



VARDHMAN APPLIANCES LIMITED

CORPORATE IDENTITY NUMBER: U27509DL2023PLC418176

REGISTERED OFFICE	CONTACT PERSON	E-MAIL & TELEPHONE	WEBSITE
Plot No. 43, First Floor, Rajasthani Udyog Nagar, Adrash Nagar, North West Delhi – 110 033, Delhi, India	Saurabh Kumar Mishra <i>Company Secretary and Compliance Officer</i>	Email: cs@vardhmanappliances.com Telephone: +91 114 290 3377	www.vardhmanappliances.com

OUR PROMOTERS: PARMOD KUMAR JAIN, SUBODH KUMAR JAIN, VINOD KUMAR JAIN, PIYUSH JAIN, AKHIL JAIN, SIDDHARTH JAIN, SAMBHAV JAIN AND VINEET JAIN

DETAILS OF THE OFFER TO THE PUBLIC				
Type	Fresh Issue size*	Offer for Sale size	Total Offer size	Eligibility and Share Reservation among QIB, NIIs and RIBs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 2,500.00 million	Up to 25,004,200 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 433. For details in relation to the share allocation and reservation among QIBs, RIBs and NIBs, see “Offer Structure” on page 453.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS			
NAME OF THE SELLING SHAREHOLDER	TYPE	MAXIMUM NUMBER OF EQUITY SHARES OFFERED / AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE OF FACE VALUE OF ₹ 2 EACH (IN ₹)^
Parmod Kumar Jain	Promoter Selling Shareholder	Up to 3,697,700 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Subodh Kumar Jain	Promoter Selling Shareholder	Up to 1,479,100 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Vinod Kumar Jain	Promoter Selling Shareholder	Up to 2,958,200 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Piyush Jain	Promoter Selling Shareholder	Up to 2,958,200 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Akhil Jain	Promoter Selling Shareholder	Up to 2,958,200 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Siddharth Jain	Promoter Selling Shareholder	Up to 1,479,100 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Sambhav Jain	Promoter Selling Shareholder	Up to 1,479,100 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
Vineet Jain	Promoter Selling Shareholder	Up to 1,479,100 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	2.82
The Wealth Company Alternates Trust – India Inflection Opportunity Fund (formerly known as Bharat Value Trust – India Inflection Opportunity Fund and India Inflection)	Investor Selling Shareholder	Up to 6,515,500 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [#]	32.23

Opportunity Trust – India Inflection Opportunity Fund)			
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[^]As certified by the Pawan Shubham & Co., Chartered Accountants bearing FRN No. 011573C, Statutory Auditors of our Company, pursuant to their certificate dated September 30, 2026.

[#]Subject to finalisation of Basis of Allotment.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 2. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 135 of the Draft Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” on page 28.

ISSUER’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in the Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in the Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and their respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assumes no responsibility for any other statements, disclosure and undertakings in the Draft Red Herring Prospectus, made or confirmed by or in relation to our Company or our Company’s business, or by any other Selling Shareholder(s) or any other person(s).

LISTING

The Equity Shares of face value of ₹ 2 each to be offered through the Red Herring Prospectus, are proposed to be listed on the Stock Exchanges being National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). For the purposes of this Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF BOOK RUNNING LEAD MANAGERS	CONTACT PERSON	E-MAIL AND TELEPHONE
 IDBI Capital Markets & Securities Limited	Himanshu Shekhar Jha/ Sri Krishna Tapariya	E-mail: val.ipo@idbicapital.com Telephone: +91 22 4069 1953
 Pantomath Capital Advisors Private Limited[^]	Kaushal Patwa	E-mail: vardhman.ipo@pantomathgroup.com Telephone: 180 088 98711

REGISTRAR TO THE OFFER

NAME OF REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
MUFG Intime India Private Limited (formerly Link Intime India Private Limited)	Shanti Gopalkrishnan	E-mail: vardhmanappliances.ipo@in.mpms.mufg.com; Telephone: + 91 810 811 4949

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●] ⁽¹⁾	BID/OFFER OPENS ON	[●]	BID/ OFFER CLOSING ON	[●] ⁽²⁾⁽³⁾
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⁽¹⁾ Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

⁽²⁾ Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

^ In compliance with Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with Regulation 23(3) of the SEBI ICDR Regulations, Pantomath Capital Advisors Private Limited will be involved only in marketing of the Offer. They have signed the due diligence certificate and have been named as Book Running Lead Manager.

