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PROPSHOP EVENTS AND EXHIBITIONS LIMITED

Our Company was incorporated as 'Propshop Events and Exhibitions Private Limited' as a private limited company under the provisions of the Companies Act, 2013, pursuant to Certificate of Incorporation dated August 22, 2019, issued by Asst. Registrar of Companies, Central Registration Centre. Our Company was then converted into a public limited company under the Companies Act, 2013, and consequently, the name of our Company was changed to 'Propshop Events and Exhibitions Limited', and a fresh Certificate of Incorporation dated February 10, 2025, was issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. The CIN of the Company is U92490MH2019PLC329470. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 82 and 210 respectively of this Draft Red Herring Prospectus.

Registered office: 18E AC Shed, Plot No. 837, TPS 3, Mori Road, Mahim West, Mahim, Mumbai - 400016, Maharashtra, India

Tel: +91 022-2444 0237; **E-mail:** secretarialcompliance@thepropshop.co.in; **Website:** www.thepropshopindia.com

Contact Person: Saloni Priyank Doshi, Company Secretary and Compliance Officer

Corporate Identification Number: U92490MH2019PLC329470

PROMOTERS OF THE COMPANY: PRATHAMESH SHANTARAM PUSALKAR AND AARTI PRATHAMESH PUSALKAR

INITIAL PUBLIC OFFERING OF UP TO 40,90,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF PROPSHOP EVENTS AND EXHIBITIONS LIMITED ("COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] LAKHS COMPRISING A FRESH ISSUE OF UP TO 32,90,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 8,00,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS (THE "OFFERED SHARES") COMPRISING UP TO 5,00,000 EQUITY SHARES BY PRATHAMESH SHANTARAM PUSALKAR AGGREGATING UP TO ₹ [●] LAKHS AND UP TO 3,00,000 EQUITY SHARES BY AARTI PRATHAMESH PUSALKAR AGGREGATING UP TO ₹ [●] LAKHS (THE "SELLING SHAREHOLDERS" AND SUCH OFFER, THE "OFFER FOR SALE") (THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER") OF WHICH [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER, LESS MARKET MAKER RESERVATION, I.E. NET OFFER [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE FULLYDILUTED POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10/- EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND REGIONAL EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE" OR "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS")

Potential Bidders may note the following: "RISK FACTORS", "OBJECTS OF THE OFFER", "OUR BUSINESS", "OUR MANAGEMENT", "OUR PROMOTERS AND PROMOTER GROUP", "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS", "OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT", "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" have been updated in accordance with the suggestions made by EMERGE Platform of National Stock Exchange of India Limited ("NSE").

The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Red Herring Prospectus and Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

For and on behalf of Propshop Events and Exhibitions Limited

Sd/-

Prathamesh Shantaram Pusalkar
Managing Director

Place: Mumbai

Date: December 29, 2025

BOOK RUNNING LEAD MANAGER



UNISTONE CAPITAL PRIVATE LIMITED

A/305, Dynasty Business Park, Andheri Kurla Road, Andheri East, Mumbai - 400059, Maharashtra, India

Telephone: 022 4604 6494

Email: mb@unistonecapital.com

Website: www.unistonecapital.com

Investor grievance email: compliance@unistonecapital.com

Contact Person: Brijesh Parekh

SEBI registration number: INM000012449

CIN: U65999MH2019PTC330850

REGISTRAR TO THE OFFER



MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

C-101, 247 Park, 1st Floor, L B S Marg, Vikhroli (West), Mumbai 400083, (Maharashtra), India

Telephone: +91 810 811 4949

Email: propshopevents.smeipo@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

Investor grievance email: propshopevents.smeipo@in.mpms.mufg.com

Contact Person: Shanti Gopalkrishnan

SEBI registration number: INR000004058

CIN: U67190MH1999PTC118368

BID/OFFER PERIOD

Anchor portion Opens/Closes on ⁽¹⁾: [●]

Bid/Offer Opens on ⁽¹⁾: [●]

Bid/ Offer Closes on ⁽²⁾⁽³⁾: [●]

1. Our Company, in consultation with the BRLM, may 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 BRLM, 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 Day

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SECTION III: RISK FACTORS

11. Any delays and/or defaults in payments by customers could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operations and financial condition.


We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we supply our services after taking a portion of the agreed invoice value as advance payment against the orders placed by them. We cannot assure you that payments from all or any of our customers will be received in full in a timely manner or to that extent will be received at all.


If any customer defaults in making payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition. As of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023.


There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected. As of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023.

15. Failure to protect our intellectual property could harm our ability to compete effectively.

We rely on copyright, patent, and trademark laws, and other contractual regulations to establish and maintain our proprietary rights. We intend to protect our intellectual property rights very strictly. However, there can be no assurance that we will be able to protect it successfully. Our clients are spread over India as well as overseas countries; our intellectual property rights have limited jurisdiction in India, and it does not provide protection in overseas countries, so we may have to get multiple jurisdiction protection of intellectual rights, which is a very expensive and lengthy process.

We've taken steps to register our Trademark,  and the word mark contents "Propshop Events and Exhibitions with Device PS", with the trademark authorities in India. However, extending this protection to client countries is essential. We may struggle to detect unauthorised use or enforce our intellectual property rights effectively, risking harm to our reputation, business, and profitability.

Regarding the trademark , we've initiated the registration process with the Trademark Office in Mumbai under Class 41, with application number 6788728 dated January 04, 2025. Nevertheless, there's no assurance of successful registration. At Present the remarks form the trademark office for application mentions status as Formalities Check Pass for this application.

Our Company has developed its presence in both Indian and international markets under the brand "Propshop Worldwide Expo" . However, this brand is currently unregistered, and accordingly, our Company does not enjoy the statutory protection conferred upon registration under applicable laws.

