



SATHYA AGENCIES LIMITED

CORPORATE IDENTITY NUMBER: U47594TN2005PLC055479

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
No.2/174/4 & 2/174/5, Palayamkottai Main Road, NH-7A, Maravanmadam, Tuticorin- 628 101, Tamil Nadu, India	Plot No. 178, Kumaran Colony Main Road, Vadapalani, Chennai - 600 026, Tamil Nadu, India	M. Kirithika <i>Company Secretary and Compliance Officer</i>	Email: compliance@sathya.org Telephone: +91 044 46442236	https://www.sathyaa.com

THE PROMOTERS OF OUR COMPANY ARE JOHNSON ASARIA, J JOHN SATHYA AND CHARLES PACKIARAJ

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE [^]	OFFER FOR SALE SIZE	TOTAL OFFER SIZE [^]	ELIGIBILITY AND SHARE RESERVATIONS
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹3,000.00 million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹3,000.00 million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹6,000.00 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 “ <i>Other Regulatory and Statutory Disclosures – Eligibility for the Offer</i> ” on page 430. For details in relation to the share reservation among Qualified Institutional Buyers (“ QIBs ”), Retail Individual Bidders (“ RIBs ”), Non-Institutional Bidders (“ NIBs ”) and Eligible Employees (<i>as defined hereinafter</i>), see “ <i>Offer Structure</i> ” on page 452.

DETAILS OF THE OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE PROMOTER SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) ^{#±}
Johnson Asaria	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,000.00 million	0.31
J John Sathya	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,000.00 million	0.28
Charles Packiaraj	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,000.00 million	0.28

[#] As certified by CNGSN & Associates LLP, Chartered Accountants (with firm registration number: 004915S/S200036, by way of their certificate dated March 30, 2026
For further details, see “The Offer” on page 67.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the Book Running Lead Managers (“BRLMs”), and on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations and as stated in “Basis for Offer Price” on page 120 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and 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 investors is invited to “Risk Factors” on page 24.

COMPANY’S AND PROMOTER 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.

Each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements expressly and specifically made by such Promoter Selling Shareholders in the Draft Red Herring Prospectus to the extent of information specifically pertaining to them 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. No Promoter Selling Shareholder, severally and jointly, assumes responsibility for any other statements, disclosures and undertakings in the Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company’s business, or by any other Promoter Selling Shareholder or any other person(s).


LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” together with BSE, the “Stock Exchanges”). For the purposes of the Offer, [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF THE BRLMS		CONTACT PERSON	TELEPHONE AND E-MAIL
	Anand Rathi Advisors Limited	Shrihari Vyas/ Pranav Mathur	Telephone: +91 22 4047 7000 E-mail: ipo.sathyaagencies@rathi.com
	Motilal Oswal Investment Advisors Limited	Sankita Ajinkya	Tel: +91 22 7193 4380 Email: ipo.sathyaagencies@motilaloswal.com

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
	M. Murali Krishna	Tel: +91 40 6716 2222/18003094001 E-mail: sathyaagencies.ipo@kfintech.com

BID/ OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●] ⁽¹⁾
BID/OFFER OPENS ON	[●]

- ⁽¹⁾ *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*
- ⁽²⁾ *Our Company, in consultation with the BRLMs, may 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.*
- [^] *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities aggregating up to ₹600.00 million, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. 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. 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.*
- ^{*} *The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date*

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



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

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 <https://www.sathyaagencies.in> and the BRLMs at www.anandrathiib.com and www.motilaloswalgroup.com.

References below to page numbers are to page numbers of the Draft Red Herring Prospectus dated March 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.