*Our Company, in consultation with the BRLMs may consider a further issue of specified securities for an amount up to ₹ 500 million, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

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

 <i>(Please scan this QR code to view the Draft Red Herring Prospectus and the Draft Abridged Prospectus)</i>	The following is a general summary of certain disclosures in the Draft Red Herring Prospectus and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in the Draft Red Herring Prospectus, which is available at the websites of SEBI at www.sebi.gov.in, National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively, the Company at www.varadhanappliances.com and the BRLM(s) at www.idbicapital.com & www.pantomathcapital.com References below to page numbers are to page numbers of the Draft Red Herring Prospectus dated September 30, 2026. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the Draft Red Herring Prospectus.
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1. Summary of the Primary business

a) Business Overview – Products offered by the company

We are a leading vertically integrated Electronics Manufacturing Services (“EMS”) company providing OEM and ODM solutions across fast- moving electrical goods, including fans, kitchen appliances, home comfort appliances, and electrical components, to leading national and international consumer appliance brands in India (“**Consumer Appliance Brands**”) (*Source: ILattice Report*). In addition to our EMS operations, we have established a consumer-facing presence through our wholly owned subsidiary, Lazer India Private Limited (“**Lazer**”), which markets a range of consumer electrical and domestic appliances under the “Lazer” brand. As on March 31, 2026 our Company’s product portfolio comprises more than 1,200 SKUs across these categories, reflecting the breadth of our product offerings.

b) Industries served and typical customers

We primarily serve the consumer electrical and domestic appliances industry. Our typical customers comprise leading national and international Consumer Appliance Brands in India.

c) Segment reporting and revenue contribution

Our segment reporting in our financial statements is based on the criteria set out in Ind AS 108 - Operating Segments. Accordingly, no separate segment information has been presented in the Restated Consolidated Financial Information. Set out below is a category-wise break-up of our Revenue from Operations for the years indicated:

Product Category	Fiscal					
	2026		2025		2024	
	(₹ in million)	% of Revenue from Operations	(₹ in million)	% of Revenue from Operations	(₹ in million)	% of Revenue from Operations
Fans	2,908.07	33.44	3,367.99	40.29	2,395.27	31.58
Kitchen appliances	2,576.83	29.63	2,100.28	25.13	2,328.33	30.69

Product Category	Fiscal					
	2026		2025		2024	
	(₹ in million)	% of Revenue from Operations	(₹ in million)	% of Revenue from Operations	(₹ in million)	% of Revenue from Operations
Home comfort appliances	2,295.85	26.40	2,024.59	24.22	2,019.63	26.63
Components	691.24	7.95	598.80	7.16	568.00	7.49
Others*	224.19	2.58	267.67	3.20	274.16	3.61
Revenue from Operations	8,696.18	100.00	8,359.33	100.00	7,586.39	100.00

*Others include spare parts, scrap sales and other operating revenue

d) Key Geographies

We primarily sell our products to Consumer Appliance Brands and also distribute our products through Lazer's extensive distribution and service network, comprising over 700 distributors, coverage across over 13,000 pin codes, 14 company-owned branches and over 300 service franchisees across 25 states and union territories, as of July 31, 2026.

e) Typical customer/ clients of the Company and revenue from operations from key customers:

As of March 31, 2026, our Company has a diversified base of over 40 Consumer Appliance Brands., which include Usha International Limited, RR Kabel Limited, Voltbek Home Appliances Private Limited (Voltas beko), Singer India Limited, GM Elektra Private Limited, Cello World Limited, among others.

