



ADROIT INDUSTRIES (INDIA) LIMITED

Corporate identity number: U74999MH1995PLC084474

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Gala No. 02, Building No. A-2, Gr. Floor, Print World Industrial Complex, Survey No. 15/1, Mankoli Road, Vehele, Shastrinagar, Bhiwandi, Thane – 421 302, Maharashtra, India	Plot No. 99, Smart Industrial Park, Near Natrip, Dhar, Pithampur – 454 775, Madhya Pradesh, India	Garima Shukla (Company Secretary and Compliance Officer)	E-mail: cs@adroitindustries.com Telephone: +91 91711 14099	www.adroitindustries.com

OUR PROMOTERS: SAURABH SANGLA, MUKESH SANGLA, MONIKA SANGLA, SHUBHANGI TRUST, SHREYA TRUST AND SWAN IRRIGATION LLP

DETAILS OF THE OFFER TO THE PUBLIC

TYPE OF OFFER	SIZE OF FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL OFFER SIZE*	ELIGIBILITY AND RESERVATION
Fresh Issue and Offer for Sale	Up to 9,897,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	Up to 1,350,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	Up to 11,247,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	This Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 500 of the Red Herring Prospectus. For details in relation to share reservation amongst QIBs, NIBs and RIBs, see “Offer Structure” on page 520 of the Red Herring Prospectus.

DETAILS OF THE SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER SHARE

NAME OF THE SELLING SHAREHOLDER	TYPE	MAXIMUM NUMBER OF EQUITY SHARES OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE OF VALUE ₹10 EACH (IN ₹)*
Mukesh Sangla HUF	Promoter Group Selling Shareholder	Up to 1,350,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	3.65

*As certified by the Statutory Auditors vide their certificate dated September 17, 2026
For further details, see “The Offer” on page 108 of the Red Herring Prospectus.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of face value of ₹10 each of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Offer Price (as determined by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for the Offer Price” on page 209 of the Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 28 of the Red Herring Prospectus.

ISSUER’S AND SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in the Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholder accepts responsibility for and confirms the statements made or undertaken expressly by it in the Red Herring Prospectus to the extent of information specifically pertaining to it and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholder assumes no responsibility for any other statements in the Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our Company or any other person(s), in the Red Herring Prospectus.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”). For the purpose of the Offer, NSE shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER		
Name of the Book Running Lead Manager and Logo	Contact Person(s)	Telephone and Email
 Choice Capital Advisors Private Limited	Nimisha Joshi / Aditya Chanani	Telephone: +91 22 6707 9999 / 7919 E-mail: aiil.ipo@choiceindia.com
REGISTRAR TO THE OFFER		
Name of Registrar and Logo	Contact Person	Telephone and Email
 Bigshare Services Private Limited	Babu Rapheal C	Telephone: +91 22 6263 8200 Email: ipo@bigshareonline.com

BID/ OFFER PERIOD					
ANCHOR INVESTOR BID/ OFFER PERIOD	Tuesday, September 22, 2026	BID/ OFFER OPENS ON	Wednesday, September 23, 2026 ⁽¹⁾	BID/ OFFER CLOSES ON	Friday, September 25, 2026 ⁽²⁾

(1) Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs I (one) Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(2) The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

	The following is a general summary of certain disclosures in the Red Herring Prospectus and the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in the Red Herring Prospectus, which is available at the websites of SEBI at www.sebi.gov.in, National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively, the Company at www.adroitindustries.com and the BRLM at www.choiceindia.com/merchant-investment-banking. References below to page numbers are to page numbers of the Red Herring Prospectus dated September 17, 2026. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the Red Herring Prospectus.
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1. Summary of the primary business

a. Business Overview - Products and Services

Our Company is a vertically integrated manufacturer of propeller shafts and precision-machined torque-transmission components used in driveline systems. We manufacture assemblies, sub-assemblies and components across over 5,000 SKUs, with in-house capabilities covering forging, machining, heat treatment, assembly, balancing and testing. Our products are supplied to customers across automotive, primarily commercial vehicles, and non-automotive applications, including defence, heavy equipment and industrial uses. We operate three manufacturing facilities in Madhya Pradesh, located at Dewas, Pithampur and Sanwer Road, and derive a significant portion of our revenue from exports across more than 32 countries.

b. Industries Served and Typical Customers

We serve automotive and non-automotive sectors. Within the automotive sector, our products are primarily used in commercial vehicles and, to a limited extent, passenger vehicles, including SUVs. Our non-automotive applications include defence and emergency services, heavy equipment, off-highway machinery, industrial equipment and other torque-transmission applications.

