMI CCD.	Cash (Paid at the time of subscription)	180.00	137.97
October 17, 2022	Allotment of 10,703 equity shares to Venkata Subbaraju Penmetsa, 9,514 equity shares to Rajyalakshmi Penmetsa, 28,541 equity shares to Vivek Mundra, 19,028 equity shares to Dr. Nageshwar Reddy Duvvur, 9,514 equity shares to Bindiya Mahapatra, 5,946 equity shares to Venkata Krishnam Raju Alluri, 2,378 equity shares to Vijay Kumar Raju Alluri, 4,757 equity shares to Pilot	2,854,140 ⁽¹⁾ ⁽²⁾	Preferential Allotment	Cash	573.02	200.77



Date of allotment	Name of allottee	No. of shares transacted	Nature of allotment	Nature of consideration	Total consideration (₹ in million)	Price per security (₹)
	Consultants Private Limited and 4,757 equity shares to Plutus Capital.					
December 11, 2023	Allotment of 49,78,062 Equity Shares to Piramal Structured Credit Opportunities Fund	49,78,062	Pursuant to conversion of PSCOF CCDs in the ratio of 3111.29 Equity Shares for every 1 PSCOF CCD held.	N.A ⁽³⁾	1,600	321.41
Weighted average cost of acquisition (WACA) (primary transactions) (₹ per Equity Share)						257.53

(1) Pursuant to a resolution passed by the Board on September 11, 2023 and a resolution passed by the Shareholders on September 12, 2023, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid up capital of the Company was sub-divided from 1,651,826 equity shares of face value of ₹10 each to 8,259,130 Equity Shares of face value of ₹2 each.

(2) The Board of Directors pursuant to a resolution dated September 11, 2023 and Shareholders pursuant to a special resolution dated September 12, 2023, have approved the issuance of 41,295,650 bonus Equity Shares in the ratio of five Equity Shares for every one existing fully paid up equity share.

(3) Cash was paid at the time of allotment of the PSCOF CCDs on August 13, 2022.

Compulsory Convertible Debentures

Date of allotment	Name of allottee	No. of compulsory convertible debentures allotted ⁽¹⁾	Nature of allotment	Nature of consideration	Total consideration (in ₹ million)	Issue Price per compulsory convertible debentures
August 13, 2022	Piramal Structured Credit Opportunities Fund	1,600	Private Placement	Cash	1,600	1,000,000
Weighted average cost of acquisition (WACA) (primary transactions) (₹ per compulsory convertible debenture)						1,000,000

(1) 1,600 PSCOF CCDs outstanding as of September 30, 2023, were converted to 49,78,062 Equity Shares on December 11, 2023. As on the date of this certificate, Piramal Structured Credit Opportunities Fund does not hold any CCDs.

- B. Price per share of the Company (as adjusted for corporate actions, including sub-division of equity shares and bonus issuances) based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoter, members of the Promoter Group, Selling Shareholders or Shareholders with rights to nominate directors during the 18 months preceding the date of this certificate, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("Security(ies)"), where the Promoter, members of the Promoter Group, Selling Shareholders or the



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-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- C. Since there are no such transactions to report under B above, the following are the details of price per share of the Company basis the last five secondary transactions (secondary transactions where Promoter, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate Director(s) on the Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Date of Transfer	Name of transferor	Name of transferee	No. of Equity Shares transferred (adjusted for bonus issue and split) ⁽¹⁾⁽²⁾	Total Consideration (₹ in million)	Price per Equity Share (adjusted for bonus issue and split)(1)(2) (₹)		
March 6, 2023		Sachin Ramesh Tendulkar	438,210	50.00	114.10		
		Venkata Subbaraju Penmetsa	201,630	46.01	228.17		
		Rajyalakshmi Penmetsa	175,320	40.00	228.17		
		Dheeraj Reddy Endela	13,170	3.00	228.17		
March 11, 2023	Rakesh Chopdar	Nikhat Zareen	43,800	9.99	228.17		
		Velagapudi Pranavi Chandra	43,800	9.99	228.17		
		Venkatsai Laxman Vangipurapu	43,800	9.99	228.17		
		Saina Nehwal	43,800	9.99	228.17		
		Asian Institute of Gastro Enterology Private Limited	43,830	10.00	228.17		
		Chamundeswara Nath Vankina	87,660	20.00	228.17		
		Venkat Rao Guduru	21,930	5.00	228.17		
		Anitha Mudireddy	13,170	3.00	228.17		
		Anupa Sajjanar	17,550	4.00	228.17		
		N. Srinivas Rao	17,550	4.00	228.17		
		March 21, 2023		Vrajendra Milind Chama	21,930	5.00	228.17
		March 24, 2023		Pusarla Venkata Sindhu	43,800	9.99	228.17
		Weighted average cost of acquisition (WACA) (secondary transactions) (₹ per Equity Share)					188.84

(1) Pursuant to a resolution passed by the Board on September 11, 2023 and a resolution passed by the Shareholders on September 12, 2023, each equity share of face value of ₹10 each has been split into 5 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid up capital of the Company was sub-divided from 1,651,826 equity shares of face value of ₹10 each to 8,259,130 Equity Shares of face value of ₹2 each.

(2) The Board of Directors pursuant to a resolution dated September 11, 2023 and Shareholders pursuant to a special resolution dated September 12, 2023, have approved the issuance of 41,295,650 bonus Equity Shares in the ratio of five Equity Shares for every one existing fully paid up equity share.

