BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and justified in view of the relevant parameters. The face value of the Equity Shares is ₹4 each and the Floor Price is 71.25 times the face value of the Equity Shares and the Cap Price is 75 times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*", "*Other Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 256, 363, 463 and 468 respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- We are the largest manufacturer of contact and non-contact temperature sensors in India in terms of revenue and one of the largest manufacturers of electrical heaters in India (source: F&S Report) with a focus on indigenisation resulting in high entry barriers;
- We have diversified business model with broad product portfolio, wide industry coverage, and balanced mix of projects and MRO revenue;
- We have established research and development capabilities enabling customized, critical solutions and innovation;
- We have global presence through strategic alliances, diverse customer base, export sales and strong long-standing customer relationships;
- We have integrated global operations featuring backward integration, digital traceability, and stringent quality control; and
- Our operations are led by the Promoters and supported by an experienced management team driving long-term business growth.

Quantitative factors

Certain information presented below relating to our Company is derived from the Restated Consolidated Financial Information.

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

1. Basic and diluted Earnings per Share ("EPS") at face value of ₹4 each:

Based on / derived from the Restated Consolidated Financial Information:

Fiscal	Basic EPS *(in ₹)*	Diluted EPS *(in ₹)*	Weight
2026	8.35	8.33	3
2025	7.51	7.51	2
2024	8.06	8.06	1
Weighted Average	**8.02**	**8.01**	

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e., (EPS x Weight) for each year /total of weights.*
2. *Basic earnings per Equity Share = Basic EPS is calculated by dividing the profit for the year attributable to the owners of the parent by the weighted average number of equity shares outstanding during the year, after giving effect to bonus issue(s) and sub-division of equity shares.*
3. *Diluted earnings per Equity Share= Diluted EPS is calculated by dividing the profit for the year attributable to the owners of the parent for the year after giving impact of dilutive potential equity shares for the year by the weighted average number of Equity Shares and dilutive potential equity shares outstanding during the year, after giving effect to bonus issue(s) and sub-division of equity shares.*

4. *Basic and diluted earnings per Equity Share: Basic and diluted earnings per Equity Share are computed, after giving effect to bonus issue(s) and sub-division of equity shares, in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The face value of Equity Shares of our Company is ₹4.*

2. Price/Earnings Ratio in relation to Price Band of ₹285 to ₹300 per Equity Share:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price band (no. of times)
P/E ratio based on basic EPS for Financial Year 2026	34.13	35.93
P/E ratio based on diluted EPS for Financial Year 2026	34.21	36.01

3. Industry Peer Group Price / Earnings (P/E) ratio

There are no peer group companies listed in India which are in the same line of business as our Company.

4. Return on Net Worth ("RoNW")

Financial Year	RoNW (%)	Weight
2026	13.55	3
2025	14.06	2
2024	22.70	1
Weighted Average	**15.25**	-

***Notes**:*

1. *Return on Net Worth (%) = Profit for the years attributable to the owners of the Company divided by Net Worth as the end of the year.*
2. *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
3. *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.*

5. Net Asset Value ("NAV") per Equity Share (face value of ₹4 each)

NAV per Equity Share	*(in ₹)*
As of March 31, 2026	61.66
After the completion of the Offer	
- At the Floor Price	70.53
- At the Cap Price	70.67
- At the Offer Price*	[●]

** To be completed prior to filing of the Prospectus with the RoC*

***Notes**:*

1. *Offer Price per Equity Share will be determined on conclusion of the Book Building Process.*
2. *Net asset value (NAV) per equity share has been computed as the total asset less total liabilities and non-controlling interest, divided by the weighted average number of outstanding equity shares at the end of the year, after giving effect to bonus issue(s) and sub-division of equity shares.*

6. Comparison of Accounting Ratios with listed industry peers (as of or for the period ended March 31, 2026, as applicable)

Our Company is a player in thermal engineering and cable solutions. Given its business model and diversified product portfolio, there are no directly listed companies in India or outside India which operate across all the segments/product categories as ours *(Source: F&S Report)*. Accordingly, there are no peer group companies listed in India which are in the same line of business as our Company.