We primarily supply our products through distributors and Tier-1 suppliers, and also undertake direct sales to OEMs. A significant portion of our revenue from sale of products is derived from customers with whom we have long-standing relationships.

c. Segment Reporting and Revenue Contribution

We derive revenue from Sale of Products which comprises of Sale of Machined torque-transmission components and finished propeller shaft assemblies during the indicated period;

(₹ in million)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products	Amount (₹ in million)	% of Revenue from Sale of Products
Finished propeller shaft assemblies	409.52	32.22	417.07	34.41	365.94	33.12
Machined torque-transmission components	861.57	67.78	795.03	65.59	738.89	66.88
Total	1,271.09	100.00	1,212.09	100.00	1,104.82	100.00

As certified by our Statutory Auditors vide certificate dated September 16, 2026

d. Key Geographies

We have an export-oriented business, with over 95.00% of our revenue from sale of products derived from international markets. We supply our products across more than 32 countries including United States of America, Colombia, Canada, Australia, Mexico, Turkey, Peru and the United Kingdom, among others. The United States of America is one of our principal export markets, accounting for 53.76%, 66.68% and 71.93% of our revenue from sale of products during Fiscal 2026, 2025 and 2024 respectively. .

e. Revenue Concentration Among Top 5 Customers

The table below sets forth details of our revenue from operations generated from top 5 customers in each of the respective periods indicated:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products	Amount	% of Revenue from Sale of Products
Top 5 customers	621.65	48.91	622.80	51.38	522.89	47.33

As certified by the Statutory Auditors, vide their certificate dated September 16, 2026.

f. Key manufacturing or other Facilities

Our manufacturing operations are supported by three vertically integrated facilities in Madhya Pradesh: Dewas (which undertakes die-making, forging, heat treatment), Pithampur (which undertakes precision machining, assembly, balancing and testing) and Sanwer Road (presently undertaking finishing operations for machine components).

g. Business Strengths and Strategies

Strengths

- Offering over 5,000 SKUs of torque-transmission components and assemblies forming part of driveline systems
- Vertically integrated manufacturing operations with end-to-end control across forging, machining and assembly operations
- Established relationships with diversified customer base and high degree of repeat business
- Entry barriers supported by established validation and advanced engineering capabilities
- Strong export presence with diversified international customer base
- Experienced Promoters and competent management team
- Healthy financial performance with improving profitability

Strategies

- Expansion of manufacturing capabilities and product portfolio, testing capabilities and automation
- Strengthen our presence in international markets
- Strengthening engagement with domestic OEM customers through direct sales
- Digital transformation to enhance operational efficiency and manufacturing traceability
- Leverage integrated manufacturing capabilities to support future growth

For further and complete information, see “**Our Business**” beginning on page 300 of the Red Herring Prospectus.

2. Summary of the Industry (Source: CareEdge Report)

The propeller shaft industry forms part of the broader automotive and industrial driveline components market. The global propeller shaft industry — valued at approximately USD 32 billion in 2026 — is projected to reach USD 39 billion by 2030 at a CAGR of approximately 6%, driven by vehicle production and heavy-equipment demand within a structured, multi-tier OEM/Tier-1 supply chain marked by stringent qualification requirements. In India, the market is estimated at USD 2.5 billion in 2026, growing to USD 3.3 billion by 2030, supported by automobile production, infrastructure development and export growth.

For further information, see “**Industry Overview**” beginning on page 226 of the Red Herring Prospectus.

3. Promoters

The Promoters of our Company are Saurabh Sangla, Mukesh Sangla, Monika Sangla, Swan Irrigation LLP, Shubhangi Trust and Shreya Trust

