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SELLOWRAP INDUSTRIES LIMITED

Corporate Identification Number: U25202MH2004PLC145548

Our Business in automobile industry has been established for four decades. Our Company, Sellowrap Industries Limited, has gone through all stages from being Proprietorship formed by Mr. Sushil Kumar Poddar, father of Mr. Saurabh Poddar in the year 1983. Further, On May 06, 1992, Mr. Sushil Kumar Poddar formed a partnership firm under the name “M/s. Sellowrap Manufacturing Company” through a Partnership Agreement. The firm was engaged in the manufacturing and distribution of automotive components and related products at Gurugram. However, our Company was incorporated on April 06, 2004, as a Private Limited Company in the name of “Sellowrap Manufacturing Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai, which acquired the entire running business of M/s. Sellowrap Manufacturing Company on a going concern basis, along with all its revalued assets and liabilities, through a Business Transfer Agreement dated July 01, 2004. Subsequently pursuant a Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on January 24, 2011, the name of our Company was changed from “Sellowrap Manufacturing Private Limited” to “Sellowrap Industries Private Limited” and a Fresh Certificate of Incorporation pursuant to change in name was issued on February 16, 2011, by the Deputy Registrar of Companies, Maharashtra, Mumbai. Further, pursuant to a Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on August 30, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed from ‘Sellowrap Industries Private Limited’ to ‘Sellowrap Industries Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on October 15, 2024 by the Central Processing Centre. The Corporate Identification Number of the Company is U25202MH2004PLC145548. For details in relation to the incorporation, Change in Registered Office and other details, please refer to the chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 226 of Red Herring Prospectus.

Registered Office: 208, Plot No C 5, Abhishek Building, Dalia Estate, New Link Road, Andheri (W), Mumbai - 400053, Maharashtra, India.

Contact Person: Ms. Shrushti Jignyanshu Gandhi, Company Secretary & Compliance Officer

Email: contact@sellowrap.com | **Website:** www.sellowrap.com | **Contact No:** +91 22 6675 0560

OUR PROMOTERS: MR. SAURABH PODDAR, MR. SUSHIL KUMAR PODDAR, MS. POOJA PODDAR, SAURABH MARKETING PRIVATE LIMITED & M/S. SUSHIL KUMAR PODDAR (HUF)

“The issue is being made pursuant to Chapter IX (Initial Public Offer by Small and Medium Enterprises) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (SEBI ICDR Regulations).

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON THE EMERGE PLATFORM OF THE NATIONAL STOCK EXCHANGE. NSE SHALL BE THE DESIGNATED STOCK EXCHANGE.”

THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 36,48,000* EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH (THE “EQUITY SHARES”).

**Subject to finalisation of basis of allotment.*

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION - Not Applicable as the entire issue constitutes fresh issue of equity shares.

PRICE BAND: ₹ 79.00 to ₹ 83.00 PER EQUITY SHARE OF FACE VALUE OF ₹ 10.00 EACH

THE FLOOR PRICE IS 7.9 TIMES OF THE FACE VALUE OF THE EQUITY SHARES AND CAP PRICE IS 8.3 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FY 2024-25 AT THE FLOOR PRICE IS 7.56 TIMES AND AT THE CAP PRICE IS 7.94 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 1,600 EQUITY SHARES AND IN MULTIPLES OF 1,600 EQUITY SHARES THEREAFTER.

ISSUE PROGRAM

ANCHOR BID OPENS ON: THURSDAY, JULY 24, 2025

OPENS ON: FRIDAY, JULY 25, 2025

CLOSES ON: TUESDAY, JULY 29, 2025

Sellowrap Industries Limited is a manufacturing company, headquartered in Mumbai, specializing in the production of customized components for the automotive, non-automotive and white goods industries. Operating in the B2B sector, we offer both adhesive and non-adhesive processed components, delivering solutions that emphasize quality, cost-efficiency, and maximum customer value. For further details kindly refer to chapter titled “*Our Business*” beginning on pages 150 of the Red Herring Prospectus.

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON EMERGE PLATFORM OF NSE. FOR THE PURPOSE OF THE ISSUE, THE DESIGNATED STOCK EXCHANGE SHALL BE NSE.

ALLOCATION OF THE ISSUE

QIB PORTION	NOT MORE THAN 50.00% OF THE NET ISSUE
INDIVIDUAL INVESTOR PORTION	NOT LESS THAN 35.00% OF THE NET ISSUE
NON-INSTITUTIONAL PORTION	NOT LESS THAN 15.00% OF THE NET ISSUE
MARKET MAKER PORTION	UPTO 1,82,400 EQUITY SHARES OR 5.00% OF THE ISSUE

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS 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.

The price band is justified based on the qualitative factors, quantitative factors and KPIs disclosed in the chapter title “Basis for Offer Price” beginning on page 118 of the Red Herring Prospectus.