7. Key Performance Indicators

The table below sets forth the details of our KPIs which our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 14, 2026. Further, the Audit Committee has noted that no KPIs have been disclosed to any investors in the last three years preceding the date of this Red Herring Prospectus. Further, the KPIs herein have been certified by (i) Vinay

Rathi, our Managing Director pursuant to the certificate dated August 14, 2026; and (ii) Bansi Lal Shah & Co., Chartered Accountants, pursuant to their certificate dated August 14, 2026.

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

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be 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 Exchanges or till the utilization of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" on page 128 of this Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations. The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of our business. The following table highlights our key performance indicators of our financial performance that have a bearing on arriving at the basis for Offer Price and disclosed to our investors during the three years preceding to the date of this Red Herring Prospectus, as at the dates and for the Fiscals indicated.

S. No.	Key Performance Indicators (KPIs)	Unit of measurement	Fiscal 2026	Fiscal 2025	Fiscal 2024
1.	Revenue from Operations[1]	₹ in million	4,448.78	3,785.26	2,748.10
2.	Profit After Tax[2]	₹ in million	710.67	625.55	409.19
3.	Total Income[3]	₹ in million	4,558.55	3,824.68	2,780.42
4.	Y-o-Y Revenue growth[4]	In %	17.53	37.74	15.98
5.	EBITDA[5]	₹ in million	1,131.73	973.22	611.27
6.	EBITDA Margin[6]	In %	24.83	25.45	21.98
7.	Profit After Tax Margin[7]	In %	15.59	16.36	14.72
8.	Adjusted Profit After Tax[8]	₹ in million	748.69	663.03	409.19
9.	Adjusted Profit After Tax Margin[9]	In %	16.42	17.34	14.72
10.	ROE[10]	In %	13.54	14.08	20.02
11.	Adjusted ROE[11]	In %	20.70	23.05	20.02
12.	ROCE[12]	In %	21.61	23.08	22.82
13.	Debt/ Equity[13]	Multiple	0.15	0.16	0.15
14.	Debt/ EBITDA[14]	Multiple	0.69	0.74	0.49
15.	Fixed Asset Turnover Ratio[15]	Multiple	3.07	2.81	2.77
16.	Net Working Capital Days[16]	Days	210	193	152
17.	Revenue CAGR (FY 24-FY26)[17]	In %	27.23		
18.	EBITDA CAGR (FY 24-FY26)[18]	In %	36.07		
19.	PAT CAGR (FY 24-FY26)[19]	In %	31.79		
20.	Adjusted PAT CAGR (FY 24-FY26)[20]	In %	35.27		
21.	Revenue from Operations outside India[21]	₹ in million	1,258.21	1,002.14	586.36
22.	Revenue-Product-Category[22]				
	- Temperature Sensing Solutions	In %	44.59	46.48	60.58
	- Electric Heating Solutions	In %	20.70	16.79	3.90
	- Specialized Cables	In %	34.71	36.73	35.52

Notes:

1. *Revenue from operations includes sale of products, services and other operating revenue.*
2. *Profit After Tax: Profit for the year after deducting total tax expense from profit before tax.*
3. *Total Income: Sum of revenue from operations and other income.*
4. *Y-o-Y Revenue growth: Calculated as ((Revenue from operations for the current year / Revenue from operations for the previous year) – 1) × 100.*
5. *EBITDA: Profit for the year add finance costs, depreciation and amortization expense and total tax expenses.*
6. *EBITDA Margin: EBITDA divided by total income.*
7. *Profit After Tax Margin: PAT divided by total income.*
8. *Adjusted Profit After Tax: Profit for the year, adjusted to exclude the amortisation impact of intangible assets (net of tax) created on account of Marathon Amalgamation Scheme and acquisitions which has been accounted as per Ind AS 103 "Business combinations".*
9. *Adjusted Profit After Tax Margin: Adjusted PAT divided by total income.*
10. *ROE: PAT attributable to owners of the parent divided by total equity attributable to owners of the parent, at year end.*

