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Initial Public Offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR REGULATIONS").



# OMNITECH ENGINEERING LIMITED

## (TO BE LISTED ON THE MAIN BOARD OF BSE AND NSE)



(Please scan this QR code to view the RHP)

Our Company was initially formed as a partnership firm under the Indian Partnership Act, 1932, pursuant to a partnership deed between Paghadal Kishorabhai Vashrambhai, Hadiya Kirtibhai Mangalabhai, Udaykumar Arunkumar Parekh and Jadeja Gajendrasinh Ranjitsinh dated September 1, 2006, under the name 'M/s. Omnitech Engineering' and was registered with the Registrar of Firms of Rajkot Division, Rajkot, Gujarat on January 5, 2009. Subsequently, the partnership firm was converted into a private limited company with the name 'Omnitech Engineering Private Limited' under the provisions of the Companies Act, 2013, pursuant to a supplementary partnership deed dated June 12, 2021 executed between Udaykumar Arunkumar Parekh and Kinnariben Udaybhai Parekh and received a certificate of incorporation issued by the Registrar of Companies, Gujarat at Ahmedabad (ROC), on August 9, 2021. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by the Shareholders of our Company on September 2, 2024, and the name of our Company was changed to its present name, 'Omnitech Engineering Limited', pursuant to a fresh certificate of incorporation issued by the Ministry of Corporate Affairs through the RoC dated October 24, 2024. For further details in relation to the change in our name and our registered and corporate office, see 'History and Certain Corporate Matters' on page 300 of the red herring prospectus dated February 18, 2026 ("RHP" or "Red Herring Prospectus") filed with the RoC.

Corporate Identity Number: U26100GJ2021PLC124801  
Registered and Corporate Office: Plot No. 2500, Kranti Gate Main Road, GIDC Lodhika Ind Estate, Kalawadd Rd, Metoda, Rajkot-360021, Gujarat, India. Contact Person: Bhoomi Manharbhai Vadhavana, Company Secretary and Compliance Officer; Tel: +91 2827-287637; E-mail: compliance@omnitecheng.com; Website: www.omnitecheng.com

OUR PROMOTERS: UDAYKUMAR ARUNKUMAR PAREKH AND DHARMI A PAREKH

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (EQUITY SHARES) OF OMNITECH ENGINEERING LIMITED (COMPANY OR ISSUER) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (OFFER PRICE) AGGREGATING UP TO ₹ 5,830.00 MILLION (OFFER) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ 4,180.00 MILLION BY OUR COMPANY ( FRESH ISSUE) AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ 1,650.00 MILLION, BY THE PROMOTER SELLING SHAREHOLDER (OFFER FOR SALE).

THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH, AGGREGATING UP TO ₹10.00 MILLION (CONSTITUTING UP TO 5% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (EMPLOYEE RESERVATION PORTION). OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (BRLMS), MAY OFFER A DISCOUNT OF ₹11 PER EQUITY SHARE TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION (EMPLOYEE DISCOUNT). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WOULD CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

DETAILS OF THE OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDER			
NAME OF THE SELLING SHAREHOLDER	TYPE	NO. OF EQUITY SHARES BEING OFFERED / AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE* (IN ₹)
Udaykumar Arunkumar Parekh	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹ 5 each, aggregating up to ₹ 1,650.00 million	0.05

\* As certified by M/s Dhirubhai Shah & Co. LLP, FRN :102511W/W100298, Statutory Auditors of our Company through certificate dated February 18, 2026.

PRICE BAND: ₹216 TO ₹227 PER EQUITY SHARE BEARING FACE VALUE OF ₹5 EACH.  
THE FLOOR PRICE IS 43.20 TIMES OF THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 45.40 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.  
BIDS CAN BE MADE FOR A MINIMUM OF 66 EQUITY SHARES OF FACE VALUE OF ₹5 EACH AND IN MULTIPLES OF 66 EQUITY SHARES OF FACE VALUE OF ₹5 EACH THEREAFTER.  
A DISCOUNT OF ₹11 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.  
THE PRICE TO EARNINGS RATIO (P/E) BASED ON DILUTED EPS FOR FISCAL 2025 FOR THE COMPANY AT THE UPPER END OF THE PRICE BAND IS AS HIGH AS 53.29 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 50.70 TIMES AS COMPARED TO THE AVERAGE INDUSTRY PEER GROUP P/E RATIO OF 184.90 TIMES FOR FISCAL 2025.  
WEIGHTED AVERAGE RETURN ON NET WORTH FOR LAST THREE FINANCIAL YEARS IS 27.71%.