Sr. No.	Name	Nature of Entity	Experience and Educational Qualification
1.	Saurabh Sangla	Individual	He has completed his degree in Bachelor of Science from the University of California. He possesses over 18 years of experience in the manufacturing of plastic products including 8 years in the torque transmission industry.
2.	Mukesh Sangla	Individual	He does not have any formal education. He has over 40 years of experience across various industries, including trading of polymers and manufacturing of plastic products. He also possess over 18 years of experience in the torque transmission industry having served having served as the Managing Director of our Company for 8 years since March 13, 2007 till March 27, 2015 and thereafter as a Non-Executive Director since March 27, 2015.
3.	Monika Sangla	Individual	She has completed her degree in Bachelor of Arts from the University of Indore. She has been associated with Signet Tradelinks Private Limited for over 20 years, serving as a director.
4.	Swan Irrigation LLP	Non- Individual	Incorporated under the Limited Liability Partnership Act 2008 with the Registrar of LLP, Madhya Pradesh, on March 14, 2018. The Registered Office of Swan is situated at 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore - 45201, Madhya Pradesh, India. The LLP Identification Number of Swan is AAM-2351
5.	Shubhangi Trust	Non- Individual	Trust is a private, irrevocable and discretionary trust, pursuant to Trust Deed dated July 12, 2023; Deed of Amendment dated February 08, 2024, and Deed of Amendment dated March 20, 2024. The office of Shubhangi trust is located at 1-B Gulmohar Extension, Tilaknagar, Indore – 452018, Madhya Pradesh, India.
6.	Shreya Trust	Non- Individual	Trust is formed as a private, irrevocable and discretionary trust, pursuant to Trust Deed dated July 01, 2023; Deed of Amendment dated February 08, 2024 and Deed of Amendment dated March 20, 2024. The office of Shreya trust is located at 1-B Gulmohar Extension, Tilaknagar, Indore – 452018, Madhya Pradesh, India

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

For further information, see “*Promoters and Promoter Group*” beginning on page 381 of the Red Herring Prospectus.

4. Objects of the Issue

The Offer comprises of the Fresh Issue of up to 9,897,000 Equity Shares of face value of ₹ 10 each, aggregating up to [●] million by our Company and the Offer for Sale of up to 1,350,000 Equity Shares of face value of ₹ 10 each aggregating up to [●] million by the Selling Shareholder. For details, see “*The Offer*” on page 108 of the Red Herring Prospectus.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale by the Selling Shareholder will not form part of the Net Proceeds. The Selling Shareholder shall be entitled to receive the proceeds of the Offer for Sale, after deducting their respective proportion of the Offer related expenses and the relevant taxes thereon. For details, see “*Objects of the Offer - Offer Related Expenses*” on page 205 of the Red Herring Prospectus.

Company proposes to utilize the Net Proceeds towards funding of the following objects:

(in ₹ million)

Particulars	Amount
Funding capital expenditure by our Company towards procurement of; (i) machinery and equipment for enhancement of operations at Dewas Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities (“ <i>Proposed Capital Expenditure in the Company</i> ”)	199.07
Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for funding capital expenditure towards procurement of; (i) machinery and equipment for enhancement of operations at Pithampur Facility; and (ii) transportation vehicle for local transportation of goods between the Manufacturing Facilities (“ <i>Investment in Subsidiary for capital expenditure</i> ”)	439.56
Investment in our Subsidiary, Adroit Driveshafts Private Limited, in the form of equity, for re-payment or pre-payment, in full or in part, of certain borrowings availed by our Subsidiary (“ <i>Investment in Subsidiary for loan repayment</i> ”)	241.19
General Corporate Purposes ⁽¹⁾	[●]
Total⁽¹⁾	[●]

⁽¹⁾To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. In compliance with Regulation 7(2) of the SEBI ICDR Regulations, the amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

For further information, see “*Objects of the Offer*” beginning on page 182 of the Red Herring Prospectus.

5. Pre-Issue and Post-Issue shareholding of our Promoters, members of the Promoter Group and additional top 10 Shareholders