Any failure to register or renew registration of our registered trademark may affect our right to use such trademark in future. Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered brand name in India and abroad which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and

timely steps to enforce or protect our trademarks in India and abroad. Further, if do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge in India and abroad. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our brand name is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such brand name will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source in India and abroad. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position in India and abroad. However, as of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023. For further details, see “Government and Other Key Approvals” and “Our Business” on pages 277 and 178.

24. Our Company’s failure to maintain the quality standards of the service could adversely impact our business, results of operations and financial condition.

Quality of services is a vital element for our sector. We provide distinguished services to a variety of customers which provide us a safeguard against the change of trend with any type of customer as our operational cash influxes get balanced with other type of our customer base. Any rapid change in our customers’ expectation on account of changes in technology or introduction of new kind of services or any other reason and failure on our part to meet their expectation could adversely affect our business, results of operations and financial condition. However, as of the date of this Draft Red Herring Prospectus, there have been no instances where failure to maintain quality standards of our services has had any material adverse impact on our business, results of operations, or financial condition.

25. We are exposed to casualty that may occur during Events.

An unfortunate aspect within our industry is the occurrence of casualties during events. Accidents, medical emergencies, or unforeseen circumstances can have grave consequences for both attendees and organizers. Not only do they present immediate threats to human safety and well-being, but they also carry significant financial and reputational risks. Preventing casualties necessitates careful planning, robust safety measures, and swift emergency responses. Despite best efforts, the risk of such occurrences remains a sobering reality for event organizers and participants alike. Fortunately, now to date, we have not faced any such casualties, despite the potential risk of them occurring during events.

26. Any inefficiencies in or failure of our billing and management information systems may adversely affect our business, financial condition and results of operations.

Maintaining billing and customer management systems is critical to ensuring accurate and timely invoicing, preventing revenue loss, and supporting revenue growth. As new technologies and applications emerge, they will place increasing demands on these systems.

The complexities of billing and payment tracking can lead to challenges such as reconciliation issues, revenue recognition discrepancies, and delayed payments. To address these challenges, we must continuously expand and adapt our billing and credit control systems as we introduce new products and scale our business. The growth of new business lines may further strain these systems, placing additional pressure on our administrative, operational, and financial resources. As of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023.

If adequate billing, credit control, and customer management systems are unavailable, outdated, or not upgraded and integrated in a timely manner, it could adversely impact our business, financial condition, and operational performance. As of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023.

29. We are dependent on information technology systems in carrying out our business activities and it forms an integral part of our business. Further, if we are unable to adapt to technological changes and successfully implement new technologies or if we face failure of our information

technology systems, we may not be able to compete effectively which may result in higher costs and would adversely affect our business and results of operations.

We are dependent on information technology system in connection with carrying out our business activities and such systems form an integral part of our business. Any failure of our information technology systems could result in business interruptions, including the loss of our customers/intermediaries, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations. Additionally, our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our business activities, which could adversely affect our operations. Breaches of our information technology systems may result in unauthorized access to confidential information. Such breaches of our information technology systems may require us to incur further expenditure to put in place advanced security systems to prevent any unauthorised access to our networks. In the event, any breach of our systems or software leads to the leaking of our trade secrets or any inventive techniques devised by our Company, it might lead to loss of our originality in the market and increase the chance of our products being substituted by the products of our competitors.

Our future success depends in part of our ability to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis. Our failure to successfully adopt such technologies in a cost- effective manner could increase our costs thereby compelling us to bid at lower margins which might lead to loss of bidding opportunities vis-à-vis such competitors. Additionally, the government authorities may require adherence with certain technologies and we cannot assure you that we would be able to implement such technologies in a timely manner or at all. The cost of upgrading or implementing new technologies or upgrading our existing equipment or expanding our capacity could be significant, less cost effective and therefore could negatively impact our profitability, results of operations, financial condition as well as our future prospects. As of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023.

31. We have in past entered into related party transactions and we may continue to do so in the future.

We have entered certain transactions with related parties may continue to do so in future. While our Company confirms that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act, 2013 and other applicable laws, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. The related party transactions in the future shall also be carried out in accordance with companies act and applicable laws. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “*Note 24- Related Party Disclosures*” under section titled “*Financial Information*” on page 236 of this Draft Red Herring Prospectus.

38. Our inability to establish and maintain effective internal control systems, compliance frameworks, and mechanisms for tracking key operational and business metrics may have a material adverse effect on our business, results of operations, financial condition, and reputation.

We are in the process of establishing its internal control systems and compliance frameworks, including the implementation of internal systems and tools designed to monitor and track certain operational and key business metrics. As these systems and frameworks are still under development, there can be no assurance that deficiencies in compliance with applicable statutory and regulatory requirements do not currently exist or will not arise in the future. Furthermore, there can be no assurance that we will be able to implement adequate remedial measures to address any such deficiencies in a timely manner, or

at all. Any failure to design, implement, monitor, or maintain effective internal controls and compliance procedures, or to accurately track and respond to key operational and business metrics, could result in operational disruptions, regulatory or legal non-compliance, reputational harm, or other adverse consequences, any of which could materially and adversely affect our business, results of operations, financial condition, and prospects. As of the date of this Draft Red Herring Prospectus, there have been no such instances in the Fiscal Year 2025, 2024 and 2023.

39. If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. These licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which renewal applications have been made, kindly refer the chapter titled "Government and Other Key Approvals" beginning on page 277 of this Draft Red Herring Prospectus. However, as of the date of this Draft Red Herring Prospectus, there have been no instances where we failed to obtain, renew, or maintain any statutory or regulatory licenses, registrations, or approvals required to operate our business.