Particulars	At Floor Price of ₹ 216 per equity share		At Cap Price of ₹ 227 per equity share	
	Up to No. of Equity Shares of face value of ₹ 5 each	Up to Amount (₹ in million)	Up to No. of Equity Shares of face value of ₹ 5 each	Up to Amount (₹ in million)
Fresh Issue	19,351,851*	4,180.00	18,414,096*	4,180.00
Offer for Sale	7,638,888	1,650.00	7,268,722	1,650.00
Total Offer Size	26,990,739	5,830.00	25,682,818	5,830.00
Post-Offer market capitalization of the Company	124,601,531	26,913.93	123,663,776	28,071.68

\*The Offer includes the Employee Reservation Portion and a discount of ₹ 11 per Equity Share is being offered to Eligible Employees in the Employee Reservation Portion. The number of Equity shares of the Fresh Issue is without adjustment and impact of the number of Equity Shares to be allotted in the Employee Reservation Portion at the Employee Discount.

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE : TUESDAY, FEBRUARY 24, 2026

BID/OFFER OPENS ON : WEDNESDAY, FEBRUARY 25, 2026

BID/OFFER CLOSES ON : FRIDAY, FEBRUARY 27, 2026^

^ UPI mandate end time and date shall be at 5 pm, on Bid/Offer Closing Date.

Our Company is one of the key manufacturers of high precision engineered components and assemblies supplying to global customers across industries such as energy, motion control & automation, industrial equipment systems, metal forming and other diversified industrial applications.

THE OFFER IS BEING MADE THROUGH THE BOOK BUILDING PROCESS IN ACCORDANCE WITH REGULATION 6(1) OF THE SEBI ICDR REGULATIONS.  
THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON THE MAIN BOARDS OF BSE AND NSE.  
NSE IS THE DESIGNATED STOCK EXCHANGE.

QIB PORTION: NOT MORE THAN 50% OF THE NET OFFER | NON-INSTITUTIONAL PORTION: NOT LESS THAN 15% OF THE NET OFFER | RETAIL PORTION: NOT LESS THAN 35% OF THE NET OFFER  
EMPLOYEE RESERVATION PORTION: UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹10.00 MILLION

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

IN RELATION TO PRICE BAND, POTENTIAL INVESTORS SHOULD ONLY REFER TO THIS PRE-OFFER AND PRICE BAND ADVERTISEMENT FOR THE OFFER AND SHOULD NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION AVAILABLE IN ANY MANNER IN RELATION TO THE VALUATION OF THE COMPANY AS THESE ARE NOT ENDORSED, PUBLISHED OR CONFIRMED EITHER BY THE COMPANY OR THE BOOK RUNNING LEAD MANAGERS ("BRLMs").

RISK TO INVESTORS

For details refer to section titled "Risk Factors" on page 32 of the RHP

1. Customer Concentration risk  
We generate significant revenues from our top 10 customers every year. Consequently, our business and financial condition in any given financial year is reliant on our top 10 customers. Our revenue from operations from our top 3 customers, top 5 customers and top 10 customers during the 6 months ended September 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023 are set out below:

Particulars	6 months ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue contribution (in ₹ million)	As a % of revenue from sale of products and service	Revenue contribution (in ₹ million)	As a % of revenue from sale of products and service	Revenue contribution (in ₹ million)	As a % of revenue from sale of products and service	Revenue contribution (in ₹ million)	As a % of revenue from sale of products and service
Top 3 customers	642.06	29.53%	763.91	23.85%	508.54	30.67%	630.38	38.19%
Top 5 customers	870.08	40.02%	1,016.91	31.75%	701.76	42.32%	821.97	49.79%
Top 10 customers	1,218.23	56.04%	1,533.24	47.87%	1,015.98	61.27%	1,137.12	68.88%

2. Trade Policy Risk  
Our business may be impacted by regulatory changes, evolving customer preferences, and broader market dynamics related to outsourcing of manufacturing activities. Periodic efforts, particularly in the United States of America and certain other jurisdictions, to introduce or expand tariffs on import of manufactured goods and incentives for companies looking to set-up manufacturing facilities within the respective countries driven by concerns about domestic employment could limit our ability to serve customers in those regions in a commercially viable manner. Our customers may require us to absorb, all or part of the tariffs, subject to negotiations, which will adversely impact our profitability. We may also be required to set up facilities in respective geographies which may require us to raise additional capital and divert management attention towards understanding and operationalizing such facilities. If we are unable to meet such requirements in a manner acceptable to our customers, our customers may choose to work with our competitors or do more work in-house which may have a significant material impact on our business and results from operations.