1. Summary of the primary business

a. Business Overview - Products and Services

Our Company is the largest consumer durables and electronics-focused retail chain in Tamil Nadu and South India, in terms of number of stores as at March 15, 2026, and the largest in Tamil Nadu and fifth largest in India among our peers in terms of revenue from operations for Fiscal 2025 (*source: CRISIL Report*). As at January 31, 2026, we operated 427 consumer electronics retail stores offering a wide range of consumer electronics products, including 35 mobile retail stores primarily engaged in the sale of mobile phones and related accessories.

b. Industries Served and Typical Customers

We operate in the consumer durables and electronics retail industry, catering to end-consumer demand across multiple product categories. Our customers primarily comprise individual retail consumers across Tier-I, Tier-II and Tier-II+ cities, purchasing consumer electronics and related products. We cater to a wide and diverse customer base across South India, comprising individual consumers, small businesses, and corporate and commercial customers..

c. Segment Reporting and Revenue Contribution

Our Company is engaged in the business of retailing and wholesale of electronic household items and accessories through its stores and online platforms. There are no separate reportable segments. For further details, please see “Restated Consolidated Financial Information – Note: 45 – Segment reporting” on page 343

The table below sets out a break-up of our revenue from sale of products across various categories for the periods indicated below.

Product category	Six months ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue (₹ in million)	% of Net Sale of Goods	Revenue (₹ in million)	% of Net Sale of Goods	Revenue (₹ in million)	% of Net Sale of Goods	Revenue (₹ in million)	% of Net Sale of Goods
Large Appliances	11,216.71	59.50%	20,123.74	60.90%	16,170.84	61.96%	11,848.80	64.94%
Mobiles, IT products and accessories	5,734.69	30.42%	9,693.46	29.34%	7,030.77	26.94%	4,107.30	22.51%

Product category	Six months ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue (₹ in million)	% of Net Sale of Goods	Revenue (₹ in million)	% of Net Sale of Goods	Revenue (₹ in million)	% of Net Sale of Goods	Revenue (₹ in million)	% of Net Sale of Goods
Small and kitchen appliances	1,899.86	10.08%	3,225.63	9.76%	2,895.78	11.10%	2,289.68	12.55%
Net Sale of Goods	18,851.26	100.00%	33,042.83	100.00%	26,097.39	100.00%	18,245.79	100.00%

d. Key Geographies Served

As at January 31, 2026, we operated our stores across four states, namely Tamil Nadu, Andhra Pradesh, Kerala and Karnataka, and the union territory of Puducherry. We operate across Tier I, Tier II and Tier II+ cities, enabling us to cater to a broad customer base. As at March 31, 2025, 94.53% of our stores were located in Tier II and Tier II+ cities.

e. Revenue Concentration Among Top 5 Customers

Not applicable.

f. Key Facilities

As at January 31, 2026, we operated a total of 427 stores across four states, namely Tamil Nadu, Andhra Pradesh, Kerala and Karnataka, and the union territory of Puducherry. As at January 31, 2026, we operated 22 warehouses, comprising 11 in Tamil Nadu, eight in Andhra Pradesh, two in Karnataka and one in Kerala.

g. Business Strengths and Strategies

Strengths:

We are the largest consumer durables and electronics focused retail player in South India, in terms of number of stores as at March 15, 2026 (*source: CRISIL Report*). As at January 31, 2026, we operated 427 consumer electronics retail stores across South India, comprising 301 stores in Tamil Nadu, 65 stores in Andhra Pradesh, four stores in Kerala, 54 stores in Karnataka and three stores in Puducherry. Of these, 35 stores are mobile retail stores in Tamil Nadu, primarily engaged in the sale of mobile phones and related accessories. We are also the fastest growing electronics retailer, in terms of CAGR in revenue from operations and profit after tax between Fiscal 2023 and 2025 among our peers (*source: CRISIL Report*). We offer a comprehensive portfolio of consumer-electronics and home-appliance products across multiple price points and categories, enabling us to cater to the needs of a broad customer base.

Strategies:

Our Company's strategies include strengthening our Company's geographic presence across South India by expanding into under-represented districts and enhancing store density in key markets across Andhra Pradesh, Karnataka and Kerala. In July, 2025, our Company acquired Unilet, a consumer electronics retailer with over two decades of operating presence in Karnataka, operating 46 MBOs and eight EBOs as at January 31, 2026. Through this acquisition, our strategy is to integrate the recently acquired Unilet, and achieve operational synergies and expand our regional footprint. We also intend to leverage marketing and advertising to improve brand recall across South India. Further, we intend to leverage data analytics and technology-enabled systems to implement management controls and enable real-time decision making. We also intend to continue strengthening these operational capabilities by refining logistics planning for emerging retail zones, enhancing regional warehousing coverage in line with network expansion and further optimising store staffing models to support service quality and efficiency.