SECTION IV: INTRODUCTION

OBJECTS OF THE OFFER

Details of the Objects of the Offer

1. Funding working capital requirements of the company

We are engaged in the business of trade show and exhibition booth solutions, offering both custom-built and modular exhibition options. Our services span the entire project lifecycle — from concept design and 3D visualization to fabrication, logistics, on-site supervision, installation, and post-event dismantling support. We operate across both domestic and international markets, delivering end-to-end solutions for exhibition stall design, fabrication, and execution. With a strategic focus on strengthening our position in the broader event management industry, we intend to deploy the net proceeds from this Offer to enhance our operational capabilities and expand into adjacent, higher-margin verticals. In particular, we aim to evolve from being primarily an execution partner to a full-fledged event solutions provider. This includes venturing into the organisation of business events, trade fairs, brand activations, and curated corporate experiences, thereby offering integrated services - from ideation and event curation to design, production, and on-ground execution. We believe this expansion will unlock significant cross-selling and up-selling opportunities within our existing client base, enable access to a broader segment of clients, and position us as a comprehensive partner for brand experience management.

A key requirement of this growth strategy is the enhancement and efficient utilization of working capital. Our business involves substantial working capital requirements driven by the need to manage multiple concurrent projects, pre-event preparations, vendor advances, material procurement, logistics, and client-specific demands, often under compressed timelines. To ensure timely and seamless execution of events, it is critical to maintain adequate liquidity and improve cash flow planning. Accordingly, a significant portion of the proceeds will be allocated toward strengthening our working capital base. This will allow us to:

- Enable quicker project turnaround times and reduce execution bottlenecks;
- Take on a greater volume of projects concurrently across geographies;
- Improve vendor management and execution reliability;
- Support faster execution cycles for modular and custom stand solutions;
- Invest in staffing, production resources, digital tools, and technology platforms required for complex and large-scale event delivery.

Through this strategic expansion and operational enhancement, we aim to build a scalable, high-margin, and resilient business model that delivers consistent revenue growth, improved operational efficiency, and long-term client retention.

All these factors result in increase in the quantum of our working capital requirements. Currently we fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and borrowings. The deployment of net proceeds shall be over the course of the financial year 2026 and 2027 in accordance with the working capital requirements of our Company. Our Company proposes to utilise ₹ 1,550.00 lakhs of the Net Proceeds for funding its working capital requirements.

(a) Basis of estimation of working capital requirement

The details of our Company's working capital as at March 31, 2025, March 31, 2024 and March 31, 2023, derived from and the source of funding, on the basis of Restated Standalone Financial Statements as certified by M/s. HRJ & Associates, Chartered Accountants, our Statutory Auditors, through their certificate dated September 15, 2025, are set out in the table below:

(₹ in lakhs)

Particulars	For the period ended March 31, 2025 (Audited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)
Current Assets			
Trade receivables	604.82	174.37	273.52
Short-term loans and advances	249.89	62.54	6.88
Other Current Assets	940.96	780.80	516.24
Total Current Assets (A)	1,795.67	1,017.71	796.63
Current Liabilities			
Trade payables	114.94	185.21	205.23
Other current liabilities	416.99	451.99	499.87
Short-term provisions	104.54	4.72	0.01
Total Current Liabilities (B)	636.47	641.92	705.11
Net Working Capital Requirements (A-B)	1,159.20	375.79	91.53
Source of funds			
Borrowing / Internal accruals	1,159.20	375.79	91.53

Our Company's operations are inherently working capital intensive, as each project necessitates upfront expenditure on materials, fabrication, logistics, and manpower before receipt of client payments. In addition, we are required to make advance payments to vendors and subcontractors for key inputs such as plywood, laminates, lighting, and other event-related materials, while simultaneously extending credit terms to our clients, further lengthen the cash conversion cycle. As the volume and complexity of projects have grown, the requirement for such upfront spending has increased due to the expanded and varied nature and characteristics of subcontractors, vendors and customer base, resulting in higher working capital requirement.

During FY 2023-FY 2025, our Company's working capital requirements increased in line with the growth in operations and the expanding scale of projects undertaken. The net working capital increased from ₹ 91.53 lakhs in FY 2023 to ₹ 375.79 lakhs in FY 2024 and further to ₹ 1,159.20 lakhs in FY 2025. This increase was mainly attributable to higher trade receivables, short-term advances, and other current assets, coupled with a reduction in trade payables.

Trade receivables stood at ₹273.52 lakhs in FY 2023, ₹174.37 lakhs in FY 2024, and increased to ₹604.82 lakhs in FY 2025, reflecting the execution of larger and higher-value projects, particularly for corporate clients and at international locations. The rise was driven by extended credit terms customary in the exhibitions and events industry, where payments are typically received post completion of events. Consequently, trade receivable days increased from 19 in FY 2023 to 27 in FY 2024 and 28 in FY 2025. The higher receivable levels also reflect our Company's growing exposure to overseas clients with longer payment cycles of 90-120 days. As our Company continues to grow, it is onboarding clients across diverse industries, each with varying internal approval mechanisms, credit assessment processes, and payment practices. This diversification naturally leads to longer receivable cycles.

Short-term advances form a major portion of our working capital. With increased project volumes, our Company has onboarded a larger pool of subcontractors and vendors. Given the industry's time-sensitive nature, maintaining strong vendor relationships and ensuring timely delivery requires advance payments for materials, fabrication, manpower, and on-site services.