Sr. No.	Pre-Offer shareholding as at the date of Price Band advertisement ⁽¹⁾			Post-Offer shareholding as at Allotment ⁽²⁾			
	Name of the Shareholders	Number of Equity Shares	Share holding (in %) ⁽²⁾	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares ⁽²⁾	Share holding (in %) ⁽²⁾	Number of Equity Shares ⁽²⁾	Share holding (in %) ⁽²⁾
Promoters							
1.	Saurabh Sangla	1,037,364	2.97	[●]	[●]	[●]	[●]
2.	Mukesh Sangla	2,354,354	6.74	[●]	[●]	[●]	[●]
3.	Monika Sangla	1,162,126	3.33	[●]	[●]	[●]	[●]
4.	Swan Irrigation LLP	1,896,992	5.43	[●]	[●]	[●]	[●]
5.	Shubhangi Trust	3,486,380	9.99	[●]	[●]	[●]	[●]
6.	Shreya Trust	7,063,062	20.23	[●]	[●]	[●]	[●]
Sub-total (A)		17,000,278	48.70	[●]	[●]	[●]	[●]
Promoter Group							
1.	Mukesh Sangla HUF*	2,483,066	7.11	[●]	[●]	[●]	[●]
2.	Signet Impex Private Limited	1,294,310	3.71	[●]	[●]	[●]	[●]
3.	Signet Tradelinks Private Limited	1,204,204	3.45	[●]	[●]	[●]	[●]
4.	Ornate Impex Private Limited	2,413,194	6.91	[●]	[●]	[●]	[●]
5.	Shri Balaji Starch & Chemicals LLP	3,098,856	8.88	[●]	[●]	[●]	[●]
6.	Aishwarya Trust	3,112,094	8.91	[●]	[●]	[●]	[●]
7.	Ananda Trust	2,943,332	8.43	[●]	[●]	[●]	[●]
Sub-total (B)		16,549,056	47.40	[●]	[●]	[●]	[●]
Additional top 10 shareholders (other than our Promoters and Promoter Group)							
1.	Abakkus Venture Opportunities Fund	1,111,112	3.18	[●]	[●]	[●]	[●]
2.	Chhatisgarh Investments Limited	222,224	0.64	[●]	[●]	[●]	[●]
3.	Sharad Agrawal	28,670	0.08	[●]	[●]	[●]	[●]
Sub-Total (C)		1,362,006	3.90	[●]	[●]	[●]	[●]
Total (A + B + C)		34,911,340	100	[●]	[●]	[●]	[●]

⁽¹⁾ Includes all options, if any, that have been exercised until date of Prospectus and any transfers of Equity Shares by existing shareholders after the date of the pre-Offer and Price Band advertisement until the date of the Prospectus.

²⁾ Based on the Offer price of ₹ [●] and subject to finalisation of the basis of allotment.

^{*}Also the Promoter Group Selling Shareholder

[#]rounded off to the closest decimal.

For further details, see “*Capital Structure*” beginning on page 132 of the Red Herring Prospectus.

6. Summary of Restated Financial Information

Summary of selected financial information as at and for the Fiscals 2026, 2025, and 2024, derived from our Restated Financial Information is as follows:

(in ₹ million unless indicated otherwise)

Particulars	Fiscal		
	2026	2025	2024
Share Capital	349.11	174.56	174.56
Net worth ⁽¹⁾	1,286.27	1,035.28	878.22
Revenue ⁽²⁾	1,399.43	1,338.94	1,245.28
EBITDA ⁽³⁾	387.10	310.19	296.85
Profit/(loss) after tax ⁽⁴⁾	261.58	181.44	145.27
Earnings per share (basic) (in ₹) ⁽⁵⁾	7.48	5.19	4.16
Earnings per share (diluted) (in ₹) ⁽⁶⁾	7.48	5.19	4.16
Return on Net Worth ⁽⁷⁾	22.51%	18.94%	18.95%
Net Asset Value per Equity Share (in ₹) ⁽⁸⁾	36.84	29.65	25.16
Total Debt ⁽⁹⁾	526.51	650.28	821.05
Cash flow from operating activities	294.06	203.10	199.36
Cash flow from investing activities	(120.89)	32.12	(4.57)
Cash flow from financing activities	(169.87)	(235.17)	(196.58)

Notes:

- 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, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.
- Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.
- EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.
- PAT represents the restated profits of our Company after deducting all expenses.
- Basic earnings per share amounts are calculated by dividing the restated profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding at the end of the fiscal as per Ind AS 33 Earnings per share.
- Diluted earnings per share amounts are calculated by dividing the restated profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding at the end of the fiscal plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares per Ind AS 33 Earnings per share.
- Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous financial year/period. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).
- Net Asset Value per Equity Share is calculated by dividing Net Worth as of the end of relevant year by the weighted average number of equity shares outstanding at the end of the fiscal.
- Total Debt represents long term and short-term borrowings, including lease liabilities.

