

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, OUTSIDE INDIA. 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").



(Please scan this QR code to view the Red Herring Prospectus and the Abridged Prospectus)



RUNWAL
ENTERPRISES

RUNWAL ENTERPRISES LIMITED
(Formerly known as Runwal Enterprises Private Limited and Runwal Apartments Private Limited)
(TO BE LISTED ON THE MAIN BOARD OF BSE AND NSE)

Our Company was originally incorporated as "Propel Developers Private Limited" under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated February 17, 2016, issued by the Registrar of Companies, Mumbai – I at Mumbai ("RoC"). The name of our Company was changed from "Propel Developers Private Limited" to "Runwal Apartments Private Limited" pursuant to a resolution of our shareholders dated December 24, 2020, and a certificate of incorporation pursuant to change of name under the Companies Act, 2013 was issued by the RoC on January 13, 2021. Subsequently, the name of our Company was changed from "Runwal Apartments Private Limited" to "Runwal Enterprises Private Limited" pursuant to a resolution of our shareholders dated December 23, 2023, and a certificate of incorporation pursuant to change of name under the Companies Act, 2013 was issued by the RoC on January 24, 2024. Subsequently, our Company was converted from a private company to a public company, pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on September 3, 2024, following which the name of our Company was changed to "Runwal Enterprises Limited" and a certificate of incorporation consequent upon conversion to public limited company was issued by the RoC on October 4, 2024. For details of the changes in the name and the registered and corporate office of our Company, see "History and Certain Corporate Matters" on page 230 of the RHP.

Registered and Corporate Office: Runwal & Omkar Esquare, 4th Floor, Off: Eastern Exp Highway, Opp Sion Chunabhatti Signal, Sion (E), Mumbai City, Mumbai – 400 022 Maharashtra, India; **Contact Person:** Abhishek Kumar Jain, Company Secretary and Compliance Officer; **Telephone:** +91 22 6116 2422; **E-mail:** company.secretaries@runwalgroup.in; **Website:** www.runwalenterprises.com; **Corporate Identity Number:** U70109MH2016PLC273223

OUR PROMOTER: SUBODH SUBHASH RUNWAL

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF OF RUNWAL ENTERPRISES LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "ISSUE PRICE") AGGREGATING UP TO ₹ 5,000.00 MILLION (THE "ISSUE" OR "FRESH ISSUE") THE ISSUE INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH, AGGREGATING UP TO ₹ 35.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●]% AND [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY

PRICE BAND: ₹290 TO ₹305 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH.

THE FLOOR PRICE IS 145 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 152.50 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 49 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AND

IN MULTIPLES OF 49 EQUITY SHARES OF FACE VALUE OF ₹2 EACH THEREAFTER.

A DISCOUNT OF ₹14 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 2026 FOR OUR COMPANY AT THE LOWER END

OF THE PRICE BAND (I.E. FLOOR PRICE) IS 17.32 TIMES AND AT THE UPPER END OF THE PRICE BAND (I.E. CAP PRICE) IS 18.22 TIMES

THE AVERAGE INDUSTRY PEER GROUP P/E RATIO IS 39.18 TIMES FOR FISCAL 2026.

WEIGHTED AVERAGE RETURN ON NET WORTH FOR LAST THREE FINANCIAL YEARS IS 22.73%.

The details of the Fresh Issue and the post Issue market capitalization of the Company, each at the Floor Price and the Cap Price, are given below:

Particulars	At Floor Price of ₹290 per equity share		At Cap Price of ₹305 per equity share	
	Up to No. of Equity Shares of face value of ₹2 each	Up to Amount (₹ in Million)	Up to No. of Equity Shares of face value of ₹2 each	Up to Amount (₹ in Million)
Fresh Issue	17,247,500	5,000.00	16,398,962	5,000.00
Total Issue Size	17,247,500	5,000.00	16,398,962	5,000.00
Post Issue Market Capitalization of the Company	148,638,936	43,105.29	147,790,398	45,076.07

The Issue includes the Employee Reservation Portion and a discount of ₹14 per Equity Share is being offered to the Eligible Employees in the Employee Reservation Portion.