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3. Customer Commitment Risk

Our Order Book is not necessarily indicative of future growth. Further, some of the orders that constitute our current Order Book could be cancelled, put in abeyance, delayed, or not paid for by our customers, or indicated commitment from customers may not materialise, which could adversely affect our financial condition. As on September 30, 2025, we had an Order Book of ₹ 17,647.84 million, which constituted 551.00% of our revenue from sale of products and services for Fiscal 2025. Set out below is our Order Book as at September 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at September 30, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Amount (in ₹ million)	As a % of total Order Book	Amount (in ₹ million)	As a % of total Order Book	Amount (in ₹ million)	As a % of total Order Book	Amount (in ₹ million)	As a % of total Order Book
Energy	13,072.30	74.07%	2,169.81	76.49%	297.35	35.43%	105.34	18.30%
Motion Control and Automation	652.33	3.70%	329.28	11.61%	312.52	37.23%	312.55	54.31%
Industrial Equipment Systems	3,758.06	21.29%	316.31	11.15%	218.85	26.08%	155.56	27.03%
Others*	165.16	0.94%	21.45	0.76%	10.60	1.26%	2.03	0.35%
Total	17,647.84	100.00%	2,836.85	100.00%	839.32	100.00%	575.49	100.00%

\*Others' includes end-user industries which are not classified into any of the industries mentioned above such as metal forming and other diversified industrial applications.  
Note: Industry classification is based on information available with us and our understanding of the principal business of our customers.

In event, our customers renege on our purchase orders or commitments or payments terms, our anticipated revenues may not materialise and we may be required to seek recourse to dispute resolution mechanisms which could be time consuming and, or, expensive which could adversely affect our financial condition. While we expect our Order Book to translate into future revenues, we cannot assure you that such revenues will be realised on time or be profitable.

4. Geographical Concentration Risk

Our manufacturing operations including our Proposed Facilities are located in Rajkot, Gujarat, which exposes us to risks associated with geographic concentration. Any disruption at this location could adversely affect our business operations. While there have been no instances of having to shut down our Manufacturing Facilities in the 6 months ended September 30, 2025 and in Fiscals 2025, 2024 and 2023, we cannot assure you that such instances will not occur in future or the extent of loss that will be occasioned due to such events.

5. Credit Rating Risk

Any downgrading of our credit rating may increase interest rates for our future borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.

Sr. No	Name of the Instrument/Bank Facilities	Rating history			
		Ratings assigned on April 4, 2025*	Ratings assigned on January 9, 2024*	Ratings assigned on April 4, 2023**	Ratings assigned on February 25, 2022**
1.	Long-term facilities	IVR BBB+ /Stable	ICR BBB+ /Stable	CARE BBB; Stable	CARE BBB; Stable
2.	Short-term facilities	IVR A3+	IVR A3+	CARE A3+	CARE A3+

\*Assigned by Infomerics Valuation and Rating Limited (formerly known as Infomerics Valuation and Rating Private Limited)  
\*\*Assigned by CARE Ratings Limited.

Our credit rating may be downgraded in the future due to various factors, including factors which may be outside our control. While there have been no instances of rating downgrade of the credit rating to the borrowings of our Company in the past 3 Fiscals or the 6 months ended September 30, 2025, we cannot assure you that such an instance will not occur in the future.

6. Project Execution Risk

We have not yet placed orders in relation to the capital expenditure for the purchase of equipment and machinery, building works, solar rooftop panels, and transport vehicles which are proposed to be funded out of the Net Proceeds. If there is any delay in placing the orders, or in the event the vendor is not able to provide the equipment in a timely manner, or at all, it may result in time and cost overruns, or may adversely impact our proposed schedule of implementation for Setting up Proposed Facility 1 and / or Proposed Facility 2, and our business, prospects, results of operations and growth strategies may be adversely affected.

7. Financing Risk

We have indebtedness which requires cash flows to service and limits our ability to operate freely. Any breach of terms under our financing arrangements or our inability to comply with repayment and other covenants in the financing agreements could adversely affect our business, financial condition, cash flows and credit rating.  
As of September 30, 2025, our total sanctioned and outstanding indebtedness was ₹ 3,699.75 million and ₹ 3,829.13 million, respectively. The table below sets forth certain information on our total borrowings, debt to equity ratio, finance cost and debt service coverage ratio as at the dates indicated:

Sr. No.	Name of the lender	Nature of borrowing	Purpose of borrowing	Sanctioned Amount	Amount outstanding as on September 30, 2025 (in ₹ million)	Rate of interest / (p.a. in %)	Repayment
1.	Udaykumar Arunkumar Parekh	Unsecured Loan	General Business Purpose	-	266.15	8.50%	Repayable on demand

Particulars	As at and for the 6 months ended September 30, 2025	As at and for Fiscal 2025	As at and for Fiscal 2024	As at and for Fiscal 2023
Total borrowings (in ₹ million)	3,829.13	3,306.27	2,304.87	888.11
Debt to equity ratio (i.e., total debt / total equity) (in times)	1.66	1.62	2.90	1.48
Finance costs (in ₹ million)	195.25	297.34	142.38	93.58
Debt service coverage ratio (in times)*	2.65	2.66	2.57	4.16

\*Debt service coverage ratio is calculated as (earnings available for debt service i.e., sum of net profit after taxes and non-cash operating expenses) divided by (debt service, i.e., sum of interest and principal repayments).