7. Summary of Key Performance Indicators

Financial Key Performance Indicators:

(₹ in million, unless otherwise stated)

Key Performance Indicators (KPIs)	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
FINANCIAL KPIs				
GAAP-Measures				
Revenue from operations ⁽¹⁾	₹ in million	1,399.43	1,338.94	1,245.28
Net Profit after tax (PAT) ⁽⁴⁾	₹ in million	261.58	181.44	145.27
Non-GAAP Measures				
EBITDA ⁽²⁾	₹ in million	387.10	310.19	296.85
EBITDA margin ⁽³⁾	%	27.66	23.17	23.84
Net Profit after tax (PAT) ⁽⁴⁾	₹ in million	261.58	181.44	145.27
PAT margin ⁽⁵⁾	%	18.69	13.55	11.67
Net Worth ⁽⁶⁾	₹ in million	1,286.27	1,035.28	878.22
Return on net worth (RoNW) ⁽⁷⁾	%	22.51	18.94	18.95

Key Performance Indicators (KPIs)	Unit	Fiscal 2026	Fiscal 2025	Fiscal 2024
Return on capital employed (RoCE) ⁽⁸⁾	%	19.01	15.76	15.07
Debt/Equity ⁽⁹⁾	Ratio	0.41	0.63	0.94
Current Ratio ⁽¹⁰⁾	Ratio	1.53	1.44	1.18
OPERATIONAL KPIs				
Total number of customers served ⁽¹¹⁾	In number	185	151	130
Repeat customers (count) ⁽¹²⁾	In number	110	101	83
Repeat customers (% of total) ⁽¹³⁾	%	59.46	66.89	63.85
Domestic Revenue ⁽¹⁴⁾	₹ in million	58.65	45.26	60.07
Export Revenue ⁽¹⁵⁾	₹ in million	1,212.44	1,166.83	1,044.75
Net Working Capital Days ⁽¹⁶⁾	Days	237	238	237
Inventory Days ⁽¹⁷⁾	Days	135	137	131
Debtor Days ⁽¹⁸⁾	Days	111	98	103
Creditor Days ⁽¹⁹⁾	Days	42	37	51

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

Notes:

- (1) Revenue from operations means the Revenue from operations as appearing in the Restated Consolidated Financial Information.
- (2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting the other income.
- (3) EBITDA Margin is calculated as EBITDA as a percentage of Revenue from Operations.
- (4) PAT represents the restated profits of our Company after deducting all expenses.
- (5) PAT Margin is calculated as restated Net Profit after Tax for the fiscal divided by Revenue from Operations for that fiscal.
- (6) 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, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Accordingly, Net Worth is calculated as aggregate of the equity share capital, instruments entirely equity in nature, share pending issuance, share based payment reserves, securities premium and retained earnings and excludes non-controlling interest.
- (7) Return on Net Worth (%) is calculated as Net Profit after Tax attributable to owner of the company, as restated for the end of the fiscal divided by average Net worth as at the end of the fiscal. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity (excluding non-controlling interest).
- (8) Return on Capital Employed (ROCE) = Earnings Before Interest and Taxes (EBIT) divided by Capital Employed, where Capital Employed is computed as the sum of Total Equity (including paid-up share capital, other equity, and non-controlling interest) and Total Debt (including borrowings and lease liabilities).
- (9) Debt to Equity Ratio = Debt- Equity Ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity (including non-controlling interest).
- (10) Current ratio = Current Ratio is calculated by dividing Current assets by Current Liabilities for the fiscal.
- (11) Total number of customers served represents the total number of customers to whom the Company has supplied products during the relevant fiscal.
- (12) Repeat customers represents the number of customers during the relevant fiscal who had also transacted with the Company in the immediately preceding fiscal.
- (13) Repeat customers (% of total) represents repeat customers as a percentage of the total number of customers served during the relevant fiscal.
- (14) Domestic Revenue represents sale of products generated from customers located within India during the relevant fiscal.
- (15) Export Revenue represents sale of products generated from customers located outside India during the relevant fiscal.
- (16) Net Working Capital Days is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the fiscal (365/183).
- (17) Inventory days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average inventory at the beginning and end of the fiscal).
- (18) Debtor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the fiscal).
- (19) Creditor days is calculated as the number of days in the fiscal (365) divided by (revenue from operations divided by the average trade payables at the beginning and end of the fiscal).

