

To,
The Board of Directors,
Leapfrog Engineering Services Limited
(Formerly known as Leapfrog Engineering Services Private Limited)
(hereinafter referred to as the "Issuer Company")
No. 496, Chaithanya Dhriti Rudresh, 6th Main,
8th Cross, Vijaya Bank Layout, Bannerghatta Road,
Bangalore, Karnataka, India – 560076

To,
The Board of Directors,
Finshore Management Services Limited,
(hereinafter referred to as the "Book Running Lead Manager" or "BRLM")
Anandlok, Block-A, Room No: 207
227 AJC Bose Road, Kolkata-700020

Dear Sirs/Madam,

Ref: Proposed Initial Public Offering ("IPO") of equity shares by Leapfrog Engineering Services Limited ("Company or issuer")

Sub: Examination report on Basis for Issue Price and Key Performance Indicators (KPI).

We the undersigned hereby certify that the Basis for Issue Price and Key Performance Indicators (KPI) of the Issuer company, for the purpose of inclusion in their Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") for the proposed IPO have been thoroughly examined and verified by us with the Restated Financial Statement, the relevant records and other supported documents as set out in **Annexure A**.

We hereby confirm that we have conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the "Guidance Note on the Reports or Certificates for Special Purposes (Revised 2016)" issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes requires that we comply with the ethical requirements of the "Code of Ethics" issued by the ICAI, as revised from time to time. We also confirm that we have complied with the relevant applicable requirements of 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 ICAI.

To the best of our knowledge and belief, this certificate is issued on the basis of examination of records, documents produced, explanations and clarification provided by the management of the company.

This Certificate has been issued at the specific request of Management of the Company for their proposed IPO and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



RAO ASSOCIATES

CHARTERED ACCOUNTANTS



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

For **RAO ASSOCIATES**
Chartered Accountants
FRN: 003080S



CA Shilpa D Rao
Designation: Partner
Membership Number: 230596
UDIN: 25230596BMLWOY1151

Place: Bengaluru
Date: 27/12/2024

Annexure A

BASIS FOR ISSUE PRICE

The Price Band/ Issue Price shall be determined by our Company, the selling shareholder in consultation with the BRLM on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the quantitative and qualitative factors as described in this section. The face value of the Equity Shares is ₹1/- each and Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

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

QUALITATIVE FACTORS:

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

- Experienced promoters having deep knowledge to scale up the business
- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

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

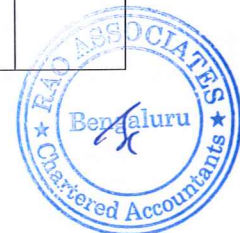
Quantitative Factors:

The information presented in this section is derived from our Company’s restated financial statements for the 6 (six) months period ended on 30th September, 2024, financial year ended on 31st March 2024, 31st March 2023 and 31st March 2022 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For further details on financial information, refer chapter titled “*Financial Statements as Restated*” beginning on page no [●] of the Draft Red Herring Prospectus.

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

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

Particulars	Basic & Diluted EPS (Rs.)		Weight
	With Retrospective Effect of Bonus & Split#	As per Restated (Book Value)	
Year ended March 31, 2022	0.06	12.98	1
Year ended March 31, 2023	0.03	5.90	2
Year ended March 31, 2024	1.63	341.51	3
<i>Weighted Average*</i>	<i>0.83</i>	<i>174.89</i>	
<i>For six months period ended on September 30, 2024 (Not annualized)</i>	<i>0.43</i>	<i>0.43</i>	



EPS has been calculated post adjustment of bonus issue on retrospective effect. On 17/05/2024, Company has allotted 96,00,000 Equity Shares of Face Value of ₹ 10/- each (9,60,00,000 Equity Shares of Face Value of ₹ 1/- each) as a Bonus Issue in the ratio of (20:1) i.e., Twenty Equity Shares for every One fully paid-up equity share held by existing shareholders. (Considering sub-division of shares from face value of ₹10/- each to face value of ₹1/- each dated 05/08/2024.

- a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.
b. **Weighted average:** Aggregate of weights i.e. $[(EPS \times Weight) \text{ for each year}] / [Total \text{ of weights}]$

(For further details, please refer chapter "Capital Structure" and "Financial statement as Restated" beginning from page no. [●] and [●] respectively of the Draft Red Herring Prospectus)

2. Price to Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of Face Value of Rs. 1/- each fully paid up

Particulars	P/E Ratio at the Floor Price		P/E Ratio at the CAP Price	
	With Retrospective Effect of Bonus & Split#	As per Restated (Book Value)	With Retrospective Effect of Bonus & Split#	As per Restated (Book Value)
P/E ratio based on the Basic & Diluted EPS as on March 31, 2024	[●]	[●]	[●]	[●]
P/E ratio based on the Weighted Average EPS	[●]	[●]	[●]	[●]
P/E ratio based on the Basic & Diluted EPS for six months period ended September 30, 2024 (Not annualized)	[●]	[●]	[●]	[●]

Please refer the note above in point no. 1

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

Industry P/E

Particulars	P/E Ratio*
Highest	31.79
Lowest	14.71
Average	23.25

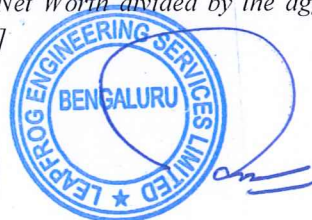
* The industry high and low has been considered from the industry peer set provided later in this section.