Other Current Assets forms the majority of company's current assets due to the nature of the operations. It majorly comprises Prepaid Expenses and Advances to Vendors, which together account for 98.23% of the Other Current Assets, wherein Prepaid Expenses are ₹ 465.78 Lakhs (49.50%) and Advances to Vendors are ₹ 458.49 Lakhs (48.73%) for the FY 2024-25. The events and exhibitions industry requires significant pre-execution expenditure, including advance sourcing of materials, fabrication components, and logistics arrangements. As a result, our Company is required to make prepayments

and advances to vendors for materials, fabrication work, logistics, stall construction, design printing, manpower, and other related services. These prepaid expenses and vendor advances ensure timely availability of materials and resources required for project execution, smooth execution of client assignments without delays, securing vendor capacity during peak exhibition seasons, locking in prices to avoid cost fluctuations, and maintaining continuity in operations, especially for overseas and large-scale fabrication work.

Trade payables stood at ₹ 205.23 lakhs in FY 2023, ₹ 185.21 lakhs in FY 2024, and declined to ₹ 114.94 lakhs in FY 2025. Correspondingly, trade payable days were 27 days in FY 2023, 30 days in FY 2024, and reduced to 15 days in FY 2025. The decrease reflects our Company's practice of prompt vendor payments to maintain strong supplier relationships and ensure the timely availability of key inputs required before event execution. In line with industry norms, most inputs are procured and paid for in advance, and timely settlements are essential to secure favourable pricing and uninterrupted supplies. While this strengthens reliability and goodwill, it reduces trade payables and consequently increases net working capital.

Overall, the increase in working capital during FY 2023-FY 2025 is consistent with our Company's expansion in operational scale, higher project volumes, and longer receivable cycles from clients. As a result, our company's working capital needs are expected to stay high as it expands and takes on more complex, larger projects.

(b) Estimated working capital requirements

We propose to utilize ₹ 1,550.00 lakhs of the Net Proceeds in the Financial Year ended March 31, 2026 and March 31, 2027 respectively, towards our Company's working capital requirements. The estimates of the working capital requirements have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur. On the basis of existing and estimated working capital requirement of our Company on an audited standalone basis, and assumptions for such working capital requirements, our Board pursuant through its resolution dated September 15, 2025 has approved the projected working capital requirements for the Financial Year 2026 and 2027 and the proposed funding of such working capital requirements as set forth below:

(₹ in lakhs)		
Particulars	For the year ended March 31, 2027 (Estimated)	For the year ended March 31, 2026 (Estimated)
<i>Current Assets</i>		
Trade receivables	1,195.00	746.00
Short-term loans and advances	545.00	325.00
Other Current Assets	2,065.00	1,553.00
Total Current Assets (A)	3,805.00	2,624.00
<i>Current Liabilities</i>		
Trade payables	285.00	280.00
Other current liabilities	697.00	495.00
Short-term provisions	115.00	44.00
Total Current Liabilities (B)	1,097.00	819.00
Net Working Capital Requirements (A-B)	2,708.00	1,805.00
<i>Source of funds</i>		
Borrowing / Internal accruals	1,708.00	1,255.00
Proceeds from the Offer	1,000.00	550.00

For FY 2025-26, the working capital requirement is projected at ₹ 1,805.00 lakhs. For FY 2026-27, the requirement is projected to widen further to ₹ 2,708.00 lakhs, reflecting our expanding project portfolio, higher execution scale, and continued need for upfront advance expenditure on operational inputs.

Trade Receivables are expected to increase from ₹ 604.82 lakhs in FY 2025 to ₹ 746.00 lakhs in FY 2026 and further to ₹ 1,195.00 lakhs in FY 2027, driven by higher business volume and longer billing

cycles customary in the exhibitions and events industry, where client payments are generally received post-event completion. Other Current Assets are anticipated to rise from ₹ 940.96 lakhs in FY 2025 to ₹ 1,553.00 lakhs in FY 2026 and further to ₹ 2,065.00 lakhs in FY 2027, largely comprising advances and prepaid expenses related to event rentals, logistics, and other operational costs incurred prior to event completion. Short-term loans and advances are expected to increase from ₹ 249.89 lakhs in FY 2025 to ₹ 325.00 lakhs in FY 2026 and further to ₹ 545.00 lakhs in FY 2027, comprising of advances to vendors. Trade Payables are expected to increase from ₹ 114.94 lakhs in FY 2025 to ₹ 280.00 lakhs in FY 2026 and further to ₹ 285.00 lakhs in FY 2027, corresponding to a 15-day payment cycle. We continue to prioritise timely payments to suppliers to secure favourable pricing and ensure uninterrupted supply of materials and services. The projected working capital will be funded through a mix of borrowings and internal accruals amounting to ₹ 1,255.00 lakhs in FY 2026 and ₹ 1,708.00 lakhs in FY 2027, supplemented by the Offer proceeds of ₹ 550.00 lakhs in FY 2026 and ₹ 1,000.00 lakhs in FY 2027.

These changes are consistent with our growth in operations, scale of projects handled, and nature of the industry. Accordingly, we anticipate that our working capital requirement will continue to remain elevated in proportion to business expansion and the increasing number of large-scale projects undertaken.

SECTION V: ABOUT THE COMPANY

OUR BUSINESS

OVERVIEW

Our company “Propshop Events and Exhibitions Private Limited” was incorporated in 2019 by Prathamesh Pusalkar in Mumbai, India. It was later converted into a public limited company on 10.02.2025. As of today, our presence spans in key markets including India, Dubai, US, UK, Germany, and other international regions.

KEY FINANCIAL INFORMATION

Domestic and International revenue bifurcation

Our company has a pan-India presence, having served clients across 15+ states. In addition to our domestic operations, we also cater to international clients across key global markets.