8. Risk Factors

The following are the top 10 internal risk factors as disclosed in the Red Herring Prospectus:

1. Major portion of our revenue from Sale of Products is derived from export sales and a significant portion of such export sales is concentrated in the United States. Revenue from outside India aggregated to ₹1,212.44 million, ₹1,166.83 million and ₹1,044.75 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024 respectively, representing 95.39%, 96.27% and 94.56% of our revenue from Sale of Products for the respective periods. Any adverse developments affecting our export markets, particularly the United States, including recessionary conditions, tariff revisions, changes in trade policy, trade remedy actions, foreign exchange fluctuations or delays in collection of export receivables, could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.
2. Our revenue from operations is significantly concentrated among a limited number of customers. Revenue from our top 10 customers aggregated to ₹773.60 million, ₹798.84 million and ₹758.00 million for the Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively, representing 60.86%, 65.91% and 68.61% of our revenue from Sale of Products for the respective periods. We are dependent on such customers for a substantial portion of our revenue and any reduction, modification or termination of business by such customers could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.
3. Our manufacturing operations are concentrated at facilities located in the state of Madhya Pradesh, India. Any disruption, slowdown or shutdown at any of such facilities may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.
4. Our downstream operational activities are undertaken through our Subsidiary, Adroit Driveshafts Private Limited ("ADPL"), and we are dependent on the operating income, manufacturing operations and cash flows generated by our Subsidiary.

5. Our business is significantly exposed to foreign currency exchange rate fluctuations, and our Company does not have a hedging policy in place and hence, we may not be able to hedge our risk exposures particularly during volatile foreign currency exchange rates, which may adversely affect our results of operations, cash flows and financial condition.
6. There have been multiple instances of delays in statutory filings and non-compliances with respect to corporate and regulatory reporting obligations in the past, which may reflect certain weaknesses in our compliance monitoring and internal control processes and may expose us to regulatory actions, penalties and reputational risk.
7. Our Company and our Subsidiary, ADPL experienced negative cash flows from certain activities in the past on a consolidated as well as a standalone basis and may continue to do so in the future, which could adversely affect our business, results of operations, cash flows and financial condition.
8. We have made investments and extended inter-corporate loans and advances to certain entities. Any delay in recovery, default, impairment or diminution in value of such exposures may adversely affect our liquidity, cash flows, working capital and financial condition.
9. We are subject to risks arising from interest rate fluctuations, which could reduce our profitability and adversely affect our business, cash flows, financial condition and results of operations.
10. There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse outcome in such proceedings may adversely affect our reputation, business, results of operations, cash flows and financial condition.

For further details of the risks applicable to us, see “**Risk Factors**” beginning on page 28 of the Red Herring Prospectus. Investors are advised to read the risk factors carefully before making an investment decision in the Issue.

9. Details of weighted average cost of acquisition of Equity Shares of our Promoters and Promoter Group Selling Shareholders

Weighted average cost of acquisition at which the specified securities were acquired by our Promoters and the Promoter Group Selling Shareholder as on date of the Red Herring Prospectus and within one year preceding the date of the Red Herring Prospectus

The weighted average cost at which the equity shares were acquired by our Promoters and the Promoter Selling Shareholder as on the date of the Red Herring Prospectus and within one year preceding the date of the Red Herring Prospectus is as follows:

Name of Shareholder	Number of equity shares of face value of ₹10 each held as on the date of the Red Herring Prospectus	Weighted average price of equity shares of ₹10 each held as on the date of the Red Herring Prospectus (in ₹) ⁽¹⁾	Number of equity shares of face value of ₹10 acquired in last one year preceding the date of the Red Herring Prospectus	Weighted average price of equity shares of face value of ₹10 each acquired in the last one year (in ₹) ⁽¹⁾
Promoters				
Saurabh Sangla	1,037,364	10.46	518,682	Nil*
Mukesh Sangla	2,354,354	16.37	1,177,177	Nil*
Monika Sangla	1,162,126	20.61	581,063	Nil*
Shubhangi Trust	3,486,380	Nil*	1,743,190	Nil*
Shreya Trust	7,063,062	Nil*	3,531,531	Nil*
Swan Irrigation LLP	1,896,992	8.68	948,496	Nil*
Promoter Group Selling Shareholder				
Mukesh Sangla HUF	2,483,066	3.65	1,241,533	Nil*

*Equity Shares were acquired pursuant to gift and bonus issue, hence weighted average cost of acquisition is Nil

