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Initial Public Offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").



(Please scan this QR Code to view the RHP and the Abridged Prospectus)

# CONCORD ENVIRO SYSTEMS LIMITED

Our Company was originally incorporated as "Concord Enviro Systems Private Limited" under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated July 1, 1999, issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). The name of our Company was subsequently changed to "Concord Enviro Systems Limited", upon conversion into a public company, pursuant to a board resolution dated May 23, 2022, and a shareholders' resolution dated May 25, 2022, and a fresh certificate of incorporation was issued by the RoC consequent upon change of name on conversion to public limited company on June 9, 2022. For details in relation to change in name and the address of the registered office of our Company, see "History and Certain Corporate Matters" on page 281 of the red herring prospectus dated December 14, 2024 ("RHP" or "Red Herring Prospectus") filed with the RoC.

Registered and Corporate Office: 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai - 400051, Maharashtra, India; Contact Person: Priyanka Aggarwal, Company Secretary and Compliance Officer; Telephone: +91 (22) 6704 9000  
E-mail: cs@concordenviro.in; Website: www.concordenviro.in; Corporate Identity Number: U45209MH1999PLC120599

## OUR PROMOTERS: PRAYAS GOEL AND PRERAK GOEL

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ 1,750.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 4,640,888 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("THE OFFERED SHARES") COMPRISING OF UP TO 4,186,368 EQUITY SHARES BY AF HOLDINGS, UP TO 150,600 EQUITY SHARES BY PRAYAS GOEL, UP TO 150,500 EQUITY SHARES BY PRERAK GOEL, UP TO 29,500 EQUITY SHARES BY NAMRATA GOEL, UP TO 31,500 EQUITY SHARES BY NIDHI GOEL AND UP TO 92,420 EQUITY SHARES BY PUSHPA GOEL AGGREGATING UP TO ₹ [●] MILLION (THE "SELLING SHAREHOLDERS" AND SUCH OFFER, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

## DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 5 OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE <sup>(1)</sup> (IN ₹)
AF Holdings	Investor Selling Shareholder	Up to 4,186,368 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	183.82
Prayas Goel	Promoter Selling Shareholder	Up to 150,600 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.15
Prerak Goel	Promoter Selling Shareholder	Up to 150,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.23
Pushpa Goel	Promoter Group Selling Shareholder	Up to 92,420 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.35
Nidhi Goel	Promoter Group Selling Shareholder	Up to 31,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.28
Namrata Goel	Promoter Group Selling Shareholder	Up to 29,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.30

(1) As certified by Shah & Mantri, Chartered Accountants, pursuant to their certificate dated December 14, 2024.

We are a provider of water and wastewater treatment and reuse solutions, including zero liquid discharge technology. We have in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operations and maintenance and digitalization solutions including IoT.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations  
QIB Portion: Not more than 50% of the Offer | Non-Institutional Portion: Not less than 15% of the Offer | Retail Portion: Not less than 35% of the Offer

PRICE BAND: ₹ 665 TO ₹ 701 PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH.  
THE FLOOR PRICE AND THE CAP PRICE ARE 133.00 TIMES AND 140.20 TIMES  
THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.  
BIDS CAN BE MADE FOR A MINIMUM OF 21 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH  
AND IN MULTIPLES OF 21 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH THEREAFTER.  
THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2024  
AT THE UPPER END OF THE PRICE BAND IS 30.79 TIMES

In accordance with the recommendation of the committee of Independent Directors of our Company, pursuant to their resolution dated December 14, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on page 150 of the RHP.

In making an investment decision and purchase in the Offer, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the merits and risks involved and not rely on any other external sources of information about the Offer available in any manner.

In relation to Price Band, potential investors should only refer to this price band advertisement for the Offer and should not rely on any media articles/reports in relation to the valuation of our Company as these are not endorsed, published or confirmed either by our Company or by the BRLMs.

## RISKS TO INVESTORS

(For details refer to section titled "Risk Factors" on page 31 of the RHP)

### 1. Dependence on Manufacturing Facilities

The company's operations depend heavily on manufacturing facilities in Vasai, Maharashtra and Sharjah UAE, during Fiscal 2024 and the five months ended August 31, 2024 respectively, with total operating costs of ₹1,312.26 million and ₹861.68 million respectively, in the five months ended August 31, 2024. Risks such as equipment breakdowns, industrial accidents, or utility disruptions could lead to delays and increased repair costs, impacting operational efficiency.

### 2. Low-Capacity Utilization

The capacity utilization at the Vasai facility for modules was 24.92% in the five-month period ended August 31, 2024, compared to 40.18% in Fiscal 2024 and 38.00% in Fiscal 2023. Similarly, the Sharjah facility's utilization for modules dropped to 20.64% in the five-month period ended August 31, 2024 from 30.82% in Fiscal 2024 and 37.12% in Fiscal 2022. Persistent under-utilization increases fixed costs, reducing profitability and competitive positioning.