11. *Adjusted ROE: Adjusted PAT attributable to owners of the parent divided by total equity attributable to owners of the parent, less goodwill and other intangible assets created on account of Marathon Amalgamation Scheme and acquisitions which has been accounted as per Ind AS 103 "Business combinations", at year end.*
12. *ROCE: EBIT divided by capital employed. EBIT represents profit before tax plus finance costs. Capital employed is total equity plus total borrowings plus deferred tax liabilities less Deferred tax assets less goodwill and other intangible assets.*
13. *Debt/ Equity: Total borrowings divided by total equity at year end.*
14. *Debt/ EBITDA: Total borrowings divided by EBITDA.*
15. *Fixed Asset Turnover Ratio: Revenue from operations divided by the sum of property, plant and equipment and right-of-use assets*
16. *Net Working Capital Days: Days sales outstanding plus days inventory outstanding, minus days payable outstanding. Days sales outstanding is trade receivables at period end divided by revenue from operations multiplied by 365. Days inventory outstanding is inventory at period end divided by cost of goods sold multiplied by 365. Days payable outstanding is trade payables at period end divided by cost of goods sold multiplied by 365. Our Net Working Capital Days increased by 8.81% to 210 days in Fiscal 2026 from 193 days in Fisal 2025 primarily due to increase in Inventory Days, increase in Trade Receivables. Further, Our Net Working Capital Days increased by 26.97% to 193 days in Fiscal 2025 from 152 days in Fisal 2024 primarily due to increase in Inventory Days and decrease in Trade Payable Days. The increase in Net Working Capital Days from Fiscals 2024 to 2026 is primarily attributable to a higher inventory holding resulting from customization requirements, delays in dispatch clearance, and the impact of the amalgamation of Marathon Heater with our Company in Fiscal 2025, acquisition of Tempsens GmbH, Tempsens Polska and Tempsens Measurement in Fiscal 2026. Further Marathon Heater added heating solution products that generally require more time to manufacture, deliver, and receive payment for. These products typically stay in inventory longer before being sold and collected, contributing to the increase in Net Working Capital Day.*
17. *Revenue CAGR (FY 24-FY26): (Revenue from operations for Fiscal 2026 / Revenue from operations for Fiscal 2024)^(1/Number of years) minus 1, expressed as a percentage.*
18. *EBITDA CAGR (FY 24-FY26): (EBITDA for Fiscal 2026 / EBITDA for Fiscal 2024)^(1/Number of years) minus 1, expressed as a percentage.*
19. *PAT CAGR (FY 24-FY26): (PAT for Fiscal 2026 / PAT for Fiscal 2024)^(1/Number of years) minus 1, expressed as a percentage.*
20. *Adjusted PAT CAGR (FY 24-FY26): (Adjusted PAT for Fiscal 2026 / Adjusted PAT for Fiscal 2024)^(1/Number of years) minus 1, expressed as a percentage.*
21. *Revenue from Operations outside India: Revenue from Operations outside India represents revenue from Geographies outside India*
22. *Revenue-Product-Category: Revenue from Product Categories % represents product wise revenue share (excluding other operating revenue).*

KPI as identified and approved by the Audit Committee pursuant to its resolution dated August 14, 2026 and certified by Bansi Lal Shah & Co., Chartered Accountants, pursuant to their certificate dated August 14, 2026.