The table below presents a breakdown of revenue generated from domestic and international sales for the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023:

(₹ in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Revenue (₹ in lakhs)	Contribution in revenue (%)	Revenue (₹ in lakhs)	Contribution in revenue (%)	Revenue (₹ in lakhs)	Contribution in revenue (%)
Domestic	4,820.06	93.56%	3,016.16	98.84%	2,575.18	99.39%
International	331.76	6.44%	35.32	1.16%	15.91	0.61%
Total	5,151.82	100.00%	3,051.48	100.00%	2,591.09	100.00%
Revenue from Operations						

Government and Non-government revenue bifurcation

Revenue breakup based on revenue generated from government and revenue generated from non-government entities for the past 3 fiscal years is as follows:

(₹ in lakhs, unless otherwise stated)

Industry	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Revenue (₹ in lakhs)	Contribution in revenue (%)	Revenue (₹ in lakhs)	Contribution in revenue (%)	Revenue (₹ in lakhs)	Contribution in revenue (%)
Govt. Department	6.00	0.12%	34.88	1.14%	101.73	3.93%
Non-government entities	5,145.82	99.88%	3,016.60	98.86%	2,489.36	96.07%
Total	5,151.82	100.00%	3,051.48	100.00%	2,591.09	100.00%

COMPETITIVE STRENGTHS

Established track record in a fragmented industry

Operating in the traditionally unorganised and fragmented sector of exhibition & trade show services, we have established ourselves as a structured and process-driven service provider by offering consistently high-quality, full-stack booth solutions. Propshop has differentiated itself by offering

structured, professional, and end-to-end services. The company has successfully executed over 5,000 exhibition stands for more than 1,100 clients. Its in-house team of 100+ professionals supports a full-service model encompassing design conceptualization, fabrication, pre-builds, quality checks, and post-event dismantling. *(Source: Dun & Bradstreet Report)* While most players in the industry operate regionally with limited-service scope, we provide integrated offerings that span design, fabrication, logistics, installation, and post-event dismantling support - delivered under a unified project management framework. This end-to-end execution capability, supported by established ways of working and in-house teams has allowed us to bring reliability, quality control, and professionalism to an otherwise informal ecosystem. As a result, we have built long-term relationships with clients across sectors such as building materials, pharmaceuticals, IT, real estate, and consumer goods, many of whom have partnered with us across multiple trade show cycles and international markets. Propshop handles an average of 47 domestic and 7 international exhibitions annually, combining design innovation with operational efficiency to deliver comprehensive exhibition and event solutions. Over the past decade, the company has established itself as a recognized exhibition stall designer, delivering customized stall solutions to clients across both domestic and global markets. *(Source: Dun & Bradstreet Report)*. Given the nature of our business, purchase orders are typically raised only a few weeks to 1-2 months prior to the scheduled event or exhibition. This necessitates agile execution, high responsiveness, and robust operational readiness, all of which are integral to our delivery model. Our structured processes and in-house capabilities enable us to meet these condensed timelines without compromising on quality or customer experience, a key differentiator in a segment where lead times are often short and expectations are high.

Since our inception in 2019, we have scaled from a domestic operation to a global service provider, executing projects across markets including the US, UK, Dubai, Germany, Singapore, and India. Our ability to deliver consistent outcomes across geographies through a mix of internal capabilities and collaborations with local teams positions us among a select group of firms equipped to manage complex, multi-country exhibition requirements.

Our growing international presence and recognition at leading trade shows reflect not only the scale of our operations but also our differentiation in a sector still dominated by transactional, unorganised players.

The table below summarizes our growth, market participation, and industry standing:

Particulars	For the year ended (not cumulative)		
	March 31, 2025	March 31, 2024	March 31, 2023
Number of international markets served	17	12	11
Number of sectors served	22	20	17
Number of trade shows/exhibitions participated in	163	133	79
Number of clients served	313	177	145

OUR BUSINESS STRATEGIES

Diversifying service offerings through exhibition and corporate event organisation

We plan to broaden our service portfolio by entering into complementary verticals, with event organisation being a strategic and operationally synergistic extension of our existing expertise in exhibitions, brand activations, and spatial planning. Our strong foundation in logistics, vendor coordination, on-ground execution, and project management aligns closely with the core requirements of successful event organisation. We have already successfully organized a corporate event in the month of September 2025 (FY 2025-26), overseeing every aspect of the planning, organization, and execution. This included end-to-end event management, from conceptualization to on-site delivery. A second corporate event was organized in the month of October 2025, further demonstrating our operational capability in this segment. To support this expansion, we have actively promoted our event management and organisation expertise by sharing detailed presentations with prospective clients. We have also

added this segment to our website to showcase our capability in organising and managing large scale corporate events. Further, we have successfully been empanelled with several prominent exhibition organizers, enabling us to enter the exhibition organization segment. This strategic move enables us to utilize established partnerships and strengthen our position as a prominent player in the expanding exhibition industry.

By offering services such as venue coordination, vendor sourcing, scheduling, and execution support for corporate events, conferences, and launches, we can enhance the lifetime value of our clients while leveraging existing relationships across sectors like pharmaceuticals, technology, and consumer goods. To effectively launch and scale this new vertical, we will formalize and deepen our existing relationships by partnering with established event organisers and logistics providers with whom we already collaborate, enabling us to leverage their expertise and expand our service offerings efficiently. These partnerships will enable us to quickly access domain-specific operational capabilities while continuing to focus on what we do best – precise execution and client servicing. Over time, we plan to build a dedicated events team within our company, allowing us to handle end-to-end event organisation independently. This measured, partnership-led approach ensures low capital risk and high scalability as we expand our service portfolio. In alignment with our strategy to offer a complete range of event-related services, we are leveraging our established expertise in fabrication, creative design, and project management. This approach is intended to enhance client satisfaction by increasing the service offerings under one roof. Through these actions, we are taking meaningful steps toward achieving our long-term strategy of becoming a comprehensive provider of exhibition and event solutions, enhancing our market position and delivering greater value to clients.