The table below sets forth details of our Revenue from Operations generated from top customers for the years indicated:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	% of Revenue from Operations	Amount (₹ million)	% of Revenue from Operations	Amount (₹ million)	% of Revenue from Operations
Top 5 customers	5,184.89	59.62	5,083.68	60.81	5,124.84	67.56
Top 10 customers	5,706.48	65.62	5,549.46	66.39	5,600.06	73.83

f) Key Manufacturing Facilities

As on the date of the Draft Red Herring Prospectus, we operate five Manufacturing Units, of which three are located in Sonipat (Kundli), Haryana and two are located in Solan (Baddi), Himachal Pradesh. They are spread across an aggregate area of approximately 405,790 square feet.

g) Business Strengths and Strategies

Strengths

1. Diversified EMS capabilities with an established presence across institutional and consumer-facing channels.

2. Longstanding relationships with leading Consumer Appliance Brands with cross selling capabilities.
3. Extensive product portfolio across multiple appliance categories.
4. In-house design and product development capabilities supporting product innovation and customisation.
5. Scalable manufacturing infrastructure supported by vertically integrated capabilities.
6. Established supplier network and quality-focused manufacturing capabilities.
7. Experienced promoters and management team, having domain knowledge.

Strategies:

1. Enhance our manufacturing capacities and expand our product portfolio through the proposed new project.
2. Deepen existing relationships and expand our Consumer Appliance Brand base.
3. Expand our presence in international markets and strengthen our domestic market reach
4. Focus on deleveraging and enhance financial flexibility.

For further details please see “*Our Business*” beginning on page 211 of the Draft Red Herring Prospectus.

2. *Summary of the Industry*

The Indian consumer durables market is expected to outpace global growth over the forecast period, supported by rising disposable incomes, increasing urbanisation, expanding electrification, improving affordability, and growing penetration across semi-urban and rural markets. The market is projected to reach approximately INR 11.0T (US\$ 124.5B) by FY31P, reflecting a CAGR of 14.6%.

The domestic appliances OEM market in India stood at INR 163.9B (US\$ 1.9B) in FY26 and is projected to reach INR 256.9B by FY31P at a CAGR of 9.4%, reflecting the accelerating shift of manufacturing and design responsibilities from brands to electronics manufacturing service providers.

The domestic appliances ODM market in India stood at INR 57.4B (US\$ 0.7B) in FY26 and is projected to reach INR 115.8B by FY31P, growing at a CAGR of 15.1%. This robust expansion reflects the increasing strategic role of ODM players as brands partner for end-to-end product development, enabling faster innovation cycles and supporting the expansion of diversified SKU portfolios

For further details please see “*Industry Overview*” beginning on page 152 of the Draft Red Herring Prospectus.

3. Promoters

Parmod Kumar Jain, is one of the Promoters, Chairman and Managing Director of our Company. He holds a bachelor’s degree in textiles (technology) from Technological Institute of Textiles, Maharshi Dayanand University, Rohtak. He has more than 43 years of experience in the domestic appliances industry.

Subodh Kumar Jain, is the Promoter and President - Fans of our Company. He has passed his intermediate examination from the Board of Secondary Education, Madhya Pradesh. He has more than 43 years of experience in the fan industry, including in product development, manufacturing and operations

Vinod Kumar Jain is one of the Promoter and President Appliances of our Company. He has more than 42 years of experience in product engineering, technological innovation and managing production processes.

Piyush Jain is the Promoter and Joint Managing Director of our Company. He holds a bachelor's degree in engineering (information science & engineering) from Visveswaraiah Technological University, Belgaum, Karnataka. He has an experience of more than 18 years in the domestic appliances industry.

Akhil Jain is the Promoter of our company. He attended the Kirori Mal College, University of Delhi to pursue a bachelor's degree in arts. He holds a master's degree in international business from the Institute of Management Technology, Ghaziabad, University of Burdwan. He has an experience of more than 10 years in the field of product development and marketing strategy.

Siddharth Jain is the Promoter and Executive Director of our Company. He has passed the examination of the bachelor's degree in business management conducted by Bangalore University. He holds and experience of more than 18 years in the domestic appliances industry.

Sambhav Jain is the Promoter and Executive Director of our Company. He has passed the examination of bachelor's degree in engineering (electronics and communication engineering) conducted by Delhi Technological University (*formerly known as Delhi College of Engineering*). He holds a master's degree in business administration program from Kenan-Flagler Business School, University of North Carolina at Chapel Hill. He holds an experience of more than 7 years in the domestic appliances industry.