8. Exchange Rate Risk

We derive a significant portion of our revenues and source a substantial portion of our material from outside India which exposes us to fluctuation in currency to the extent our revenues and costs are denominated in a currency other than Indian Rupee. Set out below is our revenue from operations from outside India and the cost of our material purchased from outside India:

Particulars	6 months ended September 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations from outside India (in ₹ million)	1,802.20	2,570.07	1,300.19	1,332.12
Revenue from operations from outside India as a % of revenues from operations	78.98%	74.95%	72.97%	75.12%
Cost of materials purchased from outside India (in ₹ million)	392.62	673.29	53.88	24.19
Cost of materials purchased from outside India as a % of total materials purchased	37.29%	42.21%	8.04%	4.30%

Any adverse fluctuations of the Indian Rupee vis-à-vis foreign currency to which we have an exposure cannot be accurately predicted and our attempts to mitigate the adverse effects of exchange rate fluctuations may not be successful, which may adversely affect our business, results of operations and financial condition.

9. Conflict of Interest Risk

As of September 30, 2025, our Company has availed unsecured loans aggregating ₹ 279.20 million from one of our Promoters i.e., Udaykumar Arunkumar Parekh, and one of the members of our Promoter Group i.e., Parekh Udaybhai Arunkumar (HUF), which may be recalled at any time and our Company may need to borrow monies at higher rates of interest than presently available or utilise our Company's internal accruals, which may have an adverse impact on the profitability and future growth of our Company. The details of some of the unsecured loans availed pursuant to agreements entered into by our Company, as of September 30, 2025, are set out below:

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Sr. No.	Name of the lender	Nature of borrowing	Purpose of borrowing	Sanctioned Amount	Amount outstanding as on September 30, 2025 (in ₹ million)	Rate of interest / (p.a. in %)	Repayment
2.	Parekh Udaybhai Arunkumar (HUF)	Unsecured Loan	General Business Purpose	-	13.05	8.50%	Repayable on demand
	Total				279.20		

10. Expansion Risk

We intend to target customers in new end-use industries such as defence, semi-conductors, aerospace and railways amongst others and have been taking multiple initiatives towards further developing our capabilities across such end-user industries. We also intend to invest in robotics and certain sophisticated equipment and machineries that we have limited experience of operating. While we intend to hire employees with requisite experience, there can be no assurance that we will be successful in achieving quality requirements, meet utilization standards and ensure commercial viability of such new investments.

11. Liquidity Risk

We have incurred negative net cash flows from operating activities on a restated basis as set out below primarily because of scaling of our business operations:

Particulars	6 months ended September 30, 2025	Fiscal 2025 (in ₹ million)	Fiscal 2024 (in ₹ million)	Fiscal 2023 (in ₹ million)
Net cash flow from / (used in) operating activities	118.33	(689.85)	212.99	393.55

While these negative net cashflows are for certain periods, we cannot assure you that such negative net cashflows will not be incurred by our Company in the future. Any such negative net cashflow in future, if any, could require us to

increase our external borrowings, curtail our business operations, defer investments in equipment and machineries all of which individually or collective may adversely impact our operations and financial condition.

12. The Price/Earnings ratio based on diluted EPS for Fiscal 2025 for our company at the upper end of the Price band is as high as 53.29 as compared to the average industry peer group PE ratio of 184.90.
13. Average cost of acquisition of equity shares for the promoter selling shareholder in IPO is ₹0.05 per equity share and offer price at upper end of the price band is ₹227.
14. Weighted Average Return on Net Worth for last three full financial years is 27.71%.
15. Equirus Capital Private Limited and ICICI Securities Limited, Merchant Bankers associated with the issue have handled 85 public issues during the current Financial Year and two Financial Years preceding the current Financial Year, out of which 22 issues closed below the issue price on listing date.

Name of BRLMs	Total issues	Issues Closed Below IPO Price on Listing Date
Equirus Capital Private Limited	14	2
ICICI Securities Limited	67	19
Common issues handled by the BRLMs	4	1
Total	85	22


ADDITIONAL INFORMATION FOR INVESTORS

1. Our Company has not undertaken any pre-IPO placement and our Promoters and members of Promoter Group have not undertaken any transactions of shares aggregating to 1% or more of the paid-up equity share capital of our Company from the draft red herring prospectus dated June 23, 2025 (DRHP) till date.
2. The aggregate pre- Offer shareholding of our Promoters, Promoter Group and additional top 10 Shareholders of our Company as a percentage of the pre-Offer paid-up Equity Share capital and post-Offer Equity shareholding of our Company is set out below:

S. No.	Name of Shareholder	Pre-Offer shareholding as at on the date of Price Band advertisement		Post-Offer shareholding as at Allotment <sup>(2)</sup>			
		Number of Equity Shares <sup>(1)</sup>	Percentage of total pre-Offer paid-up Equity Share capital (%)	At the lower end of the price band (₹216)		At the upper end of the price band (₹227)	
				Number of Equity Shares of face value ₹ 5 each held <sup>(1)</sup>	Percentage of total post-Offer paid-up Equity Share capital <sup>(1)</sup>	Number of Equity Shares of face value ₹ 5 each held <sup>(1)</sup>	Percentage of total post-Offer paid up Equity Share capital <sup>(1)</sup>
<b>Promoters</b>							
1.	Udaykumar Arunkumar Parekh*	97,919,876	93.04%	90,280,988	72.45%	90,651,154	73.30%
2.	Dharmi A Parekh	1	Negligible	1	0.00%	1	0.00%
	Sub-total (A)	97,919,877	93.04%	90,280,989	72.45%	90,651,155	73.30%
<b>Promoter Group</b>							
3.	Riddhi Paras Parekh	1,000,000	0.95%	1,000,000	0.80%	1,000,000	0.81%
4.	Indumati Arunbhai Parekh	100,020	0.10%	100,020	0.08%	100,020	0.08%
5.	Paras Mukundrai Parekh	1	Negligible	1	0.00%	1	0.00%
	Sub-total (B)	1,100,021	1.05%	1,100,021	0.88%	1,100,021	0.89%
<b>Additional top 10 Shareholders (other than Promoters and Promoter Group)</b>							
6.	Kishorbhai Tulsibhai Sorathiya	1,020,415	0.97%	1,020,415	0.82%	1,020,415	0.82%
7.	Sorathiya Ashvinbhai Tulshibhai	920,415	0.87%	920,415	0.74%	920,415	0.74%
8.	Binal Dhaval Sorathiya	570,000	0.54%	570,000	0.46%	570,000	0.46%
9.	Marwadi Chandarana Enterprise LLP	325,000	0.31%	325,000	0.26%	325,000	0.26%
10.	Kundanben Prafulbhai Raiyani	264,385	0.25%	264,385	0.21%	264,385	0.21%
11.	Bhaumikbhai Dhirajlal Tanti	213,750	0.20%	213,750	0.17%	213,750	0.17%
12.	Jadeja Neelrajsinh Sahdevsinh	171,570	0.16%	171,570	0.14%	171,570	0.14%
13.	Vinodkumar K Asodariya	152,000	0.14%	152,000	0.12%	152,000	0.12%
14.	Rajesh Nathalal Kalaria	150,000	0.14%	150,000	0.12%	150,000	0.12%
15.	Hansaben Bhupendra Bhai Patel	130,000	0.12%	130,000	0.10%	130,000	0.10%
16.	Vijayaben Gordhanbhai Ramani	130,000	0.12%	130,000	0.10%	130,000	0.10%
	Sub-total (C)	4,047,535	3.85%	4,047,535	3.24%	4,047,535	3.27%
	Total (A + B + C)	103,067,433	97.93%	95,428,545	77.17%	95,798,711	77.47%

\*Also, the Promoter Selling Shareholder  
(1) This will include any transfers of Equity Shares by existing Shareholders until the date of this Price Band Ad.  
(2) Based on the Lower and Upper Price Band and subject to finalisation of the basis of allotment. For further details, see 'Capital Structure' on page 106 of the RHP.

BASIS FOR THE OFFER PRICE



(you may scan the QR code for accessing the website of Equirus Capital Private Limited)

(The "Basis for the Offer Price" on page 164 of the RHP has been updated as below. Please refer to the websites of the BRLMs: [www.equirus.com](http://www.equirus.com), [www.icicisecurities.com](http://www.icicisecurities.com) for the "Basis for the Offer Price" updated for the below)

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 in the Offer through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 5 each and the Floor Price is 43.20 times the face value and the Cap Price is 45.40 times the face value. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price. Investors should also see 'Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Condition and Results of Operations', 'Restated Consolidated Financial Statements' and 'Summary of Financial Information' on pages 32, 251, 413, 343 and 89, respectively of the RHP 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 on page 164 of the RHP.  
**Quantitative Factors :** Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Statements prepared in accordance with the SEBI ICDR Regulations. For further details, see 'Restated Consolidated Financial Statements' on page 343 of the RHP.

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

1. Basic and Diluted Earnings Per Equity Share (EPS), as adjusted for change in capital:  
As per our Restated Consolidated Financial Statements:

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial year ended March 31, 2025	4.26	4.26	3
Financial year ended March 31, 2024	1.89	1.89	2
Financial year ended March 31, 2023	3.23	3.23	1
Weighted Average*	3.30	3.30	-
Six months ended September 30, 2025*	2.64	2.64	-

\* Weighted Average = Average of year-wise weighted EPS divided by the aggregate of weights i.e., (EPS x Weight) for each year / Total of weights  
\*Not annualised.

Note:  
EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Statements.

The face value of equity shares of the Company is ₹ 5.  
Basic EPS (₹) = Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year / period.

Diluted EPS (₹) = Net profit / (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of diluted Equity Shares outstanding during the year / period.