For further and complete information, see "Our Business" on page 214.

2. Summary of the Industry (*Source: CRISIL Report*)

The Indian consumer durables and electronics retail market is estimated at approximately ₹5,318 billion in Fiscal 2025, having grown at a CAGR of approximately 12.2% between Fiscal 2020 and Fiscal 2025. The market is projected to expand at a CAGR of 9–11% from Fiscal 2025 to Fiscal 2030, reaching approximately ₹8,400-8,800 billion. The organised segment accounted for approximately 56.6% of the consumer durables market in Fiscal 2025 and is projected to reach approximately 59.6% by Fiscal 2028, reflecting a sustained structural shift toward organised multi-brand formats. Large-format retailers accounted for 33-38% of the market by volume in Fiscal 2025, with key structural trends including premiumisation and shortening replacement cycles continuing to drive value growth ahead of volume growth across categories.

South India accounted for approximately 25-30% of the Indian consumer durables market in Fiscal 2025, with Tamil Nadu individually representing the largest share among southern states at 26-31%. All five southern states Tamil Nadu, Karnataka, Telangana, Andhra Pradesh, and Kerala rank among India's top ten states by GSDP, underpinning favourable demand conditions for consumer electronics retailers. Tier-2 and Tier-2+ markets represent a key growth frontier within the region, with consumers demonstrating a strong preference for physical retail formats for high-value purchases. The organised consumer durables retail segment in South India is expanding beyond major metropolitan areas, driven by rising urbanisation, improving access to consumer financing, and increasing adoption of branded products across income segments, positioning the region as a structurally attractive market for large-format organised retailers.

For further information, see “*Industry Overview*” on page 139.

3. Promoters

The Promoters of our Company are Johnson Asaria, J John Sathya and Charles Packiaraj.

Johnson Asaria

Johnson Asaria is one of the Promoters of our Company and is currently the Chairman & Managing Director on the Board of our Company. He is also one of the founders of the partnership firm Sathya Agencies since 1990 as a partner. He has passed the higher secondary examination conducted by the Board of Higher Secondary Examination, Tamil Nadu and has over 35 years of experience in the consumer electronics retail industry. He is responsible for strategic planning, new growth initiatives, overseeing capex funding and overall management of the Company.

J John Sathya

J John Sathya is one of the Promoters of our Company and is currently the Whole-time Director on the Board of our Company. He is also associated with partnership firm Sathya Agencies since 1995 as partner. He has passed the secondary school public examination conducted by the Board of Secondary Examination, Tamil Nadu and has over 30 years of experience in the consumer electronics retail industry, along with over 20 years of parallel experience in hospitality industry. He oversees the operational strategy in south Tamil Nadu to optimize store productivity and regional growth.

Charles Packiaraj

Charles Packiaraj is one of the Promoters of our Company and is currently the Whole-time Director on the Board of our Company. He is also associated with partnership firm Sathya Agencies since 2001 as partner. He has passed the higher secondary examination conducted by the Board of Higher Secondary Examination, Tamil Nadu and has over 24 years of experience in the consumer electronics retail industry. He is responsible for overseeing and managing new store openings, specifically handling capital expenditures and IT infrastructure setup.

For further information, see “*Our Promoters and Promoter Group*” on page 289.

4. Objects of the Offer

Sr. No.	Object	Summary
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1.	Repayment / Prepayment of Borrowings	Our Company intends to utilize an aggregate amount of ₹ 1,750.00 million from the Net Proceeds towards repayment or prepayment of the outstanding borrowings, payment of prepayment penalties and interest obligations towards certain loans availed by our Company. The selection of borrowings proposed to be prepaid or repaid will be based on various factors, including (i) cost of the borrowing and interest rates, (ii) conditions attached to the borrowings, (iii) receipt of consents and terms and conditions of such consents and waivers from the respective lenders, (iv) levy of any prepayment penalties and its quantum, and (v) other commercial considerations.
2.	Payment of partial purchase consideration for the acquisition of our wholly owned Subsidiary, Unilet Appliances Private Limited (“Unilet”)	Our Company has acquired the entire shareholding of Unilet by way of Share Purchase Agreement dated July 19, 2025 (“ Unilet SPA ”). The purchase consideration was ₹1,400.00 million which was required to be paid in four tranches. As on the Draft Red Herring Prospectus, ₹700.00 million has been paid, and we intend to pay ₹ 350.00 million through internal accruals. We propose to utilize the amount raised from the Net Proceeds to pay remaining third deferred purchase amount of ₹ 350.00 million. This acquisition has provided us with an entry into the Karnataka market through established store network.
3.	General Corporate Purposes	Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, and such utilization does not exceed 25% of the Gross Proceeds, to drive our business expansion and growth, including, amongst other things, working capital requirements, marketing and brand building expenses, delivery partner expenses, transportation expenses, employee related expenses, consumables, printing & stationery related costs, fees to consultants and payments of taxes and duties and any other purpose in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