Explanation for the key performance indicators:

Particulars	Explanation
Revenue from Operations	Revenue from operations is used by the management to track the revenue which is generated from our business
Profit After Tax	Profit for the year is used by the management to track the overall profitability of the business
Total Income	Total income comprises of revenue from operations & other income
Y-o-Y Revenue growth	Growth in Revenue from Operations provides information regarding the growth of the business over the respective years
EBITDA	EBITDA is used by the management to track the operating profitability of the business
EBITDA Margin	EBITDA Margin is an indicator of the operating performance of the business.
Profit After Tax Margin	PAT Margin is an indicator of the overall profitability margin and financial performance of the business
Adjusted Profit After Tax	Adjusted PAT is an indicator of the overall profitability of the business after adjusting the impact of amortization created on account of Marathon Amalgamation Scheme and acquisitions which has been accounted as per Ind AS 103 "Business Combinations"
Adjusted Profit After Tax Margin	Adjusted PAT Margin is an indicator of the overall profitability margin and financial performance of the business after adjusting the impact of amortization created on account of Marathon Amalgamation Scheme and acquisitions which has been accounted as per Ind AS 103 "Business Combinations"
ROE	ROE is used by the management to track how efficiently the Company generates profits from shareholders funds and how well it is converting shareholders funds to generate profits
Adjusted ROE	Adjusted ROE is used by the management to track how efficiently the Company generates profits from shareholders funds and how well it is converting shareholders funds to generate profits after adjusting the impact of amortization created on account of Marathon Amalgamation Scheme and acquisitions which has been accounted as per Ind AS 103 "Business Combinations"

Particulars	Explanation
ROCE	ROCE is used by the management to track how efficiently the Company generates earnings from the capital employed in the business and how well it is converting its total capital to generate profits
Debt/ Equity	Debt / Equity ratio provides information on the leverage level of our company
Debt/ EBITDA	Debt / EBITDA is used by the management to get insights into financial leverage and stability
Fixed Asset Turnover Ratio	Fixed Assets Turnover Ratio provides information on the use of fixed tangible assets to generate revenue from operations.
Net Working Capital Days	Net Working Capital Days is used by the management to assess the efficiency of the Company to manage current assets and liabilities, indicating the company's liquidity and operational efficiency
Revenue CAGR (FY24-FY26)	Revenue CAGR provides information regarding growth in revenue over a period.
EBITDA CAGR (FY24-FY26)	EBITDA CAGR provides information regarding growth in EBITDA over a period
PAT CAGR (FY24-FY26)	PAT CAGR provides information regarding growth in PAT over a period.
Adjusted PAT CAGR (FY24-FY26)	Adjusted PAT CAGR provides information regarding growth in PAT over a period after adjusting the impact of amortization created on account of the Marathon Amalgamation Scheme and acquisitions which has been accounted as per Ind AS 103 "Business Combinations".
Revenue from Operations outside India	Revenue from Operations outside India provides information on Company's business in geographies outside India
Revenue-Product-Category	Revenue-Product-Category provides information on product-wise revenue and it's growth

(1) As certified by Bansi Lal Shah & Co., Chartered Accountants, pursuant to their certificate dated [●], 2026.

Description on the historic use of KPIs by our Company to analyze, track or monitor the operational and/ or financial performance of our Company:

In evaluating our business, we consider and use certain KPIs, as presented below, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single KPI to evaluate our business.

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 our Board), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (b) complete utilization of the proceeds of the Fresh Issue as disclosed in "*Objects of the Offer*" on page 128, or for such other duration as may be required under the SEBI ICDR Regulations.

Comparison of KPIs over time shall be explained based on additions or dispositions to our business

Except as disclosed in *"History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years"* on page 317, our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024.

8. Comparison of our key performance indicators with listed industry peers

Our Company is a player in thermal engineering and cable solutions. Given its business model and diversified product portfolio, there are no directly listed companies in India or outside India which operate across all the segments/product categories as ours *(Source: F&S Report)*. Accordingly, there are no peer group companies listed in India which are in the same line of business as our Company.