2. Price Earning Ratio (P/E) in relation to Offer Price of ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)	P/E at the Offer Price* (number of times)
Basic EPS as per the Restated Consolidated Financial Statements for the financial year ended March 31, 2025	50.70	53.29	[●]
Diluted EPS as per the Restated Consolidated Financial Statements for the financial year ended March 31, 2025	50.70	53.29	[●]

Note: \*To be populated after finalisation of the Prospectus

3. Industry Peer Group P/E ratio ratio\*

Particulars	Industry P/E Ratio*
Highest	428.48
Lowest	56.68
Average	184.90

\* Peer Group includes MTAR Technologies Ltd, PTC Industries Ltd, Dynamic Technologies Ltd, Azad Engineering Ltd and Unimech Aerospace and Manufacturing Ltd. P/E Ratio has been computed based on the closing market price of equity shares on February 4, 2026, on [www.bseindia.com](http://www.bseindia.com), divided by the Diluted EPS as on March 31, 2025 as disclosed in audited consolidated financial results submitted by the respective entity with the stock exchange for the financial year ended March 31, 2025.

4. Average Return on Net Worth (RoNW):

As per Restated Consolidated Financial Statements:

Period	RoNW* (%)	Weight
Financial year ended March 31, 2025	21.46	3
Financial year ended March 31, 2024	23.99	2
Financial year ended March 31, 2023	53.91	1
Weighted Average**	27.71	-
Six months ended September 30, 2025*	11.96	-

\*RoNW is calculated as Restated profit for the year divided by Net worth as at the end of the year/period. "Net worth" means the aggregate value of the paid-up equity 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 and foreign exchange translation reserve. Net worth represents equity attributable to equity holders of the parent and amount attributable to non-controlling interests.

\*\*The weighted average is a product of RoNW and respective assigned weight dividing the resultant by total aggregate weight.

\*Not annualised.

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

- a. As on March 31, 2025 as per the Restated Consolidated Financial Statements: ₹ 19.82 per Equity Share
- b. As on September 30, 2025 as per the Restated Consolidated Financial Statements: ₹ 22.07 per Equity Share
- c. After the completion of the Offer as per the Restated Consolidated Financial Statements:  
i. At the Floor Price: ₹ 16.41  
ii. At the Cap Price: ₹ 16.53  
iii. At the Offer Price: ₹ [●]

6. Weighted average cost of acquisition (WACA), Floor Price and Cap

a. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)  
Our Company has not issued any Equity Shares (excluding bonus shares) or convertible securities or employee stock options during the 18 months preceding the date of this certificate, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

b. The price per share of our Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)  
There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters or the members of our Promoter Group are a party to a transaction, during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up

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BASIS FOR OFFER PRICE

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.

Since there are no such transactions to report to under (a) and (b), the following are the details based on the last 5 primary or secondary transactions (secondary transactions where Promoter or members of the Promoter Group are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions.

Last 5 Primary issuances / secondary transactions:

Date of transaction	Number of Equity Shares allotted / transferred	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Total consideration (₹ in million)
March 11, 2024	44,999,991	5	Nil	Bonus issue in the ratio of 9 equity shares for 1 existing equity shares held on record date i.e. March 6, 2024.	NA	Nil
March 14, 2024	1,000,000	5	Nil	Gift of Equity Shares by Udaykumar Arunkumar Parekh to Parekh Riddhi Paras	NA	Nil
March 14, 2024	100,000	5	Nil	Gift of Equity Shares by Udaykumar Arunkumar Parekh to Indumati Arunbhai Parekh	NA	Nil
March 14, 2024	1	5	Nil	Gift of Equity Share by Udaykumar Arunkumar Parekh to Dharmi A Parekh	NA	Nil
March 14, 2024	1	5	Nil	Gift of Equity Share by Udaykumar Arunkumar Parekh to Paras Mukundrai Parekh	NA	Nil
Total						Nil

For further details in relation to the share capital history of our Company, see ‘**Capital Structure**’ on page 106 of the RHP.

Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Past transactions	Weighted average cost of acquisition (in ₹)	Floor Price (in ₹ 216)	Cap Price (in ₹ 227)
Past 5 primary issuances /secondary transactions, as disclosed above	Nil	NA	NA

ASBA# Simple, Safe, Smart way of Application!!!

# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Investors and Non-Institutional Investor applying for amount upto ₹ 5,00,000/-, applying through Registered Brokers, DPs and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section ‘**Offer Procedure**’ on page 498 of the RHP. The process is also available on the website of Association of Investment Bankers of India (‘AIBI’) and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and ICICI Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For Offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 1800 1201740 and mail ID: [ipo\\_uipi@npci.org.in](mailto:ipo_uipi@npci.org.in).

An indicative timetable in respect of the Offer is set out below: Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RILs, other than QIBs, Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI/ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIIs where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward revision of Bids or cancellation of Bids by Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

\* UPI mandate end time and date shall be at 5.00 pm on Bid/ Offer Closing Date.

# QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least 3 additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of 1 Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made through Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 (SCRR), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (QIBs) (such portion referred to as QIB Portion), provided that our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (Anchor Investor Portion). 40% of the Anchor Investor Portion shall be reserved as follows: (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for life insurance companies registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938 and pension funds registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category for life insurance companies and pension funds may be allocated to the domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion) (Net QIB Portion). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors (NIIs) (Non-Institutional Category) out of which (a) one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹2.0 million and up to ₹1.00 million; and (b) two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1.00 million, and under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors (RIIs) (Retail Category), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount (ASBA) process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)), in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks or by the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see ‘**Offer Procedure**’ on page 498 of the RHP.

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/ Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used,

7. Justification for Basis for the Offer Price

The following provides an explanation for Offer Price being ₹ [•] in comparison to our WACA of past 5 primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company’s Key Performance Indicators and financial ratios for 6 months ended September 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023 and in view of the external factors which may have influenced the pricing of the offer, if any.

1. Strong relationships with marquee customers spread across a wide array of end-user industries, with stringent qualification processes
2. Our global delivery model, built on our supply chain expertise, effectively supports our export-driven operations
3. Operations supported by our manufacturing facilities, offering scale, flexibility and locational advantage
4. A diversified product portfolio enabled by product development capabilities
5. Experienced promoter and management team with strong domain expertise
6. Track record of financial performance and consistent growth

8. The Offer Price will be [•] times of the face value of the Equity Shares

The Offer Price of ₹ [•] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with ‘**Risk Factors**’, ‘**Our Business**’, ‘**Restated Consolidated Financial Statements**’ and ‘**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**’ on pages 32, 251, 343, and 413 respectively, of the RHP. The trading price of the Equity Shares could decline due to the factors mentioned in ‘**Risk Factors**’ or any other factors that may arise in the future and you may lose all or part of your investments.

9. Disclosure of KPIs

Our Company confirms that it shall continue to disclose all the KPIs included hereinabove in this section on a periodic basis, at least once in a year (or for 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 Exchanges pursuant to the Offer, or until the utilization of Fresh Issue as disclosed in ‘**Objects of the Offer**’ on page 125 of the RHP, whichever is later, or for such other period as may be required under the SEBI ICDR Regulations.

Bid/Offer Programme

EVENT	INDICATIVE DATE
Anchor Investor Bid / Offer Period Opens And Closes On*	Tuesday, February 24, 2026
Bid/Offer Opens on	Wednesday, February 25, 2026
Bid/Offer Closes on**^	Friday, February 27, 2026
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about* Monday, March 2, 2026
Initiation of refunds (if any, for Anchor Investors)/unblocking of fund as from ASBA Account	On or about Wednesday, March 4, 2026
Credit of Equity Shares to depository accounts of Allottees	Wednesday, March 4, 2026
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Thursday, March 5, 2026

\*Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.

^UPI mandate end time and date shall be at 5:00 pm on Bid/ Offer Closing Date i.e. February 27, 2026.

in case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievances until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, as partially modified by the SEBI T-3 Circular and SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs. To the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular

among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section ‘**History and Certain Corporate Matters**’ on page 300 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section titled ‘**Material Contracts and Documents for Inspection**’ on page 554 of the RHP.

Liability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 730.00 million divided into 146,000,000 Equity Shares bearing face value of ₹ 5 each and ₹ 70.00 million divided into 7,000,000 Preference Shares of face value of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 526.25 million divided into 105,249,680 Equity Shares bearing face value of ₹ 5 each. For details, please see the section titled ‘**Capital Structure**’ on page 106 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The names of the initial signatories of the Memorandum of Association of our Company along with their allotment are: Udaykumar Arunkumar Parekh and Kinnarben Udaybhai Parekh. For details of the share capital history of our Company, please see the section titled ‘**Capital Structure**’ on page 106 of the RHP.

Listing: The Equity Shares of face value ₹5 each to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters each dated August 7, 2025. For the purposes of the Offer, NSE is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus has been filed with the RoC in accordance with Section 26(4) and Section 32 and a signed copy of the Prospectus shall be filed in accordance with Section 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see ‘**Material Contracts and Documents for Inspection**’ on page 554 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India (“SEBI”): SEBI only gives its observations on the Offer documents and this does not constitute approval of either the Offer or the specified securities or the RHP. The investors are advised to refer to page 471 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Issue Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 474 of the RHP for the full text of the Disclaimer Clause of NSE.

Disclaimer Clause of BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 474 of the RHP for the full text of the Disclaimer Clause of BSE.