Past transactions	Weighted average cost of acquisition of Equity Share* (in ₹)	Floor price (i.e ₹ 499)	Cap price in ₹ (i.e ₹ 524)
Weighted average cost of acquisition for Primary Issuances as per point A above considering primary issuances of Equity Shares	257.53	1.94 times	2.03 times
Since there were no Secondary Transactions, the information has been disclosed for price per share of the Company based on last five secondary transactions (where promoter/promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board), are a party to the transaction, not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of the transaction			
Weighted average cost of acquisition for secondary transactions undertaken during the last three years	188.84	2.64 times	2.77 times

We confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the draft red herring prospectus, updated draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together, the "Offer Documents") which may be filed by the Company with Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), Registrar of Companies, Telangana at Hyderabad (the "RoC") and/or any other regulatory or statutory authority.

We hereby consent (i) to our name Laxminiwas & Co., Chartered Accountants and the aforementioned details being included in the Offer Documents; and (ii) to the submission of this certificate to any regulatory / statutory / governmental authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. We also consent to the inclusion of this certificate as a part of 'Material Contracts and Documents for Inspection' in connection with the Offer, which will be available for public for inspection from the date of filing of the red herring prospectus until the Bid/Offer Closing Date.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We hereby consent to this certificate letter being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information / confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information / confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

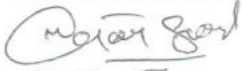


All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours sincerely,

**For Laxminiwas & Co.,
Chartered Accountants**

ICAI Firm Registration No: **0111685**

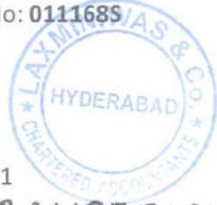


Vijay Singh

Partner

Membership No. 221671

UDIN: **23221671B4VQRZB1040**



Encl: As above

CC:

Khaitan & Co

10th & 13th Floors, Tower 1C

One World Centre

841, Senapati Bapat Marg

Mumbai 400 013

Maharashtra, India

Cyril Amarchand Mangaldas

Prestige Falcon Tower

3rd Floor, Brunton Road

Craig Park Layout, Victoria Layout

Bengaluru 560 025

Karnataka, India

SCHEDULE I

List of members of the Promoter Group

1. Jyoti Chopdar
2. Deepak Chopdar
3. Anita Walia
4. Sunita Walia
5. Babita Shripalsingh Sulhyan
6. Kartik Chopdar
7. Satwik Chopdar
8. Shiv Kumar Walia
9. Saroj Walia
10. Amit Walia
11. Ella Walia
12. Agrima Logipark;
13. Atlas Fasteners;
14. Atlas Fasteners Engineering Private Limited;
15. Azad F&B Private Limited;
16. Azad Synergies Private Limited;
17. Forgen Power Parts Private Limited;
18. Ohgo Engineering Private Limited;
19. Radhe Creations Private Limited;
20. Rouland Chemicals Private Limited; and
21. Swastik Coaters Private Limited.



Annexure A

Average Cost of Acquisition

Rakesh Chopdar

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Acquisition	Cash	August 31, 2012	100	150,000	100	Subscription	1,50,00,000	1,50,00,000	15,00,000	13.75
Acquisition	Cash	October 4, 2018	100	680	100	Allotment	68,000	1,50,68,000	15,06,800	0.06
Sub-division of the face value of the Company's equity shares from ₹100 each to ₹10 each on February 19, 2019. Consequently, 150680 equity shares of ₹ 100 each held by Rakesh Chopdar was sub-divided into 1506800 equity shares of ₹ 10 each.										
Transfer	Cash	March 06, 2023	10	(14,607)	3,423	Sale	(1,46,070)	(4,99,99,761)	14,92,193	(0.13)
Transfer	Cash	March 06, 2023	10	(6,721)	6,845	Sale	(67,210)	(4,60,05,245)	14,85,472	(0.06)
Transfer	Cash	March 06, 2023	10	(5,844)	6,845	Sale	(58,440)	(4,00,02,180)	14,79,628	(0.05)
Transfer	Cash	March 06, 2023	10	(439)	6,845	Sale	(4,390)	(30,04,955)	14,79,189	(0.00)

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,77,729	(0.01)
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,76,269	(0.01)
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,74,809	(0.01)
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,73,349	(0.01)
Transfer	Cash	March 11, 2023	10	(1,461)	6,845	Sale	(14,610)	(1,00,00,545)	14,71,888	(0.01)
Transfer	Cash	March 11, 2023	10	(2,922)	6,845	Sale	(29,220)	(2,00,01,090)	14,68,966	(0.03)
Transfer	Cash	March 11, 2023	10	(731)	6,845	Sale	(7,310)	(50,03,695)	14,68,235	(0.01)
Transfer	Cash	March 11, 2023	10	(439)	6,845	Sale	(4,390)	(30,04,955)	14,67,796	(0.00)
Transfer	Cash	March 11, 2023	10	(585)	6,845	Sale	(5,850)	(40,04,325)	14,67,211	(0.01)
Transfer	Cash	March 11, 2023	10	(585)	6,845	Sale	(5,850)	(40,04,325)	14,66,626	(0.01)



Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Transfer	Cash	March 21, 2023	10	(731)	6,845	Sale	(7,310)	(50,03,695)	14,65,895	(0.01)
Transfer	Cash	March 24, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,64,435	(0.01)
Transmission	Cash	May 26, 2023	10	1,600	NA	Transmission	0	Nil	14,66,035	0.01
Sub-division of the face value of the Company's equity shares from ₹10 each to ₹2 each on September 12, 2023. Consequently, 14,66,035 equity shares of ₹ 10 each held by Rakesh Chopdar was sub-divided into 73,30,175 equity shares of ₹ 2 each.										
Allotment pursuant to bonus issue in the ratio of 5:1 ,for 73,30,175 and a bonus issue 3,66,50,875										
Gift	NA	September 28, 2023	2	(2,97,300)	NA	Gift	0	Nil	4,39,81,050	67.21
Gift	NA	September 28, 2023	2	(1,73,430)	NA	Gift	0	Nil	4,36,83,750	(0.55)
Gift	NA	September 28, 2023	2	(1,73,430)	NA	Gift	0	Nil	4,35,10,320	(0.32)
Gift	NA	September 28, 2023	2	(1,73,430)	NA	Gift	0	Nil	4,33,36,890	(0.32)
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,31,88,240	(0.27)
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,30,39,590	(0.27)



Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,28,90,940	(0.27)
Gift	NA	September 28, 2023	2	(1,23,870)	NA	Gift	0	Nil	4,27,67,070	(0.23)
Gift	NA	September 28, 2023	2	(8,700)	NA	Gift	0	Nil	4,27,58,370	(0.02)
Gift	NA	September 28, 2023	2	(34800)	NA	Gift	0	Nil	4,27,23,570	(0.06)
Gift	NA	September 28, 2023	2	(12000)	NA	Gift	0	Nil	4,27,11,570	(0.02)
Gift	NA	September 28, 2023	2	(11,820)	NA	Gift	0	Nil	4,26,99,750	(0.02)
Gift	NA	September 28, 2023	2	(6,000)	NA	Gift	0	Nil	4,26,93,750	(0.01)
Gift	NA	September 28, 2023	2	(6,000)	NA	Gift	0	Nil	4,26,87,750	(0.01)
Gift	NA	September 28, 2023	2	(2,97,300)	NA	Gift	0	Nil	4,23,90,450	(0.55)
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,22,41,800	(0.27)
Total				4,22,41,800		1,41,79,700				77.46%



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

*A: Cost of Acquisition =1,50,68,000

**B: No. of shares acquired during the period i.e., 1,50,680 (Face Value Of ₹10 each)

Pursuant to subdivision of shares of face value of ₹10 each to ₹ 2 each, 14,66,035 shares were subdivided into 58,64,140 shares (14,66,035 + 5864140 =73,30,175)

Pursuant to bonus issue in the ratio of 5:1 : bonus shares of 3,66,50,875 were issued. The total number of shares acquired are 4,40,21,815shares.



Average Cost of Acquisition

DMI Finance Private Limited

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Acquisition	Cash	October 13, 2022	10	43,488	4139.07	Subscription	17,99,99,876	17,99,99,876	43,488	0.40
Allotment of 42,932 equity shares to DMI Finance Private Limited, 242 equity shares to Anshuman Madam Malur, 242 equity shares to Shakendra Bhandari and 72 equity shares to Yatharth Ratadiya in pursuant to conversion of CCD's.										
Transfer	Cash	November 29, 2022	10	(2,174)	10441	Sale	(21,740)	(2,26,98,734)	41,314	(0.02)
Transfer	Cash	November 29, 2022	10	(6,523)	10441	Sale	(65,230)	(6,81,06,643)	34,791	(0.06)
Transfer	Cash	November 29, 2022	10	(1,890)	10441	Sale	(18,900)	(1,97,33,490)	32,901	(0.02)
Transfer	Cash	November 29, 2022	10	(4,349)	10441	Sale	(43,490)	(4,54,07,909)	28,552	(0.04)
Transfer	Cash	November 29, 2022	10	(1,087)	10441	Sale	(10,870)	(1,13,49,367)	27,465	(0.01)
Transfer	Cash	November 29, 2022	10	(1,087)	10441	Sale	(10,870)	(1,13,49,367)	26,378	(0.01)

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Transfer	Cash	November 29, 2022	10	(1,359)	10441	Sale	(13,590)	(1,41,89,319)	25,019	(0.01)
Transfer	Cash	November 29, 2022	10	(544)	10441	Sale	(5,440)	(56,79,904)	24,475	(0.00)
Transfer	Cash	December 05, 2022	10	(2,174)	10441	Sale	(21,740)	(2,26,98,734)	22,301	(0.02)
Transfer	Cash	December 05, 2022	10	(242)	10441	Sale	(2,420)	(25,26,722)	22,059	(0.00)
Transfer	Cash	December 05, 2022	10	(72)	10441	Sale	(720)	(7,51,752)	21,987	(0.00)
Transfer	Cash	January 06, 2023	10	(242)	10441	Sale	(2,420)	(25,26,722)	21,745	(0.00)
Split Issue	NA	September 12, 2023	2	86,980	-	Split Issue	-	-	1,08,725	
Bonus Issue	NA	September 18, 2023	2	5,43,625	-	Bonus Issue	-	-	6,52,350	1.00
		Total		6,52,350			17,99,99,876		6,52,350	1.20
Average cost of acquisition per share in (₹) (A*/B**)										267.03

*A: Cost of Acquisition = 17,99,99,876

**B: No. of shares acquired during the period i.e. 43,488 (Face Value of ₹10 each)

Pursuant to subdivision of shares of face value of ₹10 each to ₹2 each, 21,745 shares were subdivided into 86,980 shares (21745 + 86980 = 108725)

Pursuant to bonus issue in the ratio of 5:1 : bonus shares of 5,42,625 were issued. The total number of shares acquired are 6,74,093 shares.



Average Cost of Acquisition

Piramal Structured Credit Opportunities Fund

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Conversion	NA(1)	[•]	2	49,78,062	321.41	Pursuant to conversion of PSCOF CCDs in the ratio of 3111.29 equity shares for every 1 PSCOF CCD held.	1,60,00,00,000	1,60,00,00,000	49,78,062	9.13
			Total	49,78,062			1,60,00,00,000	1,60,00,00,000	49,78,062	9.13
Average cost of acquisition per share in (₹)										321.41

(1) Cash was paid at the time of allotment of the PSCOF CCDs on August 13, 2022.