INVENTORY MANAGEMENT

Given the project-based and geographically dispersed nature of our operations in the events and exhibitions industry, executing multiple projects across various global locations, it is neither logistically feasible nor economically viable to maintain a centralized inventory of raw materials for use across all projects.

For each event, materials and equipment are typically procured or rented on a project-specific basis. These items are either rented for the duration of the project, after which they are returned or disposed of as per the rental agreement, or purchased and utilized specifically for that project, and subsequently scrapped or sold upon completion, depending on their residual usability and economic value. Reusable items, such as plywood, commercial ply, nylon carpet rolls, lighting fixtures, trussing, or minor installation components held temporarily between projects are of negligible value and are expensed off as part of the respective project costs. This accounting treatment accurately reflects the operational model of the business and ensures that costs are matched with the revenues of the respective projects. The scale and value of such reusable inventory are minimal and are consumed or disposed of within a very short period. Consequently, as at any reporting date, the Company does not carry any inventory on its balance sheet.

INFORMATION TECHNOLOGY

We use a combination of accounting and design software to manage our operations efficiently. Tally ERP is used for accounts, invoicing, and taxes, while freely available online tools are used for layouts, 3D visuals and technical drawings. We own our servers, and services such as the firewall, antivirus, and other security systems are provided through leased third-party services. Appropriate measures, including secure servers, access controls, and regular backups are in place to protect business and client data and ensure its confidentiality and availability.

HUMAN RESOURCES

As of August 31, 2025, the Company has a total of 102 employees. Out of these, EPF contributions are made for 41 employees. The remaining employees, despite earning a basic wage of more than ₹15,000 per month, have voluntarily opted out of the EPF scheme by submitting Form 11, as allowed under the

relevant EPF regulations. The difference in EPF contributions is due to the choice exercised by these employees to opt out, even though their wages exceed the threshold for mandatory EPF enrolment.

The following table provides information about our permanent employees:

Sr. No.	Category	Total
1	Management Department	2
2	Operations and Production Department*	35
3	Sales & Marketing Department	32
4	Designing Department	21
5	Accounts Department	5
6	Data Operations Department	4
7	HR & Admin Department	1
8	Information Technology Department	1
9	Legal & Compliance Department	1
Total		102

*The Operations and Production department is responsible for end-to-end Operational Planning, On-site execution, Project Planning and Coordination, Vendor and Resource Management, Production and Fabrication Management (on-site supervision), Logistics and On-Site Execution, Quality and Safety Compliance, Budget and Cost Control, and Client Coordination and After-Event Activities.

We also engage third-party subcontractors for the fabrication and assembly of exhibition booths and related components. These subcontractors deploy their own workforce under fixed-term or project-based arrangements, in accordance with applicable labour laws. The number of workers engaged by each subcontractor varies depending on the size, complexity, and timeline of the assigned project.

OUR PROPERTIES

The following are the details of our properties:

Details of the Deed/ Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage	Counterparty
Leave and License Agreement	18E AC Shed, Final Plot no. 837, TPS 3, Mori Road, Next to Inez Towers, Mahim (W), Mumbai - 400016, India.	₹ 2,27,248/- per month	41 months commencing from: February 01, 2025 to June 30, 2028	Registered Office	1) Santosh Jagtiani 2) Shobha Jagtiani 3) Rahul Jagtiani 4) Karishma Jagtiani
Leave and License Agreement	Godown no. H No. 56, floor of the building Abdula Rashid Compound, Survey no. 258, Vasai-Palghar Road, Virar - 401208, Maharashtra, India	₹ 58,000/- per month	11 months commencing from: February 01, 2025 To December 31, 2025	Godown I	Shaikh Mohammed tariq Zubair
Lease Deed Agreement	Property bearing Survey no. 8/1 and 8/2, Hanumantegowdana palya road, Madanayakanahally,	₹ 1,34,400/- per month, with 5% p.a. escalation after completion of	11 months commencing from: March 01, 2025 to	Godown II	1) S. Mahesh 2) A.C.N. Murthy

Details of the Deed/ Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage	Counterparty
	Tumkur road, Bangalore, India.	every 12 months	January 31, 2026		

The lessors are not a related party. Accordingly, the lease transactions are conducted on a normal commercial basis and are in compliance with the Companies Act, 2013, and other applicable laws.

OUR MANAGEMENT

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last three years.

Name of the Director	Date of Appointment	Date of Change in Designation	Date of Cessation	Reason for Change
Prathamesh Shantaram Pusalkar	-	May 05, 2025	-	Re-designated as Managing Director
Shreyas Shrikant Rumade	-	May 05, 2025	-	Re-designated as Whole-time Director
Ajay Jangir	April 30, 2025	-	-	Appointment as an Independent Director
Bhaves Rameshkumar Jain	March 24, 2025	-	-	Appointment as an Independent Director
Aarti Prathamesh Pusalkar	-	March 22, 2025	-	Re-designated as Non-Executive Director
Shreyas Shrikant Rumade	-	September 30, 2024	-	Regularization as Director
Shreyas Shrikant Rumade	June 12, 2024	-	-	Appointment as an Additional Director

ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

There has been no Key Managerial Personnel (KMP) turnover during the past three financial years.

