BASIS FOR OFFER PRICE

*Investors should read the following summary with the section titled **"Risk Factors",** the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page 23, 122, and 177 respectively of the Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

Price Band/ Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Offer Price is 18.6 times of the face value at the lower end of the Price Band and 19.6 times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer **"Risk Factors", "Our Business"** and **"Financial Statement as restated"** beginning on page *23, 122, and 177* respectively of this Red Herring Prospectus.

QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

a) Established market presence in Indian railway sector with diversified range of products and services under one roof
b) Healthy portfolio of order book
c) Experienced Promoters with strong management team having domain knowledge
d) Multiple Global Tie ups and representations
e) Fully integrated manufacturing plant set up at a favourably location with equipment supplied by domestic and globally renowned players

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to the sections titled **"Our Business"** beginning on page 122 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For details, please refer to the section titled **"Financial Information of the Company"** on page 177 of this Red Herring Prospectus.

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

1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10 each):

As per the Restated Financial Statements:

Sr. No.	Period	Basic & Diluted (₹)	Weights
1	Financial Year ending March 31, 2026	14.10	3
2	Financial Year ending March 31, 2025	9.91	2
3	Financial Year ending March 31, 2024	11.68	1
	Weighted Average	**12.30**	**6**

Notes:

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *The face value of each Equity Share is ₹10.00.*
iii. *Earnings per Share has been calculated in accordance with Accounting Standard 20 – "Earnings per Share" issued by the Institute of Chartered Accountants of India.*
iv. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.*
v. *Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year*
vi. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year.*

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ 186 to ₹ 196 per Equity Share of Face Value of ₹ 10/- each fully paid up:

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2026	13.19	13.90
P/E ratio based on the Weighted Average EPS, as restated.	15.12	15.93

3. Return on Net worth (RoNW)

Sr. No	Period	RONW (%)	Weights
1	Period ending March 31, 2026	23.52%	3
2	Period ending March 31, 2025	29.72%	2
3	Period ending March 31, 2024	53.91%	1
	Weighted Average	**30.65%**	**6**

Note:
i. The figures disclosed above are based on the Restated Financial Statements of the Company.
ii. The RoNW has been computed by dividing restated net profit after tax with the restated Net worth as at the end of the year
iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2024	21.67
2.	As at March 31, 2025	33.33
3.	As at March 31, 2026	59.94
4.	NAV per Equity Share after the Offer	
	i) At Floor Price	86.96
	ii) At Cap Price	89.27
5.	Offer Price	[●]

**The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.*

Notes:

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *NAV per share=Restated Net worth at the end of the year divided by weighted average number of equity shares outstanding at the end of the year*
iii. *Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.*
iv. *Offer Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.*

5. Comparison of Accounting Ratios with Industry Peers

There are no listed companies in India that are engaged in a business similar to that of our company, accordingly it is not possible to provide an industry comparison in relation to our company.

6. Key Performance Indicators

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 our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 10, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by Khandelwal Jain & Co., Chartered Accountants, by their certificate dated September 10, 2026.

The KPIs of our Company have been disclosed in the sections titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"*** on page 122 and 262, respectively. We have described and defined the KPIs as applicable in ***"Definitions and Abbreviations"*** on page 1.

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 Offer, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulation.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	March 31, 2026	March 31, 2025	March 31, 2024
Revenue from operations (1)	26,370.77	20,999.52	21,343.46
EBITDA(2)	3,981.59	2,875.56	2,957.07
EBITDA Margin(3)	15.10%	13.69%	13.85%
PAT	2,435.77	1,645.68	1,920.73
PAT Margin(4)	9.24%	7.84%	9.00%
Net Worth (5)	10,354.71	5,536.82	3,562.80
Return on Net Worth(6)	23.52%	29.72%	53.91%
RoCE (%)(7)	23.20%	24.03%	30.08%

Notes:

(1) 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements

(2) 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) 'PAT Margin' is calculated as PAT / revenue from operations.

(5) 'Net worth means Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

(6) 'Return on Net Worth' is ratio of Profit after Tax and Net Worth.

(7) 'Return on Capital Employed' is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}+ DTL-DTA- Intangible Assets.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax 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.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Return on net worth (%)	Return on Net Worth provides how efficiently our Company leverages its net assets to generate income.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

There are no listed companies in India that is engage in a business similar to that of our Company. Accordingly, it is not possible to provide a comparison of key performance indicators of industry with our Company.

8. Weighted average cost of acquisition

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

Except as disclosed below, there has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on September 26, 2024 during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-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 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 lakh)
December 12, 2025	10,80,000	10/-	190/-	Private Placement	Cash	2,052.00

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

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-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) **Weighted average cost of acquisition & Offer price:**

Types of transactions	**Weighted average cost of acquisition (₹ per Equity Shares)**	**Floor Price (i.e., ₹ 186)**	**Cap price (i.e., ₹ 196)**
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	190	0.95	1.03 times
Weighted average cost of acquisition for secondary sale/ Acquisition as per paragraph 8(b) above.	NA^	NA^	NA^

Note:
^There were no secondary transactions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Red Herring Prospectus.

d) **Detailed *explanation for Issue Price/ Cap Price being 19.6 times the WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for Fiscals 2026, 2025 and 2024:***

1) The Cap Price has been determined after considering, the Company's operational and financial performance, including the growth in Revenue from Operations from ₹ 21,343.46 lakhs in Fiscal 2024 to ₹ 20,999.52 lakh in Fiscal 2025 and ₹ 26,370.77 lakhs in Fiscal 2026. During the same period, EBITDA increased from ₹ 2,957.07 lakhs in Fiscal 2024 to ₹ 2,875.56 lakh in Fiscal 2025 and ₹ 3,981.59 lakhs in Fiscal 2026. The EBITDA Margin was 13.85%, 13.69% and 15.10% in Fiscals 2024, 2025 and 2026, respectively.

2) The Company reported PAT of ₹ 2,435.77 lakhs in Fiscal 2026 over PAT of ₹1,920.73 lakhs in Fiscal 2024. The Company's PAT increased at a CAGR of 12.61% between Fiscals 2024 and 2026.

3) The Cap Price has been determined after considering, inter alia, the Company's design, manufacture and warranty maintenance of railway coach interior, and quality standards and product portfolio, and the experience of its promoters and management team, along with the Company's KPIs and financial performance for Fiscals 2024, 2025 and 2026.

e) ***Explanation for the Issue Price/ Cap Price, being 19.6 times of WACA of primary issuances/ secondary transactions of Equity* Shares *(as disclosed above) in view of the external factors which may have influenced the pricing of the Issue***

The Cap Price has been determined considering the positive growth prospects of the Indian railway sector, supported by significant government investments in infrastructure, coach modernisation and passenger amenities. Rising demand for new coaches, refurbishment, technology-enabled solutions and maintenance, along with increasing private sector participation, is expected to support the sector's long-term growth.

This is a Book Built Offer and the price band for the same shall be published two working days before opening of the Offer in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard and Hindi edition of regional newspaper Navoday Times where the registered office of the company is situated each with wide circulation.

The Offer Price ₹ [●] shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above- mentioned information along with **"Our Business", "Risk Factors" and "Restated Financial Statements"** on pages 122, 23 and 177 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **"Risk Factors"** or any other factors that may arise in the future and you may lose all or part of your investments