Annexure B

Weighted Average Cost of Acquisition

Rakesh Chopdar

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Acquisition	Cash	August 31, 2012	100	150,000	100	Subscription	1,50,00,000	1,50,00,000	15,00,000	13.75
Acquisition	Cash	October 4, 2018	100	680	100	Allotment	68000	1,50,68,000	1506800	0.06
Sub-division of the face value of the Company's equity shares from ₹100 each to ₹10 each on February 19, 2019. Consequently, 150680 equity shares of ₹ 100 each held by Rakesh Chopdar was sub-divided into 1506800 equity shares of ₹ 10 each.										
Transfer	Cash	March 06, 2023	10	(14,607)	3,423	Sale	(1,46,070)	(4,99,99,761)	14,92,193	(0.13)
Transfer	Cash	March 06, 2023	10	(6,721)	6,845	Sale	(67,210)	(4,60,05,245)	14,85,472	(0.06)
Transfer	Cash	March 06, 2023	10	(5,844)	6,845	Sale	(58,440)	(4,00,02,180)	14,79,628	(0.05)
Transfer	Cash	March 06, 2023	10	(439)	6,845	Sale	(4,390)	(30,04,955)	14,79,189	(0.00)



Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,77,729	(0.01)
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,76,269	(0.01)
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,74,809	(0.01)
Transfer	Cash	March 11, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,73,349	(0.01)
Transfer	Cash	March 11, 2023	10	(1,461)	6,845	Sale	(14,610)	(1,00,00,545)	14,71,888	(0.01)
Transfer	Cash	March 11, 2023	10	(2,922)	6,845	Sale	(29,220)	(2,00,01,090)	14,68,966	(0.03)
Transfer	Cash	March 11, 2023	10	(731)	6,845	Sale	(7,310)	(50,03,695)	14,68,235	(0.01)
Transfer	Cash	March 11, 2023	10	(439)	6,845	Sale	(4,390)	(30,04,955)	14,67,796	(0.00)
Transfer	Cash	March 11, 2023	10	(585)	6,845	Sale	(5,850)	(40,04,325)	14,67,211	(0.01)
Transfer	Cash	March 11, 2023	10	(585)	6,845	Sale	(5,850)	(40,04,325)	14,66,626	(0.01)



Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Transfer	Cash	March 21, 2023	10	(731)	6,845	Sale	(7,310)	(50,03,695)	14,65,895	(0.01)
Transfer	Cash	March 24, 2023	10	(1,460)	6,845	Sale	(14,600)	(99,93,700)	14,64,435	(0.01)
Transmission	Cash	May 26, 2023	10	1,600	NA	Transmission	0	Nil	14,66,035	0.01
Sub-division of the face value of the Company's equity shares from ₹10 each to ₹2 each on September 12, 2023. Consequently, 14,66,035 equity shares of ₹ 10 each held by Rakesh Chopdar was sub-divided into 73,30,175 equity shares of ₹ 2 each.										
Allotment pursuant to bonus issue in the ratio of 5:1 ,for 73,30,175 and a bonus issue 3,66,50,875										
Gift	NA	September 28, 2023	2	(2,97,300)	NA	Gift	0	Nil	4,39,81,050	67.21%
Gift	NA	September 28, 2023	2	(1,73,430)	NA	Gift	0	Nil	4,36,83,750	(0.55)
Gift	NA	September 28, 2023	2	(1,73,430)	NA	Gift	0	Nil	4,35,10,320	(0.32)
Gift	NA	September 28, 2023	2	(1,73,430)	NA	Gift	0	Nil	4,33,36,890	(0.32)
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,31,88,240	(0.27)
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,30,39,590	(0.27)



Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,28,90,940	(0.27)
Gift	NA	September 28, 2023	2	(1,23,870)	NA	Gift	0	Nil	4,27,67,070	(0.23)
Gift	NA	September 28, 2023	2	(8,700)	NA	Gift	0	Nil	4,27,58,370	(0.02)
Gift	NA	September 28, 2023	2	(34,800)	NA	Gift	0	Nil	4,27,23,570	(0.06)
Gift	NA	September 28, 2023	2	(12,000)	NA	Gift	0	Nil	4,27,11,570	(0.02)
Gift	NA	September 28, 2023	2	(11,820)	NA	Gift	0	Nil	4,26,99,750	(0.02)
Gift	NA	September 28, 2023	2	(6,000)	NA	Gift	0	Nil	4,26,93,750	(0.01)
Gift	NA	September 28, 2023	2	(6,000)	NA	Gift	0	Nil	4,26,87,750	(0.01)
Gift	NA	September 28, 2023	2	(2,97,300)	NA	Gift	0	Nil	4,23,90,450	(0.55)
Gift	NA	September 28, 2023	2	(1,48,650)	NA	Gift	0	Nil	4,22,41,800	(0.27)
Total				4,25,16,615		1,41,79,700			4,22,41,800	77.46%