BID/ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE THURSDAY, SEPTEMBER 24, 2026

BID/ISSUE OPENING DATE FRIDAY, SEPTEMBER 25, 2026

BID/ISSUE CLOSING DATE⁽¹⁾ TUESDAY, SEPTEMBER 29, 2026

⁽¹⁾UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

WE ARE A REAL ESTATE DEVELOPER PRESENT ACROSS THE FULL SPECTRUM OF REAL ESTATE DEVELOPMENT, SPECIALIZING IN RESIDENTIAL PROJECTS THAT CATER TO AFFORDABLE, MID-INCOME, AND LUXURY SEGMENTS, AS WELL AS COMMERCIAL SPACES, RETAIL MALLS AND EDUCATIONAL BUILDINGS

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

- QIB PORTION: NOT MORE THAN 50% OF THE NET ISSUE
- NON-INSTITUTIONAL PORTION: NOT LESS THAN 15% OF THE NET ISSUE
- RETAIL PORTION: NOT LESS THAN 35% OF THE NET ISSUE

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE ISSUE, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE ISSUE AVAILABLE IN ANY MANNER. IN RELATION TO PRICE BAND, POTENTIAL INVESTORS SHOULD ONLY REFER TO THIS PRICE BAND ADVERTISEMENT FOR THE ISSUE 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").

In accordance with the recommendation of the Committee of Independent Directors of our company, pursuant to their resolution dated September 21, 2026, the above provided Price Band is justified based on Quantitative factors/ Key performance indicators disclosed in the "Basis for Issue Price" section on page 113 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in the "Basis for Issue Price" section beginning on page 113 of the RHP and provided below in this advertisement.

RISK TO INVESTORS

For details, refer to section titled "Risk Factors" on page 18 of the RHP.

- Geographic concentration risk:** As of March 31, 2026, 66.65% of our real estate development projects were located in Mumbai. Save in respect of the two Upcoming Projects near Alibaug, there are no Ongoing Projects or Upcoming Projects planned outside of Mumbai as of the date of the Red Herring Prospectus. Consequently, we face risks stemming from economic, regulatory and other changes, including natural disasters in these areas affecting the performance of the real estate market in Mumbai, which might adversely impact our business, results of operations, cash flows and financial condition.
- Project execution and cost overrun risk:** As of March 31, 2026, we had 28 Ongoing Projects and 33 Upcoming Projects which consists of 86.33% of our total Developable Area. Failure to complete these projects or future projects within their expected timelines, or at all, and any cost overruns could adversely affect our business, reputation, financial condition and results of operations. Set out in the table below are details of the total Developable Area of our Ongoing Projects and Upcoming Projects as of March 31, 2026, March 31, 2025, and March 31, 2024.

Particulars	As of March 31, 2026		As of March 31, 2025		As of March 31, 2024	
	Develo- pable Area ⁽¹⁾ (in million square feet)	% of total Develo- pable Area ⁽⁴⁾	Develo- pable Area ⁽¹⁾ (in million square feet)	% of total Develo- pable Area ⁽⁴⁾	Develo- pable Area ⁽¹⁾ (in million square feet)	% of total Develo- pable Area ⁽⁴⁾
Ongoing Projects ⁽²⁾	19.88	22.50	17.59	30.37	19.83	34.52
Upcoming Projects ⁽³⁾	56.41	63.83	28.33	48.91	28.92	50.35
Total	76.29	86.33	45.92	79.28	48.75	84.87

Notes:

(1) Developable Area is estimated in the case of Upcoming Projects.

(2) Ongoing Projects are projects in respect of which (i) all title or development rights, or other interest in the land is held

Continued on next page...

...continued from previous page.

either directly or indirectly by the Company and / or Subsidiaries; (ii) the requisite approvals for commencement of development have been obtained; and (iii) sale and/or development work is ongoing/started as at the end of the relevant financial period.

- (3) Upcoming Projects are residential and/or commercial projects where (i) the land (or rights thereto) has been acquired; (ii) the business plan of the project is being finalized; and (iii) the design development and preconstruction activities and the process for seeking necessary approvals for the development of the project or part thereof has been initiated, but for which construction and/or sales have not yet commenced as at the end of the relevant financial period.
- (4) Total Developable Area includes Completed Projects, Ongoing Projects and Upcoming Projects.