For further information, see “*Objects of the Offer*” on page 108.

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

The aggregate shareholding, of each of the (i) Promoter(s), (ii) members of the Promoter Group and (iii) top 10 Shareholders (other than the Promoter and Promoter Group) is set out below:

Name	Pre-Offer Shareholding as on date of the Draft Red Herring Prospectus		Post-Offer shareholding as at Allotment*			
			At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹2 each ^{** (1)(2)}	Percentage of post-Offer Equity Share capital (%) ^{** (1)(2)}	Number of Equity Shares of face value of ₹2 each ^{** (1)(2)}	Percentage of post-Offer Equity Share capital (%) ^{** (1)(2)}
Promoters						
Johnson Asaria	79,191,000	33.27	[●]	[●]	[●]	[●]
J John Sathya	70,182,000	29.49	[●]	[●]	[●]	[●]

Charles Packiaraj	70,182,000	29.49	[●]	[●]	[●]	[●]
Total (A)	219,555,000	92.25	[●]	[●]	[●]	[●]
Promoter Group						
J. Gnanachristy	4,500,000	1.89	[●]	[●]	[●]	[●]
J. Jemima Sophiya	4,500,000	1.89	[●]	[●]	[●]	[●]
Vanaja	4,500,000	1.89	[●]	[●]	[●]	[●]
Total (B)	13,500,000	5.67	[●]	[●]	[●]	[●]
Top 10 shareholders other than the above						
Gnanamuthu Arulraj	4,950,000	2.08	[●]	[●]	[●]	[●]
Total (C)	4,950,000	2.08	[●]	[●]	[●]	[●]
Total (A+B+C)	238,005,000	100.00	[●]	[●]	[●]	[●]

* To be filled in at Prospectus stage, upon finalisation of Price Band.

** Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment. Further, assuming that there is no transfer of shares by the Shareholders between the date of the Price Band advertisement and Allotment, and if any such transfers occur prior to the date of Prospectus, it will be updated in the shareholding pattern in the Prospectus.

Notes:

(1) Our Company does not have any options that have to be exercised and includes any transfers of Equity Shares by existing Shareholders after the date of the pre-Offer and Price Band advertisements until date of Prospectus.

(2) Based on the Offer Price of ₹ [●] and subject to finalisation of basis of Allotment.

For further details, see “Capital Structure” on page 91.

6. Summary of Restated Consolidated Information

The following details are derived from the Restated Consolidated Financial Information for the six months period ended September 30, 2025 and for the Fiscals 2025, 2024 and 2023:

(₹ in million, unless otherwise stated)

Particulars	As at and for the period ended September 30, 2025*	As at and for the year ended March 31,		
		2025	2024	2023
Equity share capital	52.89	52.89	52.89	52.89
Total Income	20,065.35	35,079.85	27,552.61	18,996.36
Revenue from operations	19,966.68	34,968.73	27,496.98	18,971.00
Profit/(Loss) after Tax	267.09	462.69	509.49	175.71
Basic earnings/(loss) per equity share (in ₹)	1.12*	1.94	2.14	0.74
Diluted earnings/(loss) per equity share (in ₹)	1.12*	1.94	2.14	0.74
Total borrowings ⁽¹⁾	8,140.05	6,486.98	4,844.62	3,405.55
EBITDA ⁽²⁾	1,451.14	2,228.51	1,698.81	898.98
Net Worth ⁽³⁾	2,232.77	1,972.76	1,508.72	1,001.23
Return on Net Worth ⁽⁴⁾ (%)	12.70%*	26.58%	40.60%	19.27%
Net Asset Value (NAV) (Basic) per Equity Share (in ₹) ⁽⁵⁾	9.38*	8.29	6.34	4.21
Cash flow from operating activities	794.96	492.35	134.35	(428.34)
Cash flow from investing activities	(1,365.29)	(1,168.94)	(744.56)	(534.54)
Cash flow from financing activities	595.91	478.39	718.89	1,063.47