Vineet Jain is one of the Promoter and Executive Director of our Company. He has passed the examination of bachelor of business administration in marketing management from Bharati Vidyapeeth Deemed University, Pune. He has also completed the post graduate programme in management for family business from Indian School of Business. He holds an experience of more than 7 years in the domestic appliances industry.

For further details, please see “*Our Promoters and Promoter Group*” on page 279 of the Draft Red Herring Prospectus.

4. Objects of the Offer

We propose to deploy the Net Proceeds in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in million)

Sr. No.	Particulars	Total Estimated Amount	Amount deployed as on date of the DRHP*	Estimated balance amount to be funded from		Estimated break-up of utilisation of Net Proceeds		
				Internal accruals	Net Proceeds	Fiscal 2027	Fiscal 2028	Fiscal 2029
1.	Funding capital expenditure requirements for setting up a new project at Baghpat, Uttar Pradesh (the “ Proposed Project ”) ⁽¹⁾	1,750.00	318.01	231.99	1,200.00	-	700.00	500.00

Sr. No.	Particulars	Total Estimated Amount	Amount deployed as on date of the DRHP*	Estimated balance amount to be funded from		Estimated break-up of utilisation of Net Proceeds		
				Internal accruals	Net Proceeds	Fiscal 2027	Fiscal 2028	Fiscal 2029
2.	Prepayment or scheduled re-payment, in full or part, of certain outstanding borrowings availed by our Company	550.00	-	-	550.00	550.00	-	-
3.	Investment in our wholly owned Subsidiary, Lazer India Private Limited, for prepayment or scheduled re-payment, in full or part, of certain outstanding borrowings	150.00	-	-	150.00	150.00	-	-
4.	General Corporate Purposes ⁽²⁾	[•]	-	-	[•]	[•]	[•]	[•]
Total ⁽³⁾		[•]	-	-	[•]	[•]	[•]	[•]

*As certified by Pawan Shubham & Co., Chartered Accountants bearing FRN No. 011573C, Statutory Auditors of our Company, pursuant to their certificate dated September 30, 2026

⁽¹⁾ Total estimated cost in respect of Proposed Project is as per TEV Report dated September 28, 2026 issued by Atlas Financial Research & Consulting Private Limited.

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

⁽³⁾ Our Company, in consultation with the BRLMs may consider a further issue of specified securities for an amount up to ₹ 500 million, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

5. Pre-Offer and post-Offer shareholding of promoter(s), members of the Promoter Group and top 10 shareholders

The aggregate Equity shareholding and percentage of the pre-Offer paid-up Equity Share capital and post-Offer Equity shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders (other than our Promoters and members of the Promoter Group) of our Company is set forth below,

Sr. No	Name of Shareholders	Pre- offer shareholding as on the date of the Draft Red Herring Prospectus		Post Offer shareholding as on the date of Allotment*			
		No. of Equity Shares of face value of ₹ 2 each	% of shareholding	At the lower end of the Price Band (₹ [●])		At the upper end of the Price Band (₹ [●])	
				No. of Equity Shares of face value of ₹ 2 each	% of shareholding	No. of Equity Shares of face value of ₹ 2 each	% of shareholding
Promoters							
1.	Parmod Kumar Jain	26,722,020	19.07	[●]	[●]	[●]	[●]
2.	Subodh Kumar Jain	10,688,810	7.63	[●]	[●]	[●]	[●]
3.	Vinod Kumar Jain	21,377,615	15.26	[●]	[●]	[●]	[●]
4.	Piyush Jain	21,377,615	15.26	[●]	[●]	[●]	[●]
5.	Akhil Jain	21,377,615	15.26	[●]	[●]	[●]	[●]
6.	Siddharth Jain	10,688,810	7.63	[●]	[●]	[●]	[●]
7.	Sambhav Jain	10,688,810	7.63	[●]	[●]	[●]	[●]
8.	Vineet Jain	10,688,810	7.63	[●]	[●]	[●]	[●]
Top 10 shareholders (Other than Promoter)							
9.	The Wealth Company Alternates Trust – India Inflection Opportunity Fund (formerly known as Bharat Value Trust – India Inflection Opportunity Fund and India Inflection Opportunity Trust – India Inflection Opportunity Fund)	6,515,500	4.65	[●]	[●]	[●]	[●]

. *To be updated prior to filing of the Prospectus with the RoC.