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

10. Weighted average cost of acquisition of all Equity Shares transacted in (i) last one (1) year; (ii) last eighteen (18) months and (iii) last three (3) years preceding the date of the Red Herring Prospectus

The weighted average cost of acquisition of all shares transacted in (i) one (1) year; (ii) eighteen (18) months and (iii) three (3) years preceding the date of the Red Herring Prospectus is as follows:

Period	WACA (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition**	Range of acquisition price: lowest price – highest price (₹)**
Last one (1) year preceding the date of the Red Herring Prospectus	90.00	●	Nil** - 90
Last eighteen (18) months preceding the date of the Red Herring Prospectus	8.47	●	Nil** - 90
Last three (3) years preceding the date of the Red Herring Prospectus	6.82	●	Nil* - 90

*Equity Shares were acquired pursuant to gift and bonus issue, hence weighted average cost of acquisition is Nil

**Equity Shares were acquired pursuant to gift and bonus issue, hence average cost of acquisition is Nil

*To be updated once the price band information is available.

Note: As certified by our Statutory Auditors vide certificate dated September 17, 2026

For details of shareholding of our Promoters, see “**Capital Structure – Build-up of the Promoter’s shareholding in our Company**” on page 164 of the Red Herring Prospectus.

11. Board of Directors and Key Managerial Personnel

The names and designations of members of the Board of Directors and Key Managerial Personnel are set forth below:

Sr. No.	Name	Designation
Boards of Directors		
1.	Saurabh Sangla*	Chairman and Managing Director
2.	Mukesh Sangla	Non-Executive Director
3.	Surabhi Agrawal	Non-Executive Independent Director

Sr. No.	Name	Designation
4.	Anirudha Chauhan	Non-Executive Independent Director
5.	Narendra Kumar Maheshwari	Non-Executive Independent Director
Key Managerial Personnel		
1.	B.R. Patidar	Chief Financial Officer
2.	Garima Shukla	Company Secretary and Compliance Officer

**Also, the Key Managerial Personnel*

For further details, see “*Our Management*” beginning on page 364 of the Red Herring Prospectus.

12. Auditor Qualifications

There are no qualifications or emphasis of matters in respect of the financial statements for the periods covered in the Red Herring Prospectus. However, our Statutory Auditors have made an observation in the Report on Other Legal and Regulatory Requirements for the years ended March 31, 2025 and March 31, 2024, regarding the absence of audit trail (edit log) functionality in certain accounting records, namely the stock register and the register for property, plant and equipment, as disclosed in “*Risk Factors 37 – Certain of our accounting records do not have audit trail (edit log) functionality, as noted by our statutory auditors, which may affect the robustness of our internal financial controls*” on page 79 of the Red Herring Prospectus.

13. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, Key Managerial Personnel and members of Senior Management, as on the date of the Red Herring Prospectus in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Material Civil Proceedings	Number of Disciplinary Actions by the SEBI or the stock exchanges against our Promoters in the last five financial years	Aggregate amount involved (₹ million) ⁽¹⁾
Company						
Against our Company	Nil	25	Nil	Nil	NA	19.95
By our Company	Nil	Nil	NA	Nil	NA	Nil
Subsidiary						
Against our Subsidiary	Nil	6	Nil	Nil	NA	25.77
By our Subsidiary	Nil	Nil	NA	Nil	NA	Nil
Directors*						
Against our Directors	Nil	Nil	Nil	Nil	NA	Nil
By our Directors	Nil	Nil	NA	Nil	NA	Nil
Promoters						
Against our Promoters	5	8	Nil	2	Nil	50.64
By our Promoters	1	Nil	NA	Nil	Nil	Amount unascertainable
KMPs**						
Against our KMPs	Nil	NA	Nil	Nil	NA	Nil
By our KMPs	Nil	NA	NA	Nil	NA	Nil
Members of Senior Management						
Against our members of Senior Management	Nil	NA	Nil	Nil	NA	Nil
By our members of Senior Management	Nil	NA	NA	Nil	NA	Nil

⁽¹⁾To the extent ascertainable

*Excluding Directors who are our Promoters

**Excluding KMPs who are our Directors

Note: There are no outstanding litigation involving our Group Companies which may have a material impact on our Company.

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 485 of the Red Herring Prospectus.

DECLARATION BY OUR COMPANY

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in ‘offshore transactions’ in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.