The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

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

Particulars	RONW in %	Weight
Year ended March 31, 2022	12.37%	1
Year ended March 31, 2023	5.32%	2
Year ended March 31, 2024	75.51%	3
Weighted Average	41.59%	
For six months period ended on September 30, 2024 (Not annualized)	16.71%	

Weighted average: Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. $[(Return \text{ on Net Worth} \times Weight) \text{ for each year}] / [Total \text{ of weights}]$



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

4. Net Assets Value:

Particulars	With Retrospective Effect of Bonus & Split#	As per Restated (Book Value)
Net Asset Value per Equity Share as of March 31, 2024	2.15	452.30
For six months period ended on September 30, 2024 (Not annualized)	2.59	
<i>Net Asset Value per Equity Share after the Issue</i>	[•]	
<i>Issue Price per equity share</i>	[•]	

Please refer the note above in point no. 1

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

5. Comparison with other listed companies/Industry peers:

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

Name of Company	CMP (in ₹)**	Face Value (in ₹)	EPS Basic & Diluted	NAV per Equity Share	P/E Ratio	RONW (%)	Revenue from Operation (₹ in Lakhs)
Peer Group#							
Engineers India Limited - Standalone	201.84	5.00	6.35	41.12	31.79	15.45%	3,23,216.50
Konstelec Engineers Limited - Standalone	116.05	10.00	7.89	62.57	14.71	9.78%	21,531.53
Issuer Company							
Leapfrog Engineering Services Ltd.^	[•]	1.00	1.63	2.15	[•]	75.51%	15,785.42

#Considering the nature and size of business of the Company, the peers may not be exactly comparable. Hence a strict comparison is not possible. However, the above companies have been included for broader comparison.

^ Based on full completed financial year ended on March 31, 2024 on Restated basis

*Source for Peer Companies: Annual Reports and stock exchange data (figures as on March 31, 2024)

**CMP as on 13/12/2024 on NSE for Peer Group and IPO price for Issuer Company

6. Key Operational and Financial Performance Indicators:

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by the Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated 16/12/2024 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 the Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our statutory auditor having peer review certificate M/s. Rao Associates, Chartered Accountant vide their examination report dated 27/12/2024.



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

Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.

a. Financial KPIs of Issuer Company:

₹ in lakhs except percentage and ratios

Particulars	30-09-2024*	31-03-2024	31-03-2023	31-03-2022
Total Income	3,208.71	16,287.69	10,537.88	4,228.90
Growth (%)	(80.30)%	54.56%	149.19%	67.76%
Revenue from Operation	3,131.22	15,785.42	10,417.86	4,159.14
EBITDA (Operating Profit)	612.34	1,973.07	100.51	246.74
EBITDA Margin (%)	19.56%	12.50%	0.96%	5.93%
PAT	435.45	1,639.27	28.30	62.29
Growth (%)	(73.44)%	5,691.64%	(54.56)%	(5.98)%
PAT Margin (%)	13.91%	10.38%	0.27%	1.50%
EPS (Basic & Diluted) - (As per end of Restated period)	0.43	341.51	5.90	12.98
EPS (Basic & Diluted) - (Post Bonus & Split with retrospective effect)	0.43	1.63	0.03	0.06
Total Borrowings	1,796.85	1,377.85	1,304.69	1,981.74
Total Net Worth (TNW)	2,606.48	2,171.03	531.76	503.46
ROCE%	15.16%	68.10%	10.95%	12.28%
RONW (%)	16.71%	75.51%	5.32%	12.37%
Debt Equity Ratio (Total Borrowing/TNW)	0.69	0.63	2.45	3.94

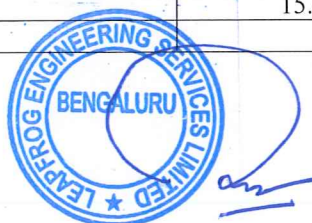
* Data as on 30/09/2024 are for six months only and not annualised, so it's not truly comparable.