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



Weighted Average Cost of Acquisition
DMI Finance Private Limited

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Acquisition	Cash	October 13, 2022	10	43,488	4139.07	Subscription	17,99,99,876	17,99,99,876	43,488	0.40
Allotment of 42,932 equity shares to DMI Finance Private Limited, 242 equity shares to Anshuman Madam Malur, 242 equity shares to Shakendra Bhandari and 72 equity shares to Yatharth Ratadiya in pursuant to conversion of CCD's.										
Transfer	Cash	November 29, 2022	10	(2,174)	10441	Sale	(21,740)	(2,26,98,734)	41,314	(0.02)
Transfer	Cash	November 29, 2022	10	(6,523)	10441	Sale	(65,230)	(6,81,06,643)	34,791	(0.06)
Transfer	Cash	November 29, 2022	10	(1,890)	10441	Sale	(18,900)	(1,97,33,490)	32,901	(0.02)
Transfer	Cash	November 29, 2022	10	(4,349)	10441	Sale	(43,490)	(4,54,07,909)	28,552	(0.04)
Transfer	Cash	November 29, 2022	10	(1,087)	10441	Sale	(10,870)	(1,13,49,367)	27,465	(0.01)
Transfer	Cash	November 29, 2022	10	(1,087)	10441	Sale	(10,870)	(1,13,49,367)	26,378	(0.01)
Transfer	Cash	November 29, 2022	10	(1,359)	10441	Sale	(13,590)	(1,41,89,319)	25,019	(0.01)



Weighted Average Cost of Acquisition
Piramal Structured Credit Opportunities Fund

Nature of transaction	Nature of consideration (Cash / other than cash)	Date of acquisition / allotment / transfer	Face Value (₹)	No. of shares acquired / allotted	Acquisition price per share (including securities premium) (₹)	Reason for allotment / transfer (preferential allotment / bonus, etc.)	Total Cost (₹)	Cumulative amount paid for the Shares (₹)	Cumulative number of Shares	% of pre-offer share capital
Conversion	PPNA(1)	December 11, 2023	2	49,78,062	321.41	Pursuant to conversion of PSCOF CCDs in the ratio of 3111.29 equity shares for every 1 PSCOF CCD held.	1,60,00,00,000	1,60,00,00,000	49,78,062	9.13
Total				49,78,062			1,60,00,00,000	1,60,00,00,000	49,78,062	9.13
Weighted Average cost of acquisition per share in (₹)										321.41

(1) Cash was paid at the time of allotment of the PSCOF CCDs on August 13, 2022.





Certificate on Financial Indebtedness

Date: December 14, 2023

To:

Axis Capital Limited

1st Floor, C-2 Axis House
Wadia International Center, P. B. Marg
Worli, Mumbai 400 025
Maharashtra, India

Anand Rathi Advisors Limited

11th Floor, Times Tower
Kamla City, Senapati Bapat Marg Lower Parel
Mumbai - 400 013
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th floor, A & B Wing
Parinee Crescenzo
Bandra Kurla Complex
Bandra (East), Mumbai- 400 051
Maharashtra, India

(Axis Capital Limited, Anand Rathi Advisors Limited, ICICI Securities Limited, SBI Capital Markets Limited appointed by the Company are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

and

Board of Directors

Azad Engineering Limited

90/C, 90/D, Phase 1 I.D.A
Jeedimetla Hyderabad 500055
Telangana, India

Dear Sir / Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Azad Engineering Limited (the "Company" and such offering, the "Offer")

In relation to the Company and its affiliates, we, Laxminiwas & Co., Chartered Accountants, are an independent firm of Chartered Accountants, appointed by the Company in terms of our engagement letter dated August 10, 2023 in relation to the Offer. We have received a request from the Company to provide certain confirmation in relation to the loans, advances and working capital facilities from banks/institutions and any other financial indebtedness of the Company on a consolidated basis and loans made by the Company.

We have reviewed the (a) restated consolidated financial statements of the Company and its erstwhile subsidiaries as of and for the six months period ended September 30, 2023 and financial years ended March 31,



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Laxminiwas & Co.

Head Office: 6-3-569, 4th Floor, Above BMW Showroom,
Opp. RTA Office Khairatabad, Hyderabad 500082, Telangana, India.

2023, March 31, 2022 and March 31, 2021 and the examination report thereon, prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, as amended, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, the Guidance Note on Reports in Company's Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India and the Companies Act, 2013, as amended, and restated by the statutory auditors of the Company, in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); (b) relevant records, ledger entries and registers of the Company; (c) documents pertaining to the financial indebtedness of the Company, including, *inter alia*, sanction letters issued by the banks / financial institutions, loan agreements, deeds of hypothecation, memoranda of deposit, other letters and correspondence between the lenders and the Company; and (d) documents pertaining to balance confirmations received from relevant lenders, for the purpose of issuing this certificate and (e) minutes of the meetings of the Board of Directors of the Company, minutes of annual general meetings and extra-ordinary general meetings of the Company, minutes of the meetings of various committees of the Board, return of charge filed by the Company with RoC, relevant forms and documents filed with the relevant RoCs and the Reserve Bank of India, relevant share transfer forms and other documents and accounts presented to us, bank statements, relevant statutory registers and the books of accounts as prepared and provided by the management of the Company and Consolidated Trial Balance as on September 30, 2023.

Accordingly, we hereby confirm that the information provided in **Annexure A** is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and adequate to enable investors to make a well-informed decision.

We also confirm that, as on the date of this letter, none of the banks or institutions from whom the Company have availed of debt facilities, have accelerated payment of the facility in full or in part on account of default in the repayment in any instalment or interest due or for violation of any other terms of any of the outstanding loans / debt facilities granted to the Company.

Further, we hereby confirm that the statement of guarantees provided by the promoters of the Company and other persons in relation to borrowings of the Company and its erstwhile subsidiaries as set out in **Annexure B** is true and correct.

The consolidated financial indebtedness including summary of the borrowings sanctioned to the Company and outstanding as of September 30, 2023 is stated in **Annexure C**. Further, we confirm that as on date, except as stated in **Annexure C**, there are no other loans or facilities availed by the Company or any guarantee extended by the Company.

We confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the red herring prospectus, prospectus and any other material used in connection with the Offer (together with the draft red herring prospectus, the "**Offer Documents**") which may be filed by the Company with Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**"), Registrar of Companies, Telangana at Hyderabad (the "**RoC**") and/or any other regulatory or statutory authority.

We hereby consent (i) to our name, Laxminivas & Co., Chartered Accountants and the aforementioned details being included in the Offer Documents; and (ii) to the submission of this certificate to any regulatory / statutory / governmental authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. We also consent



to the inclusion of this certificate as a part of 'Material Contracts and Documents for Inspection' in connection with the Offer, which will be available for public for inspection from the date of filing of the red herring prospectus until the Bid/Offer Closing Date.

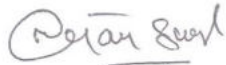
This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information / confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information / confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours sincerely,

For Laxminiwas & Co.,
Chartered Accountants
ICAI Firm Registration No: **0111685**



Vijay Singh
Partner
Membership No. 221671



UDIN: 23221671B4VQ7A2291

Encl: Annexures A, B and C

CC:

Khaitan & Co
10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Cyril Amarchand Mangaldas
Prestige Falcon Tower
3rd Floor, Brunton Road
Craig Park Layout, Victoria Layout
Bengaluru 560 025
Karnataka, India

Annexure A

Statement of Loans & facilities availed by the Company (except for the Piramal Structured Credit Opportunities Fund CCDs) as on September 30, 2023.**

** 1,600 PSCOF CCDs, were converted to 4,978,062 Equity Shares on December 11, 2023. As on the date of this certificate, Piramal Structured Credit Opportunities Fund does not hold any CCDs.

Category of borrowing	Sanctioned Amount as on September 30, 2023 (in ₹ million)	Outstanding amount as on September 30, 2023 (in ₹ million)
Secured Loans		
Fund Based (A)		
Term loans	₹ 911.79	₹ 608.23
Working capital loan	₹ 997.62	₹ 854.59
Vehicle loan	₹ 37.55	₹ 21.68
Buyers Credit ⁽¹⁾	₹ 47.34	₹ 51.86
Sub Total (A)	₹ 1,994.30	₹ 1,536.36
Non-Fund Based (B)		
Bank Guarantee	₹ 15.00	₹ 5.92
Sub Total (B)	₹ 15.00	₹ 5.92
Total (A+B)	₹ 2,009.30	₹ 1,542.28

(1) The discrepancy between sanctioned amount and outstanding amount is due to changes in foreign currency exchange rates.

Principal terms of the borrowings availed by the Company:

Brief details of the terms of the various borrowing arrangements of the Company are provided below. The details provided below are indicative and there may be similar/ additional terms, conditions and requirements under the various borrowing arrangements entered into by the Company with its lenders, that may require the consent of the relevant lenders, the breach of which may amount to an event of default under various facility documents entered into by the Company, and the same may lead to consequences other than those stated below.

1. **Interest:** Interest rate charged by the lenders for the term loans and working capital loans typically ranges from 7.21% per annum to 13.80% per annum and 7.86% per annum to 10.65% per annum, respectively. The interest rates are primarily linked to the various benchmarks such as the marginal cost lending rate or treasury bills rate or repo rate.
2. **Tenor:** The tenor of the Company's working capital facilities is generally mutually agreed between the parties, whereas the tenor of term loans is 45 months to 72 months, with moratorium generally ranging up to 24 months from the day of first disbursement under the facility.
3. **Security:** Certain working capital facilities and term loan, availed by the Company, are secured. In terms of the borrowings where security needs to be created, the Company is typically required to create security by way of:
 - (a) hypothecation over all existing and future current assets and fixed immovable assets of the Company;
 - (b) first charge by equitable mortgage in favour of term lenders on immovable properties;
 - (c) second charge of existing security deposit margin for existing loans/lien marked fixed deposit/ Lien marked by mutual funds;
 - (d) a first *pari passu* charge by way of hypothecation and/or pledge of the current assets; and



(e) personal guarantees by the Promoter and Jyoti Chopdar, Whole-Time Director of the Company.

4. **Repayment:** The working capital facilities are typically repayable on demand in accordance with the facility documents executed by the Company. Each sub-limit has a specific schedule prescribed with provisions of periodic repayments for some of the sub-limits. The term loan facilities are repayable in quarterly instalments in accordance with the facility documents executed by the Company. The schedule of repayment is prescribed for each respective lender in the consortium.

5. **Prepayment:** The Company, in relation to its working capital facilities agrees to give an irrevocable notice of prepayment and pay the prepayment premium to the lenders in accordance with the facility documents executed by the Company. Furthermore, in relation to the term loan facilities, the Company agrees to prepay only with the prior approval of the lenders subject to a prepayment premium.

6. **Key covenants:**

Certain of the Company's borrowing arrangements provide for covenants restricting certain corporate actions, and they are required to take the prior approval of the lender before carrying out such activities. For instance, certain corporate actions for which the Company requires the prior written consent from the relevant lender include *inter alia*:

- (a) entering into any scheme of merger, amalgamation, reconstitution or undertake buyback;
- (b) making any amendments in the Company's constitutional documents;
- (c) engaging in any business or activities other than that the Company is engaged in;
- (d) making any change in Company's capital structure/shareholding pattern or making any change in the Company's ownership/control or management
- (e) disposing its assets other than those as permitted by the bank in writing; and
- (f) to winding up, liquidating or dissolving its affairs or take steps for its voluntary winding up or liquidation or dissolution.