### 3. Customer Concentration

The top 10 customers contributed 54.68% of revenue in the five-month period ended August 31, 2024, and 55.95% in Fiscal 2024. A significant dependency exists on a few clients, and any cancellations or delays in projects could materially affect financial performance and cash flows.

### 4. Seasonal Sales Fluctuations

Sales of systems and plants are concentrated in the last quarter of the fiscal year, with capacity utilization lowest in Q1 2025. This uneven distribution leads to inefficiencies, lower utilization in the first three quarters, and cash flow management challenges.

### 5. Raw Material Dependency

Raw material costs accounted for 50.68% of our expenses (₹1,046.95 million) in the five-month period ended August 31, 2024, compared to 55.94% in Fiscal 2024. Additionally, 54.34% of raw materials, for the five-month period ended August 31, 2024, were sourced internationally, exposing the company to supply chain risks, price fluctuations, and currency volatility.

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6. OFS Proceeds, i.e. 65.02% of the Offer will not be received by the Company

The Company will only receive funds from the Fresh Issue portion, i.e. ₹ 1,750 million, i.e. 34.98% of the Offer Size and the funds from Offer for Sale portion, i.e. ₹ 3,253.26 million, i.e. 65.02% will be received by the Selling Shareholders. (all values calculated on the upper end of the price band)

7. Order Book Risk

The contracts in our Order Book may be adjusted, cancelled or suspended by our customers and, therefore our Order Book is not necessarily indicative of our future revenue or profit. As of August 31, 2024, the company's order book stood at ₹5,017.46 million, with 74.50% attributed to systems and plants. Our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.

8. Subsidiary Losses

Our Company has seven subsidiaries, of which, Rochem Separation Systems (India) Private Limited and Blue Zone Ventures Private Limited have reported losses in the five-month period ended August 31, 2024 while our other subsidiaries have reported losses in the past. Further, for the

five-month period ended August 31, 2024, our subsidiaries did not contribute meaningfully to our overall profitability.

9. Our Profitability has fluctuated in the past

Our EBITDA margins for the five-month period ended August 31, 2024, and the financial years ended March 31, 2024, 2023, and 2022, amounted to 7.33%, 16.33%, 14.45%, and 18.65%, respectively. Further, we have had low PAT margins during the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022 of 0.25%, 8.34%, 1.60% and 5.00%, respectively.

10. The two BRLMs associated with the Offer have handled 28 public Issues in the past three financial years, out of which 9 Issues closed below the offer price on listing date:

Name of the BRLMs	Total Issues	Issues closed below IPO Price on listing date
Motilal Oswal Investment Advisors Limited*	11	4
Equirus Capital Private Limited*	15	5
Common issues of above BRLMs	2	0
Total	28	9

\*Issues handled where there were no common BRLMs

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE : WEDNESDAY, DECEMBER 18, 2024  
BID/OFFER OPENS ON : THURSDAY, DECEMBER 19, 2024\*  
BID/OFFER CLOSES ON : MONDAY, DECEMBER 23, 2024\*\*(1)

\*Our Company in consultation with the BRLMs, 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.  
\*\*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.  
(1) UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:  
Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) – For RIBs other than QIBs and NIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through online channels like Internet Banking Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and NIB categories and modification/cancellation of Bids by Retail Individual Bidders*	Only between 10.00 a.m. and up to 5.00 p.m. IST
Upward or downward revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

#QIBs and Non-Institutional Bidder can neither revise their bids downwards nor cancel/withdraw their bids.  
\* UPI mandate end time and date shall be at 05:00 p.m. on Bid/ Offer Closing Date.

Bid / Offer Programme

Event	Indicative Date
Bid/Offer Closing Date	Monday, December 23, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, December 24, 2024
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA	On or about Thursday, December 26, 2024
Allotment of Equity Shares/ Credit of Equity Shares to dematerialised accounts of Allottees	On or about Thursday, December 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday, December 27, 2024

**ASBA** # Simple, Safe, Smart way of Application!!!

# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Investors and Non - Institutional Investor applying for amount upto ₹ 5,00,000/-, applying through Registered Brokers, DPs and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 0.50 million in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 501 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and HDFC Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Manager ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in).

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In case of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the other Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "Net QIB Portion"). Further, 5% of the Net

QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders ("Non-Institutional Portion"), in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Portion ("Retail Portion"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the Application Supported by Blocked Amount ("ASBA") process and shall provide details of their respective bank account including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 501 of the RHP.

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) are correctly filled in the Bid cum

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Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories to the

**General Risk:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 31 of the RHP.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Mumbai  
Date: December 14, 2024

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("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 only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering in the United States.

Adfactors 51

# "IMPORTANT"

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