3. **Unsold inventory risk:** As of March 31, 2026, we had an aggregate of 7,072 unsold units consisting of a total unsold Developable Area of 7.55 million square feet across our Completed Projects and Ongoing Projects. If we are unable to sell our existing or future inventory within our expected timelines or at all, our business, financial condition and results of operations may be adversely affected.

4. **Related party transactions risk:** Our Company and Runwal Residency Private Limited have in the past entered into certain related party transactions which have been identified by the respective statutory auditors for the respective period in which such related party transactions have been undertaken, to be prejudicial to the interest of the respective entity, and may continue to enter into such related party transactions that may involve conflicts of interest, which, may adversely affect our business, results of operations, cash flows and financial condition.

5. **Utilization of a portion of Net Proceeds for repayment of borrowings of Material Subsidiaries:** We propose to either repay or pre-pay, in full or part, all or a portion of certain outstanding borrowings availed by our wholly owned Material Subsidiaries namely, Runwal Residency Private Limited and Evie Real Estate Private Limited, from the Net Proceeds. However, as of the date of the RHP, Evie Real Estate Private Limited has not obtained any credit rating letters for their borrowings and has also incurred losses in Fiscal 2025. The non-availability of a credit rating poses risks to the ability of this entity to secure financing as lenders are unable to assess its creditworthiness and this may limit its ability to raise debt financing. If Evie Real Estate Private Limited is unable to raise adequate capital in a timely manner and on acceptable terms, or at all, its business, results of operations, cash flows and financial condition could be adversely affected.

6. **Land acquisition and title risk:** Any uncertainty in land acquisition and title could adversely affect our business and growth prospects, as our ability to identify, acquire and secure clear title to land is critical for our growth, development of projects and overall business. Any inaccuracies, defects or irregularities in the land title could complicate land acquisition, impede title transfers, expose us to legal disputes and adversely affect land valuation. Except for the lands admeasuring 178 acres at Village Mithagar, Taluka Murud, District Raigad, as of the date of the Red Herring Prospectus, we or our Subsidiaries are the owners of certain land parcels upon which some of our Completed Projects, Ongoing Projects and Upcoming Projects are located and have development rights with respect to the remaining projects. Further, unresolved title issues, legal disputes, failure to acquire key parcels of land, failure to meet payment or contractual obligations and regulatory restrictions can adversely impact our ability to market and develop our projects, which in turn may adversely affect our business, financial condition and growth prospects.

7. **Subsidiaries related risk:** Our Subsidiaries, Runwal Real Estates Private Limited, Evie Holdings Private Limited, Wheelabrator Realty Private Limited, Runwal Milestone Developers Private Limited, Runwal Highrise Private Limited, Runwal Commercial Plaza Private Limited, Evie Infrapark Private Limited, Horizon Projects Private Limited (formerly Evie Realty Private Limited), Susneh Developers Private Limited, Evie Real Estate Private Limited, Evie Construction Private Limited, Evie Developers Private Limited, Susneh Infrapark Private Limited, Susneh Homes Private Limited, Susneh Real Estate Private Limited and Garden City Malls Private Limited have incurred losses in certain of Fiscals 2026, 2025 and 2024. The losses our Subsidiaries incurred were primarily due to the manner in which we recognize revenue under Ind AS 115. pursuant to which the operating revenue is recognized only when the control over such units is passed on to our customers, which is based on the fulfilment of performance obligations set out in the contracts with our customers. In addition, our Subsidiaries, Runwal Real Estates Private Limited, Evie Holdings Private Limited, Wheelabrator Realty Private Limited, Runwal Highrise Private Limited, Runwal Commercial Plaza Private Limited, Evie Infrapark Private Limited, Horizon Projects Private Limited (formerly Evie Realty Private Limited), Evie Developers Private Limited, Susneh Homes Private Limited, Susneh Real Estate Private Limited and Runwal Milestone Developers Private Limited have had negative net worth in certain of Fiscals 2026, 2025 and 2024. Any similar losses or negative Net Worth in the future may adversely affect our business, financial condition, cash flows and results of operations