7. **Events of Default:**

In terms of the facility documents and sanction letters, the following, among others, constitute as events of default:

- (a) The Company or any other person is in breach of any covenants, conditions or any other terms of the facility documents of the credit facilities;
- (b) default has occurred in the payment of any amount of the credit facilities due and payable on the due dates, whether by acceleration or otherwise;
- (c) if the Company has voluntarily taken any action for its insolvency, winding up or dissolution;
- (d) the security for the facilities is in jeopardy or ceases to have effect;
- (e) if any of the facility documents executed or furnished by or behalf of the Company becomes illegal, invalid, unenforceable or fails or ceases to be in effect or fails or ceases to provide the benefit of the liens, rights, powers, privileges or security interests created by transaction documents;
- (f) if any of the facility documents is assigned or otherwise transferred, amended or terminated, repudiated or revoked, without the approval of the bank;
- (g) if loan is utilized for any purpose other than sanctioned purpose;
- (h) occurrence of cross default;
- (i) occurrence of material adverse change affecting the business or financial position of the Company; and



- (j) if any information, representation and warranty, statement made, or deemed to be made, in or in connection with any facility document is incorrect or misleading in any material respect.

8. ***Consequences of occurrence of events of default:***

In terms of the facility documents and sanction letters, in case of occurrence of events of default set out above, the lenders may, among others:

- (a) terminate the facilities and/ or declare that the dues and all obligations shall immediately become due and payable;
- (b) declare security created to be enforceable;
- (c) take possession of and/or transfer the assets comprised within the security; and
- (d) exercise such remedies as may be permitted or available to the lender under law, including RBI guidelines.



Annexure B

Statement of guarantees provided by the Company, erstwhile Subsidiaries, Promoters and other persons in relation to borrowings of the company and its erstwhile subsidiaries

Sr. No.	Name of the Guarantor	Type of Guarantee	Amount sanctioned*	Amount outstanding as on September 30, 2023*	
				(₹ in million)	
1	Swastik Coaters Private Limited	Corporate Guarantee	1,800.50		1,428.22
2	Rouland Chemicals Private Limited	Corporate Guarantee			
3	Rakesh Chopdar	Personal Guarantee			
4	Jyothi Chopdar	Personal Guarantee			

Note: The above guarantee excludes the guarantee given to CCD's, Bank Guarantee and outstanding amount does not include Ind AS adjustments.

Details of guarantees to any third party provided by Rakesh Chopdar

S. No.	Name of the Promoter	Lender, Debenture Trustee	Type of facility	Guaranteed amount (in ₹ million)	Type of guarantee	Consideration	Reason
1.	Rakesh Chopdar	Union Bank of India, Indusind Bank Limited and ICICI Bank Limited	Working capital loan	815.00*	Personal guarantee	Nil	Personal guarantee in respect of the working capital loan availed by the Company
2.	Rakesh Chopdar	Union Bank of India, Indusind Bank Limited and ICICI Bank Limited	Term loan	776.50*	Personal guarantee	Nil	Personal guarantee in respect of the term loan availed by the Company
3.	Rakesh Chopdar	Tata Capital Financial Services Limited	Term loan	331.20**	Personal Guarantee	Nil	Personal guarantee in respect of the term loan availed by the Company



S. No.	Name of the Promoter	Lender, Debenture Trustee	Type of facility	Guaranteed amount (in ₹ million)	Type of guarantee	Consideration	Reason
4.	Rakesh Chopdar***	YES Bank Limited	Term loan	47.34	Personal Guarantee	Nil	Personal guarantee in respect of the term loan availed by the Company

*These values are considered from the guarantee deed dated June 27, 2023 and February 18, 2022

** Additional guarantee provided by Rakesh Chopdar amounting to ₹ 150 million dated November 10, 2023

*** Jointly with Jyoti Chopdar



Annexure C

Consolidated Financial Indebtedness and Summary of Borrowings sanctioned to the Company and outstanding as on September 30, 2023.

Sr. No.	Name of the lender	Nature of borrowing	Date of letter of sanction	Amount sanctioned (₹ in million)	Amount outstanding as on September 30, 2023*	Applicable rate of interest as on September 30, 2023 (Per Annum)	Tenor/ Repayment Schedule	Purpose	Prepayment penalty/ conditions	Prepayment penalties (if imposed)	Date of lender consent
1	Tata Capital	Term Loan -1	09-07-2019	75.00	14.00	13.80%	60 Months	Equipment Financing	2% for 36 months and 1% post which on the amount prepaid.	1%	October 17, 2023
		Term Loan -2	18-10-2021	106.20	69.45	13.30%	60 Months		4% of the amount prepaid.	4%	
		Term Loan -3	31-12-2021	10.00	10.00	13.80%	72 Months		NIL	NIL	
		Term Loan -4	18-07-2020	1.29	1.29	13.80%	50 Months		NIL	NIL	
2	Union Bank of India	PCFC ¹	25-05-2023	300.00	299.95	7.40%	On-Demand	Working Capital	As may be stipulated by the Lender.	2%	October 10, 2023
3	IndusInd Bank	PCFC	26-06-2023	285.00	214.58	7.86%	On-Demand	Working Capital	As may be stipulated by the Lender.	2%	October 11, 2023
4	ICICI Bank	PCFC	31-03-2023	215.00	214.31	8.73%	On-Demand	Working Capital	As may be stipulated by the Lender.	2%	October 9, 2023
5	Drip Capital Inc.	Export Finance	24-03-2021	72.62	0.38	4.20%	120 Days	Export Finance	NIL	NIL	Not received as on date
6	IndusInd Bank	Overdraft against Fixed Deposit ²	29-03-2023	100.00	102.44	6.18%	On-Demand	Working Capital	As may be stipulated by the Lender.	N.A	October 11, 2023