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

b. Comparison of KPIs with listed Industry Peers:

₹ in lakhs except percentage and ratios

Particulars	Engineers India Limited – Standalone		
	31-03-2024	31-03-2023	31-03-2022
Total Income	3,45,676.46	3,45,293.88	3,00,713.09
Growth (%)	0.11%	14.83%	(8.86)%
Revenue from Operation	3,23,216.50	3,28,375.96	2,87,039.90
EBITDA (Operating Profit)	28,238.39	29,730.00	33,458.19
EBITDA Margin (%)	8.74%	9.05%	11.66%
PAT	35,699.06	34,215.18	34,440.66
Growth (%)	4.34%	(0.65)%	32.72%
PAT Margin (%)	11.04%	10.42%	12.00%
EPS (Basic & Diluted)	6.35	6.09	6.13
Total Borrowings (Lease Liability)	3,285.34	1,856.38	313.13
Total Net Worth (TNW)	2,31,127.89	2,10,566.05	1,92,504.66
RONW (%)	15.45%	16.25%	17.89%
Debt Equity Ratio (Total Borrowing/TNW)	0.01	0.01	0.00



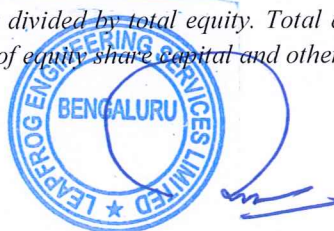
₹ in lakhs except percentage and ratios

Particulars	Konstelec Engineers Limited – Standalone		
	31-03-2024	31-03-2023	31-03-2022
Total Income	21,740.33	15,512.89	10,777.08
Growth (%)	40.14%	43.94%	5.64%
Revenue from Operation	21,531.53	15,340.50	10,592.35
EBITDA (Operating Profit)	1,681.70	1,288.33	616.39
EBITDA Margin (%)	7.81%	8.40%	5.82%
PAT	923.66	718.54	376.57
Growth (%)	28.55%	90.81%	54.96%
PAT Margin (%)	4.29%	4.68%	3.56%
EPS (Basic & Diluted)	7.89	6.53	37.66
Total Borrowings	4,505.26	3,522.72	2,666.16
Total Net Worth (TNW)	9,447.65	6,203.92	5,524.10
RONW (%)	9.78%	11.58%	6.82%
Debt Equity Ratio (Total Borrowing/TNW)	0.48	0.57	0.48

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

Explanation for the Key Performance Indicators

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



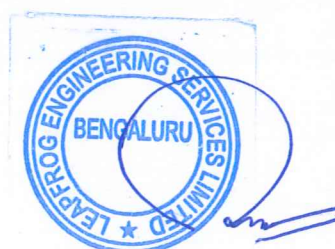
Explanation for Key Performance Indicators metrics

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

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

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

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



7. Weighted Average Cost of Acquisition:

- (a) The price per share of our Company (as adjusted for corporate actions e.g. split, bonus etc.) based on the primary/ new issue of shares (equity / convertible securities):

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

(Amount in Rs.)

Date of Allotment	No. of Equity Shares	Face Value	Issue Price	Nature/Reason of Allotment	Nature of Consideration	Total Consideration
31-10-2024	63,84,000	1/-	24/-	Private Placement	Cash	15,32,16,000
Total	63,84,000					15,32,16,000
Weighted Average Cost of Acquisition (WACA) per Equity Share						24.00

- (b) The price per share of our Company (as adjusted for corporate actions e.g. split, bonus etc.) based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale/ acquisitions of Equity Shares, where the Promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- (c) The price per share of issuer Company based on the secondary sale / acquisition of shares (equity / convertible securities)

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price (i.e. ₹ [●]/-)	Cap Price (i.e. ₹ [●]/-)
Weighted average cost of acquisition of primary / new issue as per paragraph 7(a) above.	24.00	[●]	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 7(b) above.	N.A.^	N.A.^	N.A.^

^There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) as mentioned in paragraph 8(b) above, in last 18 months from the date of the Draft Red Herring Prospectus.

8. The face value of Equity Shares of issuer Company is ₹ 1/- per Equity Share and the Issue Price of ₹ [●]/- per Equity Share is [●] times the face value.
9. Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for six months period ended September 30, 2024 and for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022.



10. The Issue Price of ₹[●]- is determined by our Company in consultation with the Book Running Lead Manager on the basis of the demand from investors for the Equity Shares through the Book Building Method and is justified in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with “*Risk Factors*”, “*Our Business*” and “*Restated Financial Information*” beginning on pages [●], [●] and [●], respectively of the Draft Red Herring Prospectus, to have a more informed view.

Note: [●] to be updated upon finalization of price band and [●] w.r.t page no. will be updated in offer document.

For Leapfrog Engineering Services Limited


(Prabhav N Rao)
Managing Director
DIN 02277473



Place: Bengaluru
Date: 27/12/2024

The above information disclosed in the annexure A for the issuance of this certificate is representation of the Management and is true and correct to the best of our knowledge and belief and nothing has been concealed or misrepresented. We confirm that any changes to the above that we may be aware of shall immediately be intimated to the Lead Manager till the date the Equity Shares of the Company commence trading on the Stock Exchange. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

For RAO ASSOCIATES
Chartered Accountants
FRN: 003080S



CA Shilpa D Rao
Designation: Partner
Membership Number: 230596
UDIN: 25230596BMLWOY1151

Place: Bengaluru
Date: 27/12/2024