With respect to employee attrition, the turnover of employees for the last three financial years is as follows:

Particulars	2024-25	2023-24	2022-23
Number of employees at the beginning of the year (A)	74	47	30
Number of employees who left during the year (B)	17	12	11
Number of employees at the end of the year (C)	97	74	47
Attrition rate (%) (B/((A+C)/2))	19.88%	19.83%	28.57%

CHANGES IN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS

In addition to the changes specified under “*Changes in the Board of Director during the Last Three Years*”, set forth below, are the changes in our Key Managerial Personnel and Senior Management Personnel in the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus:

Name of KMP/ SMP	Date of Appointment	Date of Change in Designation	Date of Cessation	Reason for Change
Priyanka Akshat Lad	May 05, 2025	-	-	Appointment as Chief Financial Officer
Muthumani Thangadurai Nadar	May 05, 2025	-	-	Appointment as Key Managerial Personnel (General Manager – Sales)

Tushar Khanvilkar	Sudhakar	May 05, 2025	-	-	Appointment as Key Managerial Personnel (Senior VP – Sales)
Saloni Doshi	Priyank	April 15, 2024	-	-	Appointment as Company Secretary

OUR PROMOTERS AND PROMOTER GROUP

DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEARS

Except as disclosed below, none of our Promoter has disassociated themselves from any companies or firms during the three years preceding the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name of the Promoter	Name of the Company or Firms from which the Promoter have disassociated	Reason for and such circumstances leading to dissociation	Date of Striking off
1.	Prathamesh Shantaram Pusalkar and Aarti Prathamesh Pusalkar	D Propshop India Private Limited*	Voluntary Striking-Off	September 06, 2024
2.	Prathamesh Shantaram Pusalkar and Aarti Prathamesh Pusalkar	Tazaamarket Private Limited*	Voluntary Striking-Off	September 17, 2024

** The Company had become non-operational and did not have any significant business activities or future business plans. As there were no outstanding liabilities, the management decided to apply for voluntary striking-off of the Company in order to reduce ongoing compliance requirements and associated costs.*

SECTION VI: FINANCIAL INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

COMPARISON OF F.Y. 2025 WITH F.Y. 2024:

Profit after Tax (PAT)

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a consequent increase in total expenses as a percentage of total income. The Profit After Tax (PAT) for the financial year 2024-25 reached ₹632.30 lakhs, marking an increase from ₹219.46 lakhs in the financial year 2023-24. In the financial year 2024-25, PAT constituted 12.26% of the total income, in contrast to 7.18% in the fiscal year 2023-24. This enhancement can be primarily attributed to increased revenue from operations during the year, though the revenue growth was largely offset by proportional increases in operating costs.

Rationale for increase in Revenue from Operations

Increase in revenue during the financial year 2024-25 was primarily driven by strategic expansion into international markets and the commencement of overseas projects. This expansion has not only enhanced our market presence but has also helped diversify our client base, contributing to a substantial boost in overall revenue.

The location-wise bifurcation of Revenue from Operations for the last three fiscal years is as follows:

Particulars	(₹ in lakhs)		
	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue from Operations	5,151.82	3,051.48	2,591.09
Growth (%)	68.83%	17.77%	-
Revenue from Project executed in India	2,407.1	1,864.68	1,870.15
Growth (%)	29.09%	-0.29%	-
Export (A)	331.76	35.32	15.91
International projects of domestic clients (B)	2,412.96	1,151.48	705.03
Revenue from Project executed Outside India (A+B)	2,744.72	1,186.8	720.94
Growth (%)	131.27%	64.62%	-

The revenue from international projects has seen a growth of 131.27% year-on-year, reflecting the success of our international expansion efforts. This is a key driver behind the overall revenue increase, which has grown by 68.83% compared to the previous year.

Additionally, to support this growth and ensure the timely execution of both domestic and international projects, we expanded our workforce. The increase in manpower for the last three fiscal years is as follows:

Particulars	2024-25	2023-24	2022-23
Number of employees at the beginning of the year	74	47	30
Number of employees at the end of the year	97	74	47

This strategic expansion into new markets, along with increased operational capacity, has been key to driving our revenue growth in FY 2024-25.

Rationale for increase in company's PAT and PAT Margin in FY 24 and FY 25:

The increase in Profit After Tax (PAT) and PAT margins in FY 24 and FY 25 is attributable to successful international expansion, service diversification, and scaled operational efficiency:

Growth in International Revenue - International business has been a major driver of improved profitability. Revenue from projects executed outside India increased at a compounded annual growth rate (CAGR) of 95.119% from FY 23, contributing positively to our profit margins. International assignments command higher margins due to their specialised nature, complex fabrication requirements, premium service pricing, and favourable client profiles.

Diversified and Strengthened Client Base - Our entry into new geographies and multiple industry segments has resulted in the onboarding of a broader and more diverse client portfolio. This diversified client base has provided access to larger, higher-value projects with differing profitability profiles, enabling us to capitalise on opportunities offering superior margins.

Cost Efficiency and Economies of Scale - As operational volumes increased from FY 2022-23 to FY 2024-25, we achieved improvements in cost efficiency. With higher project throughput and increased business with subcontractors, we gained stronger negotiation leverage, resulting in more competitive costs and better control over direct expenses.

PAT Growth & Margin Improvement:

Increase in PAT:

As a result of the increase in focus toward international market, the company's Profit After Tax (PAT) has seen a substantial increase. The PAT has grown from ₹96.84 lakhs in FY 2022-23 to ₹ 219.46 lakhs in FY 2023-24, reflecting a major improvement in profitability.

PAT Margin:

Correspondingly, the PAT margin has significantly improved. In FY 2022-23, the PAT margin was 3.74% indicating poor profitability due to focus in domestic market only. By FY 2023-24 the PAT margin surged to 7.19%, showcasing the positive impact of the higher-margin international market contracts.

Contribution of International Revenue and its impact on PAT Margin

The growth in international revenue was 131.27% and 64.62% for the financial years ended 31 March 2025 and 31 March 2024, respectively. The contribution of international revenue to total revenue stood at 53.28% for FY 2024-25 and 38.89% for FY 2023-24, which reflects a material and growing share of the Company's overall business.