Sr. No.	Name of the lender	Nature of borrowing	Date of letter of sanction	Amount sanctioned (₹ in million)	Amount outstanding as on September 30, 2023*	Applicable rate of interest as on September 30, 2023 (Per Annum)	Tenor/ Repayment Schedule	Purpose	Prepayment penalty/ conditions	Prepayment penalties (if imposed)	Date of lender consent
7	IndusInd Bank	Term Loan	26-06-2023	189.70	169.22	7.50%	20 Quarters	Purchase of CNC Machine	As may be stipulated by the Lender.	2%	October 11, 2023
8	ICICI Bank	Term Loan - 1	26-04-2019	150.00	17.23	³ 10.30% to 10.75%	60 Months	Purchase of machineries & equipment.	The Borrower can prepay the Facility, it may do so with payment of Prepayment Premium of 2% on principal amount of the loan prepaid subject to the Borrower giving at least 15 days prior written notice of the same to the Bank.	2%	October 9, 2023
9	ICICI Bank	Term Loan - 2	24-12-2021	150.00	144.47	8.23%	20 Quarters	Purchase of CNC Machine	The Borrower shall not, without the prior approval of the Bank (which approval may be given Subject to a prepayment premium of 2% on the Facility amount prepaid and such terms and conditions as may be stipulated by the Bank including payment of any charges, plus	2%	October 9, 2023



Sr. No.	Name of the lender	Nature of borrowing	Date of letter of sanction	Amount sanctioned (₹ in million)	Amount outstanding as on September 30, 2023*	Applicable rate of interest as on September 30, 2023 (Per Annum)	Tenor/ Repayment Schedule	Purpose	Prepayment penalty/ conditions	Prepayment penalties (if imposed)	Date of lender consent
									<p>applicable taxes or other statutory levy), prepay the outstanding principal amounts of the Facilities in full or in part, which are in the nature of loans, before the Due Dates, Where any of the Facilities are closed by way of balance transfer/takeover by any other bank or financial institution during the tenor of the Facility/ies, a prepayment premium of 4% shall be charged on the amount of the Facilities Limits taken over by the other bank financial institution</p> <p>For any prepayment foreclosure of the Facilities, the Borrower shall provide to the Lender a prior</p>		



Sr. No.	Name of the lender	Nature of borrowing	Date of letter of sanction	Amount sanctioned	Amount outstanding as on September 30, 2023*	Applicable rate of interest as on September 30, 2023 (Per Annum)	Tenor/ Repayment Schedule	Purpose	Prepayment penalty/ conditions	Prepayment penalties (if imposed)	Date of lender consent
10	Yes Bank	Buyers Credit ¹	12-10-2020	47.34	51.86	1.00%	60 Months	Purchase of CNC Machine	notice of 30 days specifying the amount to be prepaid and the date of prepayment. 1. <12 months from 1st EMI: 5% of Principal Outstanding + Applicable Taxes. 2. > 12 months and < 25 months from 1st EMI: 4% of Principal Outstanding + Applicable Taxes. 3. > 24 months and < 37 months from 1st EMI: 3% of Principal Outstanding + Applicable Taxes. 4. >36 months from 1st EMI: 2 of Principal Outstanding + Applicable Taxes	2% plus applicable taxes	October 19, 2023
11	Union Bank of India	Term Loan -1	25-05-2023	37.50	16.50	7.31%	45 Months	Equipment financing	As may be stipulated by the Lender.	2%	October 10, 2023
		Term Loan -2	25-05-2023	107.30	88.84	7.93%	72 Months	Equipment financing		2%	



Sr. No.	Name of the lender	Nature of borrowing	Date of letter of sanction	Amount sanctioned (₹ in million)	Amount outstanding as on September 30, 2023*		Applicable rate of interest as on September 30, 2023 (Per Annum)	Tenor/ Repayment Schedule	Purpose	Prepayment penalty/ conditions	Prepayment penalties (if imposed)	Date of lender consent
		Term Loan - 3	25-05-2023	84.80	77.23		7.97%	60 Months	Purchase of CNC Machine		2%	
12	Yes Bank	Vehicle Loan	NA	18.35	10.29		8.19% to 9.76% ³	37 Months	Purchase of Vehicles	NIL	NA	October 20, 2023
13	HDFC Bank	Vehicle Loan	NA	2.85	2.59		8.72%	39 Months	Purchase of Vehicles	NIL	NA	November 15, 2023
14	IDFC First Bank	Vehicle Loan	NA	16.35	9.23		7.25% to 8.45% ³	37 Months	Purchase of Vehicles	NIL	NA	October 17, 2023
15	ICICI Bank	Overdraft	26-04-2019	25.00	22.93		-	-	-	-	-	-

*After considering Ind AS Adjustments.

¹ This is due to foreign currency momentum.

² This is due to interest compounding.

³ This includes multiple loans, hence a range has been provided.



Statement of Loans & facilities availed by the Company and its erstwhile subsidiaries and any guarantees extended by the Company or its erstwhile subsidiaries" from Related parties as on September 30, 2023.

Sr. No.	Name of the lender	Nature of borrowing	Amount sanctioned (₹ in Million)	Amount outstanding as on September 30, 2023	Applicable rate of interest as on September 30, 2023	Tenor/Repayment Schedule	Purpose	Date of lender consent
1	Jyothi Chopdar	Term Loan	60.00	0.00	NIL	On Demand	General Purpose	September 20, 2023
2	Forgen Power Parts Private Limited	Term Loan	2.00	0.00	NIL	On Demand	General Purpose	September 20, 2023
3	Rakesh Chopdar	Term Loan	0.05	0.00	NIL	On Demand	General Purpose	September 20, 2023
4	Ashok Genteyala	Term Loan	0.02	0.00	NIL	On Demand	General Purpose	September 20, 2023