*Not annualised

Notes:

(1) Total borrowings include current and non-current borrowings

- (2) EBITDA is calculated as (i) Profit before Tax for the period / year (ii) plus finance costs and (iii) depreciation and amortization expenses, (iv) less other income.
- (3) “Net worth” as per SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on September 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023.
- (4) Return on Net Worth (%) = Net profit after tax, as restated / Average Net worth as restated as at period/year end.
- (5) Net asset value per share= Net worth as restated / Number of Equity Shares as at period/ year end

For further details, see “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 298 and 368 respectively.

7. Summary of Key Performance Indicators

Details of the key performance indicators as at and for the six months ended September 30, 2025 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, are set forth below:

KPIs	Unit	As at and for			
		Six months ended September 30, 2025^	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Financial KPIs					
Revenue from operations	₹ in million	19,966.68	34,968.73	27,496.98	18,971.00
Revenue growth	%	N.A.	27.17%	44.94%	29.88%
Gross Profit	₹ in million	3,544.30	5,889.54	4,404.20	3,269.01
Gross Profit Margin	%	17.75%	16.84%	16.02%	17.23%
EBITDA	₹ in million	1,451.14	2,228.51	1,698.81	898.98
EBITDA Margin	%	7.27%	6.37%	6.18%	4.74%
Profit After Tax	₹ in million	267.09	462.69	509.49	175.71
PAT Margin	%	1.34%	1.32%	1.85%	0.93%
Basic EPS	₹	1.12	1.94	2.14	0.74
ROCE	%	N.A.	19.64%	22.10%	14.94%
ROE	%	N.A.	26.58%	40.60%	19.27%
Inventory Turnover Ratio	In times	N.A.	4.80	5.47	5.31
Cash conversion cycle	In days	N.A.	47	43	44
Net Debt to Equity Ratio	In times	3.32	2.99	2.85	3.08
Net Debt to EBITDA Ratio	In times	N.A.	2.65	2.53	3.43
Operational KPIs					
Bill cuts	Number	1,130,467	2,309,069	2,050,395	1,671,234
Average ticket size	₹	17,662.33	15,144.08	13,410.58	11,351.49
Same Store Sales Growth (SSSG)	%	N.A.	10.05%	22.00%	18.52%
Total number of stores	Number	387	311	246	204
New stores opened	Number	78	68	44	50
Average store area	sq. ft.	4,673.78	4,550.53	4,247.62	4,112.37

KPIs	Unit	As at and for			
		Six months ended September 30, 2025^	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Number of employees	Number	3,349	2,957	2,332	1,857
Sales per sq. ft.*	₹	11,038.82	24,708.06	26,264.62	22,473.63
Retail footprint (in sq. ft.)	Million sq. ft.	1.81	1.42	1.04	0.84
Revenue per store	₹ in million	51.59	112.44	111.78	93.00
Revenue per employee	₹ in million	5.96	11.83	11.79	10.22
Number of states present	Number	5	4	3	2

Notes:

^Our Company acquired Unilet Appliances Private Limited (“**Unilet**”) on July 31, 2025, following which Unilet became a wholly owned subsidiary of our Company. Above mentioned KPIs includes impact of material acquisition made by the Company during the six month period ended September 30, 2025

*Sales per sq. ft is calculated after reducing online revenue from total revenue, to reflect only physical store sales.

For definitions of the above KPIs, see “Definitions and Abbreviations – Financial Terms and Key Performance Indicators” on page 13. Further, or comparison with the listed peer(s) and more detailed disclosure on such KPIs, see “Basis for Offer Price - Comparison of accounting ratios and KPIs of our Company and listed peers” on page 127.