RISKS TO INVESTORS

1. Risk to Investors: Summary description of key risk factors based on materiality:

- We are heavily dependent on the performance of the Automobile Sector
- Our business depends on the smooth operation of our manufacturing facilities and workforce availability, with any disruptions such as strikes, equipment failure, or regulatory changes potentially impacting our financial condition and operational results.
- Delay in delivery of the products due to breakdown of machinery.
- We derive a majority portion of our revenue from operations from our top 10 customers, contributing towards our total gross sales.
- Risk of Unsustainability of PAT Margin Increase in FY 24 and FY 25.

2. Comparison with Listed Industry Peer:

Particulars	CMP*	EPS (₹)	PE Ratio	RONW (%)	NAV (₹)	Face Value (₹)	Revenue from Operations (₹ in Lakhs)
Sellowrap Industries Limited	[●]	10.45	[●]	21.44	48.75	10	16,245.01
Peer Group **							
Machino Plastics Limited	276.15	13.94	16.25	14.73	103.30	10	38,874.30
PPAP Automotive Limited	229.60	10.01	16.09	4.42	204.90	10	53,764.20

* CMP for our Company is considered as Offer price

** Source: <https://www.bseindia.com/> and <https://www.nseindia.com/>

3. Weighted Average Return on Net worth for the last 3 financial years (RoNW)

As per Restated Financial Statements on Consolidated basis

Financial Year ended	RONW (%)	Weights
March 31, 2023	10.58	1
March 31, 2024	18.04	2
March 31, 2025	21.44	3
Weighted Average	18.49	

Note:

- The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year / period.
- The weighted average RONW is a product of RONW for FY 2024-25, 2023-24 and 2022-23 and respective assigned weight, dividing the resultant by total aggregate weight.

4. Disclosures as per clause (9)(K)(4) of Part A to Schedule VI:

a) The price per share of our Company is based on the primary issuance of equity shares

Except as disclosed below, there has been no issuance of Equity Shares, during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days:

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity share (₹)	Offer Price per Equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (₹ in Lakhs)
January 08, 2025	6,05,900	10.00	66.00	Preferential Issue	Cash	399.89

b) The price per share of our Company based on the secondary transaction of equity shares:

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

c) Weighted average cost of acquisition, floor price and cap price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ 79.00)	Cap price* (i.e. ₹ 83.00)
Weighted average cost of acquisition of primary issuance as per paragraph (a) above	66.00	0.84	0.80
Weighted average cost of acquisition for secondary transaction as per paragraph (b) above	NA	NA	NA

The Company, in consultation with the Book Running Lead Manager believes that the Offer price of ₹ [●] per share for the Public offer is justified in view of the above parameters. Investor should read the above-mentioned information along with the chapter titled “*Risk Factors*” beginning on page 36 of the Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “*Consolidated Financial Statements as Restated*” beginning on page 272 of the Red Herring Prospectus.

ADDITIONAL INFORMATION FOR INVESTORS

- Details of proposed /undertaken pre-issue placements from the DRHP filing date** - Our Company has not proposed any Pre-IPO Placement in this Offer.
- Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the company by promoter(s) and promoter group(s) from the DRHP filing date** - Our promoter(s) and promoter group(s) have not undertaken any transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the company from the DRHP filing date.
- Pre-Issue Shareholding of Promoter / Promoter Group and Additional Top 10 Shareholders of the Company:**

Pre-Issue shareholding as at the date of Advertisement				Post-Issue shareholding as at Allotment ⁽³⁾			
Sr. No.	Shareholders ⁽²⁾	Number of Equity Shares ⁽²⁾	Share holding (in %) ⁽²⁾	At the lower end of the price band (₹ 79/-)		At the upper end of the price band (₹ 83/-)	
				Number of Equity Shares ⁽²⁾	Shareholding (in %) ⁽²⁾	Number of Equity Shares ⁽²⁾	Shareholding (in %) ⁽²⁾
Promoters							
1.	Sushil Kumar Poddar	36,54,600.00	36.20	[●]	[●]	[●]	[●]
2.	Saurabh Poddar	16,30,200.00	16.15	[●]	[●]	[●]	[●]
3.	Pooja Poddar	9,95,000.00	9.86	[●]	[●]	[●]	[●]
4.	Saurabh Marketing Private Limited	24,77,000.00	24.53	[●]	[●]	[●]	[●]
5.	S K Poddar & HUF	1,91,000.00	1.89	[●]	[●]	[●]	[●]
Promoter Group ⁽¹⁾							
1.	Meena Poddar	3,42,500.00	3.39	[●]	[●]	[●]	[●]
2.	Khush Poddar	20.00	0.00	[●]	[●]	[●]	[●]
Public (Top 10 Shareholders of the Company)							
1.	Kaizen Organics Private Limited	2,00,000.00	1.98	[●]	[●]	[●]	[●]
2.	Rishil S Shah	76,000.00	0.75	[●]	[●]	[●]	[●]