For further details, please see “Capital Structure” beginning on page 96 of the Draft Red Herring Prospectus.

6. Summary of Restated Consolidated Financial Information

The following details of selected financial information are derived from the Restated Consolidated Financial Information for the Fiscals 2026, 2025 and 2024:

(₹ in million, except per share data)

Particulars	As at and for the Fiscal		
	2026	2025	2024
Equity Share Capital	280.25	280.25	267.22
Net Worth ⁽¹⁾	1,004.72	774.59	452.73
Revenue from operations	8696.18	8359.33	7585.39
EBITDA ⁽²⁾	519.62	448.39	462.89
Profit after tax	224.85	185.18	218.18
Basic Earnings per share ⁽³⁾	1.60	1.33	1.63
Diluted Earnings per share ⁽³⁾	1.60	1.33	1.63
Return on Equity (ROE)(%) ⁽⁴⁾	25.27	30.18	54.98
Return on Capital Employed (ROCE) (%) ⁽⁵⁾	24.01	28.09	34.12
Net Asset Value per Share ⁽⁶⁾ (in ₹)	7.17	5.57	3.39
Total borrowings ⁽⁷⁾	1222.29	994.92	800.37
Net cash flow generated from operating Activities	15.31	155.93	426.26
Net cash flow generated from/ (used in) investing Activities	(267.82)	(110.33)	(37.97)
Net cash flow generated from/ (used in) financing Activities	67.77	152.15	(311.16)

*Not Annualised

Notes:

- ⁽¹⁾ Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- ⁽²⁾ EBITDA means Earnings before interest, taxes, depreciation and amortization expense, arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortization and impairment expense and reducing other income and exceptional items.;
- ⁽³⁾ Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended);
- ⁽⁴⁾ ROE is calculated as PAT divided by Net worth.
- ⁽⁵⁾ Return on Net Worth (%) = Net profit after tax divided by Net worth at the end of the year/period.
- ⁽⁶⁾ Net Asset Value per equity share represents net worth as at the end of the fiscal/period, as restated, divided by the number of Equity Shares outstanding at the end of the year/period.
- ⁽⁷⁾ Total borrowings consist of current and non-current borrowings

For further details, please see section “Restated Consolidated Financial Information”, “Management Discussion and Analysis of Financial Condition and Revenue from Operations” and “Other Financial Information” beginning on pages 289, 376 and 375, respectively of the Draft Red Herring Prospectus.

7. Summary of Key Performance Indicators

The details of our Key Performance Indicators for the Fiscals 2026, 2025 and 2024 is set out below:

Sr. No.	Key Performance Indicators (KPIs)	Unit	Fiscal		
			2026	2025	2024
1.	EBITDA margin (%) ⁽¹⁾	%	5.98	5.36	6.10
2.	PAT margin ⁽²⁾	%	2.57	2.20	2.86
3.	Fixed Asset Turnover Ratio ⁽³⁾	Times	20.94	20.55	21.64
4.	Interest Coverage ratio ⁽⁴⁾	Times	2.76	2.51	2.87
5.	Total Permanent employees ⁽⁵⁾	Numbers	1422	1156	1102
6.	Manufactured SKUs ⁽⁶⁾	Numbers	1285	1266	1145
7.	Number of customers of Company ⁽⁷⁾	Numbers	41	36	29

Notes:

- (1) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations;
- (2) PAT Margin is calculated as restated profit for the year as a percentage of total income;
- (3) Fixed Assets Turnover Ratio is calculated as Revenue from Operations divided by the sum of net block of property, plant and equipment as at the end of the year;
- (4) Interest coverage ratio is EBIT divided by finance costs;
- (5) Total Permanent Employees is number of employees on-roll of Company and its subsidiary's payroll;
- (6) Manufactured Stock Keeping Units (SKUs) represents the SKU's manufactured by our Company during the year;
- (7) Number of customers represents the unique customers to whom our Company has sold its products during the year.