The higher PAT margin on international projects is primarily attributable to the following commercial factors:

- **Limited competition internationally:** The number of service providers capable of offering turnkey execution at international venues is lower compared to India.
- **Preference of Indian clients exhibiting abroad:** Indian exhibitors prefer engaging Indian service providers due to accountability, familiarity, cost transparency, and execution reliability.
- **Margin leverage due to international pricing benchmarks:** International service providers charge substantially higher prices. Since the Company's clients benchmark costs against international rates rather than Indian domestic rates, the Company is able to charge comparatively higher margins while still offering clients a competitive advantage over foreign providers.

- **Economies of scale in subcontracting:** As volumes have grown, a higher proportion of work has been consistently awarded to repeat subcontractors. This has strengthened the Company's negotiation position, resulting in more favourable commercial terms.

These factors collectively enable the Company to earn better profit margins on international projects as compared to domestic projects.

Cost Efficiency and Economies of Scale

The Company has achieved ongoing operational efficiencies and stronger economies of scale as the number of booths executed worldwide continues to grow. These increases have contributed to higher profitability through:

- **Stronger Subcontractor Partnerships:** As volumes have grown, more work has been awarded to both trusted repeat subcontractors and newly onboarded subcontractors, improving the Company's leverage and enabling them to secure favorable commercial terms across the board.
- **Improved margin mix:** The rising share of international booths, which inherently carry higher profit margins, has contributed directly to the improvement in overall PAT margin.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

We are involved in various legal proceedings from time to time, mostly arising in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, civil suits, criminal proceedings, regulatory proceedings, and tax disputes pending before various authorities. These legal proceedings may have been initiated by us or by customers, regulators, or other parties, and are pending at different levels of adjudication before various courts, quasi-judicial bodies, tribunals, enquiry officers and appellate tribunals.

There is no outstanding legal proceeding against the Company which has been considered material in accordance with our Company's "Policy for Determining Materiality of any Event" framed in accordance with Regulation 30 of the SEBI Listing Regulations.

Our Company has, in accordance with the resolution passed by our Board solely for the purpose of this Offer, disclosed in this section (i) all outstanding criminal litigation and tax proceedings involving our Company; (ii) all outstanding civil litigation involving our Company which is above of our Company ("**Materiality Threshold**"); (iii) all outstanding actions by statutory or regulatory authorities involving any of our Company; (iv) any other outstanding litigations involving our Company where the monetary sum involved is not quantifiable or is below the Materiality Threshold, where an adverse outcome would, in the opinion of the Board, materially and adversely affect the business, operations, prospects, reputation or financial position of our Company, (v) any litigations involving the Directors and Promoters of our Company, an adverse outcome in which shall have a material impact on the Company, and (VI) details, if any of all criminal proceedings involving our Key Managerial Personnel and Senior Management Personnel of our Company and also the actions by regulatory authorities and statutory authorities against such key managerial personnel and senior management. For the purposes of this Section, the Materiality Threshold is as below, further, same as has been adopted by the Board of our Company in its meeting of board of directors held on July 23, 2025.

"if Litigation where the value or expected impact in terms of value, exceeds the lower of the following:

- two (2) percent of turnover, as per the latest annual restated financial statements viz. as on March 31, 2025 of our Company i.e ₹ 103.03 lakhs or
- two (2) percent of net worth, as per the latest annual restated financial statements viz. as on March 31, 2025 of our Company i.e ₹ 22.63 lakhs: or
- five (5) percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements viz. as on March 31, 2025 of our Company i.e ₹ 15.80 Lakh;

G. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS BY OUR COMPANY:

In terms of our Materiality Policy adopted by the Board vide Resolution dated July 23, 2025 the Board deems all creditors above 5% of the outstanding trade payables as per the last Restated Audited Financial Statements as material creditors i.e ₹ 5.74 lakhs. As of March 31, 2025, our Company owes the following amounts to small-scale undertakings, other creditors, and material creditors.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as of March 31, 2025, by our Company, are set out below and the disclosure of the same is available on the website of our Company at www.thepropshopindia.com

(₹ in lakhs)			
Sr. No.	Types of Creditors	Number of Creditors	Amount*^
1.	Material Creditors	4	46.51

Sr. No.	Types of Creditors	Number of Creditors	Amount*^
	Micro and Small enterprises	Nil	Nil
	Other Creditors	4	46.51
2.	Other than Material Creditors	58	68.43
	Micro and Small enterprises	Nil	Nil
	Other Creditors	58	68.43
	Total	62	114.94

**To the extent quantifiable*

^As certified by the Statutory Auditor by way of its certificate dated September 15 ,2025.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Sd/-

Prathamesh Shantaram Pusalkar

Managing Director

DIN: 06743048

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR OF OUR COMPANY

Sd/-

Aarti Prathamesh Pusalkar

Non-Executive Director

DIN: 08056543

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE-TIME DIRECTOR OF OUR COMPANY

Sd/-

Shreyas Shrikant Rumade

Whole-Time Director

DIN: 10665291

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

Sd/-

Ajay Jangir

Non-Executive Independent Director

DIN: 11071891

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

Sd/-

Bhavesh Rameshkumar Jain

Non-Executive Independent Director

DIN: 11000813

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

Priyanka Akshat Lad

CFO

PAN: CTOPK3371F

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

Saloni Priyank Doshi (ACS: 57916)
Company Secretary & Compliance Officer
PAN: CCTPM8351D

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

Sd/-

Prathamesh Shantaram Pusalkar

Selling Shareholder

Place: Mumbai

Date: December 29, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. I further certify that all disclosures made in this Addendum to Draft Red Herring Prospectus are true and correct.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

Sd/-

Aarti Prathamesh Pusalkar

Selling Shareholder

Place: Mumbai

Date: December 29, 2025