8. **Financial risk:** We had negative cash flows of ₹(560.43) million in Fiscal 2025 and may continue to have negative cash flows in the future. The negative cash flows from operating activities experienced in Fiscals 2026, 2025 and 2024 were primarily due to working capital changes such as increases in inventories, other current assets and payment of income tax, notwithstanding restated profits before tax during these periods. In Fiscals 2026 and 2025, we experienced negative cash flows from investing activities primarily due to the purchase of property, plant and equipment and intangible assets, investments in inter-corporate deposits, fixed deposits and investment in subsidiaries Any such negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

9. **Residential segment concentration risk:** As of March 31, 2026, 84.39% of our total Developable Area and 93.93% of our total sales across our Completed Projects, Ongoing Projects and Upcoming Projects are attributable to residential projects. Our significant reliance on residential development necessitates a deep understanding of our customers' needs and preferences to deliver projects that align with their expectations. Failure to consistently anticipate and respond to these needs could adversely impact our business, financial condition and results of operations.

10. **Audit Qualification and Statutory Compliance Risk:** Our Statutory Auditors and the auditors for our Subsidiaries and Joint Venture have included certain remarks in their audit reports and examination reports. There can be no assurance that our audit reports for any future periods or financial years will not contain qualifications, matters of emphasis or other observations, including any observations that may have an effect on our financial statements and which could adversely affect our financial condition and results of operations.

11. The Price/Earnings ratio based on diluted EPS for FY 2026 is 17.32 and 18.22 times of the lower and upper end of the Price Band respectively.

12. The average cost of acquisition per Equity Share for shares held by our Promoter as at the date of the Red Herring Prospectus is:

Name of the Promoter	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)
Subodh Subhash Runwal	106,281,849	Nil*

*Shareholding acquired by way of gift and subsequent bonus issuances and split of Equity Shares. For further details please see section titled 'Build-up of Promoter's shareholding in our Company' on page 90 of the RHP.

*As certified by our Statutory Auditor, Singhi & Co., Chartered Accountants, by way of their certificate dated September 21, 2026.

13. Weighted Average Return on Net Worth for FY 2026, 2025 and 2024 is 22.73%.

14. **Weighted average cost of acquisition of Equity Shares transacted in one year, 18 months and three years preceding the date of the Red Herring Prospectus:**

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition*	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*
Last one year preceding the date of the Red Herring Prospectus	342.49	0.89	342.49 – 342.49
Last 18 months preceding the date of the Red Herring Prospectus	342.49	0.89	342.49 – 342.49
Last three years preceding the date of the Red Herring Prospectus	86.54	3.52	0.00 – 342.49

*As certified by our Statutory Auditor, Singhi & Co., Chartered Accountants, by way of their certificate dated September 21, 2026.

15. **Weighted Average Cost of Acquisition, Floor Price and Cap Price**

Type of transactions	WACA (₹ per Equity Share)	Floor Price (in times)*	Cap Price (in times)*
Weighted average cost of acquisition (WACA) of Primary Issuances in the last 3 years	N.A.	N.A.	N.A.
Weighted average cost of acquisition (WACA) of Secondary Transactions in the last 3 years	N.A.	N.A.	N.A.

Since there were no Primary Issuance or Secondary Transactions of equity shares of our Company during the 18 months preceding the date of filing of the Red Herring Prospectus, where either issuance or acquisition/ sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested) the following are the details based on the last five primary and secondary transactions (secondary transactions where Promoter(s), members of the Promoter Group or Shareholders having the right to nominate Director(s) to the Board of our Company, are a party to the transaction), during the three years preceding the date of the Red Herring Prospectus, irrespective of the size of transactions:

Based on the primary issuances undertaken during the last three immediately preceding years	342.49	0.85	0.89
Based on the secondary transactions undertaken during the last three immediately preceding years	Nil	N.A.	N.A.

*As certified by our Statutory Auditor, Singhi & Co., Chartered Accountants, by way of their certificate dated September 21, 2026.

16. **The two BRLMs associated with the Issue have handled 67 public issues in the past three years out of which 19 issues closed below the issue price on listing date:**

Name of the BRLMs	Total Public Issues	Issues closed below the IPO price on listing date
ICICI Securities Limited*	46	14
Jefferies India Private Limited*	12	2
Common issues handled by the BRLMs	9	3
Total	67	19

*Issues handled where there were no common BRLMs.

Continued on next page...