For further details, please see section “Restated Consolidated Financial Information”, “Management Discussion and Analysis of Financial Condition and Revenue from Operations” and “Other Financial Information” beginning on pages 289, 376 and 375, respectively of the Draft Red Herring Prospectus.

8. Risk Factors

Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Details of our top 10 risk factors are set forth below:

1. While we have maintained relationships with several customers, we derived 65.62%, 66.39% and 73.83% of our Revenue from Operations from our top 10 customers during Fiscals 2026, 2025 and 2024, respectively. Any loss of, or significant reduction in business from, such customers could adversely affect our business, results of operations, cash flows and financial condition.
2. We generate Revenue from Operations through multiple sales channels. Sales to Consumer Appliance Brands accounted for 77.19%, 76.35% and 79.16% of our Revenue from Operations during Fiscals 2026, 2025 and 2024, respectively. Any disruption in, or inability to effectively manage or expand, our sales channels could adversely affect our business, results of operations, cash flows and financial condition.
3. While our product portfolio is diverse and spans across both heating and cooling appliance categories, our business is subject to seasonal fluctuations and varying demand patterns across such categories, which may adversely affect our business, results of operations, financial condition and cash flows .
4. Our business is subject to contractual, product quality and warranty requirements agreed with our customers. Any failure to comply with such requirements could result in rejection or replacement of products, warranty claims, penalties or termination of customer arrangements and adversely affect our business, results of operations, financial condition and cash flows.
5. While we have long-standing relationships with our suppliers, we do not have definitive supply agreements with them. Any reduction in supplies from, or discontinuation of supplies by, our key suppliers could adversely affect our business, financial condition, results of operations and cash flows.

6. Any increase or volatility in the prices of our raw materials and other components used in our operations, or our inability to pass on such increases to our customers, may adversely effect on our business, financial condition, results of operations and cash flows.
7. While our products are sold pan-India, our Revenue from Operations are primarily derived from Punjab, Haryana and Uttar Pradesh during the preceding three Fiscals, and any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.
8. We derived about 72.96%, 72.87% and 78.12% of our Revenue from Operations from repeat customers, during Fiscals 2026, 2025 and 2024, respectively. Any loss of, or a significant reduction in the repeat customers could adversely affect our business, results of operations, financial condition and cash flows.
9. Any disruption or shutdown at our Manufacturing Units could adversely affect our business, results of operations, financial condition and cash flows.
10. We intend to utilise a portion of the Net Proceeds towards funding capital expenditure requirements for setting up a new project at Baghpat, Uttar Pradesh, and we cannot assure you that we will be able to derive the benefits from the proposed object.

For details, see “*Risk Factors*” beginning on page 28 of the Draft Red Herring Prospectus.

9. The Weighted average cost of acquisition of Equity Shares of our Promoters (including the Promoter Selling Shareholders) and the Investor Selling Shareholder as on the date of the Draft Red Herring Prospectus

The weighted average cost of acquisition of Equity Shares of our Promoters (including the Promoter Selling Shareholders) and the Investor Selling Shareholder as on the date of the Draft Red Herring Prospectus has been set forth in the table below:

Name	Number of Equity Shares as on the date of the Draft Red Herring Prospectus	% of the pre-Offer Equity Share Capital	Weighted average cost of acquisition per Equity Share*
Promoters (including the Promoter Selling Shareholders)			
Parmod Kumar Jain	26,722,020	19.07	2.82
Subodh Kumar Jain	10,688,810	7.63	2.82
Vinod Kumar Jain	21,377,615	15.26	2.82
Piyush Jain	21,377,615	15.26	2.82
Akhil Jain	21,377,615	15.26	2.82
Siddharth Jain	10,688,810	7.63	2.82
Sambhav Jain	10,688,810	7.63	2.82
Vineet Jain	10,688,810	7.63	2.82
Investor Selling Shareholder			
The Wealth Company Alternates Trust – India Inflection Opportunity Fund (formerly known as Bharat Value Trust – India Inflection Opportunity Fund and India Inflection Opportunity Trust – India Inflection Opportunity Fund)	6,515,500	4.65	32.23

******As certified by Pawan Shubham & Co., Chartered Accountants bearing FRN No. 011573C, Statutory Auditors of our Company, pursuant to their certificate dated September 30, 2026.