8. Risk Factors

The following are the top 10 internal risk factors as disclosed in the DRHP:

- Geographic Concentration in Tamil Nadu:** Our operations are significantly concentrated in Tamil Nadu, which accounted for 70.49% of our stores (301 out of 427 stores) as at January 31, 2026, and contributed 83.30%, 90.22%, 96.74% and 98.30% of our revenue for the six months ended September 30, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any adverse developments in Tamil Nadu, including economic slowdown, natural disasters or regulatory changes, could materially and adversely affect our business and financial performance.
- Dependence on Physical Store Footfall:** Our business is significantly dependent on physical retail, with 99.98%, 99.99%, 99.80% and 99.36% of our revenue being derived from physical stores while online sales contributed only 0.02%, 0.01%, 0.20% and 0.64%, for the six months ended September 30, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any sustained reduction in store footfall or shift towards online purchasing could adversely affect our sales, inventory turnover and profitability.
- Supplier Concentration Risk:** We are significantly dependent on a limited number of suppliers for procurement, with our top 10 suppliers accounting for 71.32%, 67.48%, 66.39% and 67.05% of purchases for the six months ended September 30, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any disruption in supply, adverse changes in commercial terms, or loss of key suppliers could adversely affect product availability and margins.
- Inventory Management and Demand Forecasting Risk:** Our business is dependent on accurate demand forecasting and efficient inventory management, with inventory levels increasing from ₹3,448.61 million as at March 31, 2023 to ₹8,571.21 million as at September 30, 2025, with inventory days at 76 days in Fiscal 2025. Any inability to accurately forecast demand or manage inventory may result in stock-outs or excess inventory, leading to markdowns, obsolescence, higher working capital deployment and adverse impact on margins, cash flows and overall financial performance.
- Evolving Consumer Preferences and Technology Risk:** Our business is exposed to rapidly evolving consumer preferences, technological advancements and changing retail formats in the consumer electronics industry, which may require frequent updates to product assortment, pricing and store formats. Any inability to timely adapt to such changes, including shifts towards newer technologies, energy-efficient products or alternative retail

channels, may result in slower inventory turnover, product obsolescence, increased promotional spending and additional capital expenditure on store upgrades, which could materially and adversely affect our revenue, margins, working capital efficiency and overall financial performance.

6. **Brand Partner Concentration and Dependency Risk:** Our business is significantly dependent on our key brand partners, with our top 10 brand partners contributing 71.84%, 70.70%, 69.75% and 70.54% of our revenue for the six months ended September 30, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any decline in brand equity, supply disruptions or adverse changes in their distribution or pricing policies could materially and adversely affect our sales and profitability.
7. **Seasonality and Demand Fluctuations:** Our business is subject to seasonal and cyclical demand patterns, with 50.68% of revenue in Quarter 1 of the six months ended September 30, 2025, and 28.90%, 27.31% and 26.88% of annual revenue in Fiscals 2025, 2024 and 2023, respectively, being driven by demand for seasonal products such as air conditioners. Any adverse changes in weather patterns, festive demand, consumer sentiment or macroeconomic conditions may result in demand volatility, leading to excess inventory or stock-outs, increased promotional activity and margin pressures, which could materially and adversely affect our revenue, profitability, working capital cycles and overall financial performance.
8. **Leasehold Store Dependency:** Our business is significantly dependent on leased premises, with 99.48% of our stores operating from leasehold properties as at January 31, 2026, and total lease liabilities of ₹5,346.95 million as at September 30, 2025. Any inability to renew leases on favourable terms, rental escalations, termination of leases, landlord disputes or procedural irregularities in lease documentation may result in store relocations, increased costs and operational disruptions, which could materially and adversely affect our business, revenue and expansion plans.
9. **Product Concentration in Large Appliances:** A significant portion of our Net Sale of Goods is derived from large appliances, which contributed 59.50%, 60.90%, 61.96% and 64.94% of our Net Sale of Goods for the six months ended September 30, 2025, and Fiscals 2025, 2024 and 2023, respectively. Any decline in demand for these high-value, discretionary products due to macroeconomic factors, reduced consumer financing, adverse weather conditions or changes in consumer preferences, or any disruption in their supply, could lead to lower sales volumes, inventory build-up, increased discounting and margin pressures, which could materially and adversely affect our revenue, profitability and overall financial performance.
10. **Brand Reputation and Perception Risk:** Our business significantly depends on the strength and perception of our “Sathya” and “Unilet” brands (the latter acquired for ₹1,400.00 million in July 2025), which are critical to customer acquisition, retention and market positioning. Any deterioration in brand reputation or customer perception due to adverse publicity, service deficiencies, product-related issues, negative customer feedback or misuse of our brands by third parties could reduce customer footfall, conversions and repeat purchases, which could materially and adversely affect our reputation, revenue and overall business prospects.