9. **Weighted average cost of acquisition**

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

The details of the Equity Shares or convertible securities issued (excluding Equity Shares issued under any employee stock option plan/scheme and issuance of bonus shares), 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 our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Primary Issue**") are set forth below.

Date of Allotment	Name of allottee	No. of Equity Shares allotted#	Nature of allotment	Nature of consideration	Total consideration *(₹ in million)*	Price per security* *(₹)*
March 20, 2025	Virendra Prakash Rathi	1,231,750	Allotment pursuant to Marathon Amalgamation Scheme**	Other than Cash	753.73	55.63
	Vinay Rathi	1,477,975			904.40	
Weighted average cost of acquisition (WACA)						**55.63**

Adjusted for sub-division of equity shares of face value of ₹100 each to equity shares of face value of ₹4 each dated April 30, 2025.

* *Adjusted for (i) sub-division of equity shares of face value of ₹100 each to equity shares of face value of ₹4 each dated April 30, 2025; and (ii) bonus allotment of Equity Shares of face value of ₹4 each by our Company pursuant to the board resolution dated May 30, 2025.*

** *For further details in relation to Marathon Amalgamation Scheme, see "History and Certain Corporate Matters–Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years–Amalgamation of Marathon Heater (India) Private Limited into our Company and consequently Pyrosens and Accurate Opto becoming our Subsidiary and Step-Down Subsidiary, respectively" on page 317.*

B. The price per share of our Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)

No Equity Shares or convertible securities have been transacted (excluding by way of gifts) by the Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on our Board, during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("**Secondary Transaction**").

C. Weighted average cost of acquisition, floor price and cap price

Type of Transaction	WACA (₹)[(1)(2)]	Floor Price (₹ 285 is 'X' times the WACA)	Cap Price (₹ 300 is 'X' times the WACA)
Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/convertible securities) (excluding Equity Shares issued under any employee stock option plan/scheme and issuance of bonus shares), during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	55.63	5.12 times	5.39 times
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where the Selling Shareholders or Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.	N.A.

(1) *Adjusted for (i) sub-division of equity shares of face value of ₹100 each to equity shares of face value of ₹4 each dated April 30, 2025 and (ii) bonus allotment of Equity Shares of face value of ₹4 each by our Company pursuant to the board resolution dated May 30, 2025.*

(2) *As certified by Bansi Lal Shah & Co., Chartered Accountants, pursuant to their certificate dated August 14, 2026.*

D. Justification for Basis of Offer Price

1. We offer a diverse product portfolio structured around three core verticals: temperature sensing solutions, electrical heating solutions and specialised cables, offering one of the most extensive portfolios of bespoke thermal engineering solutions in India and globally

2. We have built a global footprint, exporting to 80+ countries across Asia Pacific, Africa & Middle East and North Africa, Europe, and North and South America

3. We are the largest manufacturer of contact and non-contact temperature sensors in India in terms of revenue as of March 31, 2026, with a market share of approximately 10.5% in the temperature sensor segment in Fiscal 2026 (*Source: F&S Report*).

4. We are the only Indian manufacturer of non-contact temperature sensors as of March 31, 2026, and held approximately 21.3% of the non-contact temperature sensor market share in Fiscal 2026 (*Source: F&S Report*)

5. We are one of the largest manufacturers of electrical heaters in India in terms of installed capacity as of March 31, 2026, and are also one of the few players with the capability to manufacture low-voltage process heaters, with ongoing R&D on medium-voltage heaters (*Source: F&S Report*)

6. We have an extensive and diverse customer base, spanning multiple industries including petrochemicals, glass, plastic and defence amongst others, products are niche and customized to meet specific customer requirements

7. From April 1, 2024 to March 31, 2026, our customer base has expanded from more than 2,600 customers to

more than 3,800 customers

The Offer Price of ₹[●] is [●] times of the face value of the Equity Shares and is justified in view of the above qualitative and quantitative parameters. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" on page 20 and you may lose all or part of your investments.