Note: The weighted average cost of acquisition is calculated after giving effect of split.

10. Weighted average cost of acquisition of all Equity Shares transacted by the Shareholders in the one year, eighteen months and three years preceding the date of the Draft Red Herring Prospectus is set forth below:

Weighted average cost of acquisition of all Equity Shares transacted by the Shareholders in the one year, eighteen months and three one years preceding the date of the Draft Red Herring Prospectus is set forth below:

Particulars	Weighted Average Cost of Acquisition (in ₹) [^]	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price Lowest Price-Highest Price (in ₹) [^]
Last 3 years	32.23	[●]	32.23 – 32.23
Last 18 months	N.A.	[●]	N.A.
Last 1 year	N.A.	[●]	N.A.

**Subject to finalisation of Basis of Allotment.*

[^]As certified by Pawan Shubham & Co., Chartered Accountants bearing FRN No. 011573C, Statutory Auditors of our Company, pursuant to their certificate dated September 30, 2026.

***Note:** The weighted average cost of acquisition per Equity Share is calculated after giving effect of split.*

For details of shareholding of our Promoters and Promoter Selling Shareholder, see “*Capital Structure*” beginning on page 96 of the Draft Red Herring Prospectus.

11. Board of Directors and Key Managerial Personnel

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

S. No.	Name	Designation
<i>Board of Directors</i>		
1.	Parmod Kumar Jain	Chairman and Managing Director
2.	Piyush Jain	Joint Managing Director
3.	Siddharth Jain	Executive Director
4.	Sambhav Jain	Executive Director
5.	Vineet Jain	Executive Director
6.	Mamraj Agarwal	Independent Director
7.	Apeksha Lodha	Independent Director
8.	Pradyumna Narendranath Poddar	Independent Director
9.	Mukesh Gupta	Independent Director
10.	Suresh Jain	Independent Director
<i>Key Managerial Personnel (excluding Directors)</i>		
1.	Praveen Jain	Chief Financial Officer
2.	Saurabh Kumar Mishra	Company Secretary and Compliance Officer

For further details, see “*Our Management*” beginning on page 257 of the Draft Red Herring Prospectus.

12. Auditors Qualifications

Except as stated under sections titled “*Risk Factors – Our Statutory Auditors have included certain emphasis of matters in the special purpose combined financial statements and remarks in connection with Companies (Auditor's Report) Order, 2020 (“CARO 2020”)*” on page 53 of the Draft Red Herring Prospectus, the Statutory Auditors of our Company have not expressed any emphasis of matter or remarks or other observation on our financial statements for the periods covered in the Draft Red Herring Prospectus.

13. Summary table of outstanding litigations

A summary of the pending tax proceedings and other material litigations involving our Company, Subsidiary, Directors, Promoters, KMPs, SMPs have been provided below:

Category of individuals / entities	No. of Criminal Proceedings	No. of Tax Proceedings (direct and indirect tax)	No. of Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	No. of Material civil litigation [#]	Aggregate amount involved* (₹ in million)
Company						
By our Company	Nil	Nil	N.A.	N.A.	2	75.51
Against our Company	Nil	2	1	N.A.	3	85.19
Directors (excluding our Promoters)						
By our Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Promoters						
By our Promoters	1	Nil	N.A.	N.A.	Nil	Nil
Against our Promoters	8	Nil	Nil	Nil	1	Not quantifiable
KMP and SMP (excluding our Executive Directors)						
By our KMP and SMP	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our KMP and SMP	Nil	N.A.	Nil	N.A.	N.A.	Nil
Subsidiary						
By our Subsidiary	6	Nil	N.A.	N.A.	Nil	Not quantifiable
Against our Subsidiary	6	Nil	Nil	N.A.	Nil	Not quantifiable

[#]Determined in accordance with the Materiality Policy.

*To the extent quantifiable.

We confirm that as on date of the Draft Red Herring Prospectus, the litigations involving our Company and our Group Company are not so major that our survival is dependent on the outcome of any such pending litigation.

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 412 of the Draft Red Herring Prospectus.

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. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act (“Regulation S”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S.