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 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 32 of the RHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<b>Equirus Capital Private Limited</b> Unit No. 2601B, 26 <sup>th</sup> Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra, India. Tel: +91 22 4332 0734 E-mail: <a href="mailto:omnitech@equirus.com">omnitech@equirus.com</a> Investor grievance e-mail: <a href="mailto:investorsgrievance@equirus.com">investorsgrievance@equirus.com</a> Website: <a href="http://www.equirus.com">www.equirus.com</a> Contact Person: Mrunal Jadhav / Rahul Wadekar SEBI Registration Number: INM000011286	<b>ICICI Securities Limited</b> ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, Maharashtra, India Tel: +91 22 6807 7100 E-mail: <a href="mailto:omnitech ipo@icicisecurities.com">omnitech ipo@icicisecurities.com</a> Investor grievance e-mail: <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a> Website: <a href="http://www.icicisecurities.com">www.icicisecurities.com</a> Contact Person: Rahul Sharma / Aboli Pitre SEBI Registration Number: INM000011179	<b>MUFG Intime India Private Limited (formerly Link Intime India Private Limited)</b> C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra - 400 083, India Tel: +91 810 811 4949 E-mail: <a href="mailto:omnitechengineering ipo@in.mpms.mufg.com">omnitechengineering ipo@in.mpms.mufg.com</a> Website: <a href="https://in.mpms.mufg.com/">https://in.mpms.mufg.com/</a> Investor grievance e-mail: <a href="mailto:omnitechengineering ipo@in.mpms.mufg.com">omnitechengineering ipo@in.mpms.mufg.com</a> Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR0000004058	<b>Bhoomi Manharbhai Vadhavana</b> Plot No. 2500, Kranti Gate Main Road, GIDC Lodhika Ind Estate, Kalawadd Rd, Metoda, Rajkot - 360021, Gujarat, India Telephone: +91 2827-287637 E-mail: <a href="mailto:compliance@omnitecheng.com">compliance@omnitecheng.com</a>  Investors may contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the section titled ‘**Risk Factors**’ on page 32 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of the Company at [www.omnitecheng.com](http://www.omnitecheng.com) and on the website of the BRLMs, i.e. Equirus Capital Private Limited, ICICI Securities Limited at [www.equirus.com](http://www.equirus.com) and [www.icicisecurities.com](http://www.icicisecurities.com)

AVAILABILITY OF THE ABRIDGED PROSPECTUS: A copy of the abridged prospectus shall be available on the website of the Company, the BRLMs and the Registrar to the Offer at [www.omnitecheng.com](http://www.omnitecheng.com), [www.equirus.com](http://www.equirus.com), [www.icicisecurities.com](http://www.icicisecurities.com) and <https://in.mpms.mufg.com/>, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered and Corporate Office of OMNITECH ENGINEERING LIMITED, Tel: +91 2827-287637; BRLMs : Equirus Capital Private Limited, Tel: +91 22 4332 0734 and ICICI Securities Limited, Tel: +91 22 6807 7100 and Syndicate Member: Equirus Securities Private Limited, Tel: +91 22 4332 0600 and at the select locations of the Sub-syndicate Members, SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Anand Rathi Share & Stock Brokers Ltd, Axis Capital Limited, Centrum Wealth Management Ltd, Choice Equity Broking Private Ltd, DB (International) Stock Brokers Ltd, Eureka Stock & Share Broking Services Ltd, Finwizard Technology Pvt. Ltd, HDFC Securities Limited, IIFL Capital Services Limited, Inventure Growth & Securities Ltd, JM Financial Services Limited, Jobanputra Fiscal Services Pvt. Ltd, Kotak Securities Limited, LKP Securities Ltd, Motilal Amlal Financial Services Limited, Navama Wealth And Investment Limited, Prabhudas Laldhar Pvt Ltd, Pravin Ratilal Share and Stock Brokers Ltd, RR Equity Brokers Pvt Ltd, SBICAP Securities Limited, Sharekhan Limited, SMC Global Securities Limited, Systematix Shares and Stocks (India) Limited, Trade Bulls Securities Pvt. Ltd, Way2wealth brokers Pvt Ltd and Yes Securities (India) Limited

UPI: UPI Bidders can also Bid through UPI Mechanism.

Escrow Collection Bank and Refund Bank: Axis Bank Limited

Public Offer Account Banks : ICICI Bank Limited

Sponsor Banks : Axis Bank Limited and ICICI Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For OMNITECH ENGINEERING LIMITED

On behalf of the Board of Directors

Sd/-

Bhoomi Manharbhai Vadhavana

Company Secretary and Compliance Officer

OMNITECH ENGINEERING LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP dated February 18, 2026, with RoC. The RHP is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), as well as on the websites of the Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, on the website of the Company at [www.omnitecheng.com](http://www.omnitecheng.com); and on the websites of the Book Running Lead Managers (BRLMs), i.e. Equirus Capital Private Limited and ICICI Securities Limited at [www.equirus.com](http://www.equirus.com) and [www.icicisecurities.com](http://www.icicisecurities.com), respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see ‘**Risk Factors**’ on page 32 of the RHP filed with SEBI and the Stock Exchanges. Potential Bidders should not rely on the DRHP filed with SEBI and the Stock Exchanges for making any investment decision and should instead rely on the RHP, for making investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the ‘‘U.S. Securities Act’’) or any state securities laws in the United States, and unless so registered, and 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 applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘‘offshore transactions’’ as defined in and in reliance on, 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.