For further details of the risks applicable to us, see “*Risk Factors*” on page 24. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

9. The details of weighted average cost of acquisition of shares for Promoter and Selling Shareholders

The weighted average cost of acquisition at which the Equity Shares were acquired by our Promoters (including our Selling Shareholders) are as follows:

S. No.	Name	Number of Equity Shares of face value of ₹2 each held	Weighted average cost of acquisition of Equity Shares of face value of ₹2 each* (in ₹)	Weighted average cost of acquisition of Equity Shares of face value of ₹2 each (in ₹) acquired in last one year*	Weighted average cost of acquisition of Equity Shares of face value of ₹2 each (in ₹) acquired in last three years*
Promoters (also Selling Shareholders)					

S. No.	Name	Number of Equity Shares of face value of ₹2 each held	Weighted average cost of acquisition of Equity Shares of face value of ₹2 each* (in ₹)	Weighted average cost of acquisition of Equity Shares of face value of ₹2 each (in ₹) acquired in last one year*	Weighted average cost of acquisition of Equity Shares of face value of ₹2 each (in ₹) acquired in last three years*
1.	Johnson Asaria	79,191,000	0.31	Nil	Nil
2.	J. John Sathya	70,182,000	0.28	Nil	Nil
3.	Charles Packiaraj	70,182,000	0.28	Nil	Nil

**As certified by M/s. CNGSN & Associates LLP, Chartered Accountants with firm registration number: 004915S/S200036, by way of their certificate dated March 30, 2026*

For details of shareholding of our Promoters, see “*Capital Structure – Equity share capital build-up of our Promoters*” on page 96.

10. Board of Directors and Key Managerial Personnel

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

S. No.	Name	Designation
Board of Directors		
1.	Johnson Asaria	Chairman and Managing Director
2.	J John Sathya	Whole-time Director
3.	Charles Packiaraj	Whole-time Director
4.	N Adila Begum	Independent Director
5.	Baskar Venkatesan	Independent Director
6.	A Pondurai	Independent Director
Key Managerial Personnel*		
1.	Deenadayalan C	Chief Executive Officer
2.	Anandaguru Muthusamy	Chief Financial Officer
3.	M Kirithika	Company Secretary and Compliance Officer

**In addition to Johnson Asaria, our Chairman and Managing Director, J John Sathya, Whole-time Director and Charles Packiaraj, Whole-time Director*

For further details, see “*Our Management*” on page 272.

11. Auditor Qualifications

There are no qualifications of the Statutory Auditor which have not been given effect to in the Restated Consolidated Financial Information.

12. Summary table of outstanding litigations

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

Name	Criminal proceedings	Tax proceedings	Actions taken by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material Civil litigation	Aggregate amount involved* (₹ in million)
Company						
By our Company	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Company	Nil	1	1	N.A.	Nil	13.31
Subsidiaries						
By our Subsidiaries	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Subsidiaries	Nil	1	Nil	N.A.	Nil	0.38
Promoters						
By our Promoters	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Promoters	2	Nil	3	Nil	Nil	Nil
Directors (excluding our Promoters)						
By our Directors	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Directors	Nil	1	Nil	N.A.	Nil	0.50
KMPs (excluding our Promoters)						
By our KMPs	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our KMPs	Nil	Nil	Nil	N.A.	Nil	Nil
Members of Senior Management						
By our members of Senior Management	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our members of Senior Management	Nil	Nil	Nil	N.A.	Nil	Nil

**Amount to the extent ascertainable and quantifiable*

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 417.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, 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.

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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.