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3.	V5 Logistics & Warehousing Private Limited	41,500.00	0.41	[●]	[●]	[●]	[●]
4.	Swatipushp Tradelink Private Limited	38,000.00	0.38	[●]	[●]	[●]	[●]
5.	Utkarsh Pradeep Choudhary	38,000.00	0.38	[●]	[●]	[●]	[●]
6.	Manya Bajoria	32,000.00	0.32	[●]	[●]	[●]	[●]
7.	Anurag Sablawat	30,400.00	0.30	[●]	[●]	[●]	[●]
8.	Vivek Kumar Jagwayan	30,400.00	0.30	[●]	[●]	[●]	[●]
9.	V5 Tradecomm Private Limited	30,000.00	0.30	[●]	[●]	[●]	[●]
10.	Dinesh Kumar Choudhary	20,000.00	0.20	[●]	[●]	[●]	[●]

- Notes:**
- The Promoter Group shareholders are Meena Poddar and Khush Poddar
 - Assuming full subscription in the Issue (fresh issue). The post-issue shareholding details as at allotment will be based on the actual subscription and the final Issue price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).
 - As on the date of the Red Herring Prospectus, we have total 34 (Thirty Four) shareholders, out of which 27 are Public Shareholder. As per Part A of Schedule X of SEBI (ICDR) Regulations, 2018, only Top 10 Shareholders of the Company have been disclosed.

BASIS FOR OFFER PRICE
The “ Basis for Offer Price ” on page 118 of the offer document has been updated with the above price band. You may scan the QR code given on the first page of this Advertisement for the chapter titled “ Basis for Offer Price ” on page 118 of the Red Herring Prospectus.

INDICATIVE TIMELINES FOR THE ISSUE	
Sequence of Activities	Listing within T+3 days (T is Issue Closing Date)
Application Submission by Investors	Electronic Applications (Online ASBA through 3-in-1 accounts) - Up to 5 pm on T Day. Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA etc) – Upto 4 pm on T Day. Electronic Applications (Syndicate Non-Retail, Non-Individual Applications) – Upto 3 pm on T Day. Physical Applications (Bank ASBA) – Upto 1 pm on T Day. Physical Applications (Syndicate Non-Retail, Non- Individual Applications of QIBs and NIIIs) – Upto 12 pm on T Day and Syndicate members shall transfer such applications to banks before 1 pm on T Day
Bid Modification	From Issue Opening date up to 5 pm of T Day
Validation of bid details with depositories	From Issue Opening date up to 5 pm of T Day
Reconciliation of UPI mandate transactions (based on the guidelines issued by NPCI from time to time): Among Stock Exchanges – Sponsor Banks – NPCI and NPCI – PSPs/TPAPs** – Issuer Banks; Reporting formats of bid information, UPI analysis report and compliance timelines.	On Daily basis Merchant Bakers to submit to SEBI, sought as and when
UPI Mandate acceptance time	up to 5 pm of T Day
Issue Closure	*T day – 4 pm for all categories, i.e, QIB, NII, Individual Investors and other reserved categories
Third party check on UPI applications	On daily basis and to be completed before 9:30 AM on T+1 day.
Third party check on Non-UPI applications	On daily basis and to be completed before 1 pm on T+1 day.
Submission of final certificates: -For UPI from Sponsor Bank -For Bank ASBA, from all SCSBs -For syndicate ASBA	UPI ASBA – Before 9:30 pm on T Day All SCSBs for Direct ASBA – Before 07:30 pm on T Day Syndicate ASBA - Before 7:30 pm on T Day
Finalization of rejections and completion of basis	Before 6 pm on T+1 day.
Approval of basis by Stock Exchange	Before 9 pm on T+1 day.
Issuance of fund transfer instructions in separate files for debit and unlock. For Bank ASBA and Online ASBA – To all SCSBs For UPI ASBA – To Sponsor Bank	Intimation not later than 9:30 am on T+2 day. Completion before 2 pm on T+2 day for fund transfer; Completion before 4 pm on T+2 day for unlocking
Corporate action execution for credit of shares	Initiation before 2 pm on T+2 day Completion before 6 pm on T+2 day
Filing of Listing Application with Stock Exchanges and issuance of trading notice	Before 7:30 pm on T+2 day
Publish allotment advertisement	On the website of Issuer, Merchant Banker and RTI - before 9 pm on T+2 day. In newspapers - on T+3 day but not later than T+4 day
Trading starts	T+3 day

*Pursuant to NSE circular no. 07/2025 dated June 18, 2025, bidding for all categories shall close at 4:00 PM & UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. Friday, July 29, 2025.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see “**History and Certain Corporate Matters**” on page 225 of the Red Herring Prospectus. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “**Material Contracts and Documents for Inspection**” on page 405 of the Red Herring Prospectus.

LIABILITY OF MEMBERS AS PER MOA: The Liability of the members of the Company is limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The authorized share capital of the Company is ₹ 16,00,00,000 divided into 1,60,00,000 Equity Shares of ₹ 10/ each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹ 10,09,62,200 divided into 1,00,96,220 Equity Shares of ₹ 10/ each. For details of the Capital Structure, see “**Capital Structure**” on the page 85 of the Red Herring Prospectus.

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