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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").



## PREMIER ENERGIES LIMITED



(Please scan this QR code to view the Red Herring Prospectus)

Our Company was originally incorporated as a private limited company with the name "Premier Solar Systems Private Limited" under the provisions of the Companies Act, 1956, at Hyderabad, India, pursuant to a certificate of incorporation dated April 3, 1995, issued by the Registrar of Companies, Andhra Pradesh. Subsequently, pursuant to a Board resolution dated May 6, 2019 and a resolution passed at an extraordinary general meeting dated July 25, 2019, the name of our Company was changed to "Premier Energies Private Limited" and a fresh certificate of incorporation dated August 6, 2019 was issued by the Registrar of Companies, Telangana at Hyderabad ("RoC"). Upon the conversion of our Company into a public limited company, pursuant to a Board resolution dated September 3, 2019 and a Shareholders' resolution dated September 4, 2019, the name of our Company was changed to "Premier Energies Limited" and a fresh certificate of incorporation dated September 25, 2019 was issued by the RoC. For details in relation to the changes in the registered office of our Company, see "History and Certain Corporate Matters - Changes in the registered office of our Company" on page 284 of the Red Herring Prospectus dated August 20, 2024 ("RHP" or "Red Herring Prospectus") filed with the RoC.

Corporate Identity Number: U40106TG1995PLC019909  
Registered Office: Plot No. 8/B/1 and 8/B/2, E- City, Maheshwaram Mandal Raviriyala Village, K.V. Rangareddy - 501 359, Telangana, India. Corporate Office: 8<sup>th</sup> Floor, Orbit Tower, Hyderabad Knowledge City, Raidurg (Panmaktha Village), Serilingampally Mandal, Hyderabad - 500 019, Telangana, India  
Contact Person: Ravella Sreenivasa Rao, Company Secretary and Compliance Officer, Tel: +91 90 3099 4222; E-mail: investors@premierenergies.com; Website: www.premierenergies.com

### OUR PROMOTERS: SURENDER PAL SINGH SALUJA AND CHIRANJEEV SINGH SALUJA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF PREMIER ENERGIES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH BY OUR COMPANY AGGREGATING UP TO ₹12,914 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 34,200,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH (THE "OFFERED SHARES").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH, AGGREGATING UP TO ₹100.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

### DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND THE WEIGHTED AVERAGE COST OF ACQUISITION

Name of Selling Shareholder	Type	Number of Equity Shares offered	Weighted Average Cost of Acquisition Per Equity Share (in ₹)*
South Asia Growth Fund II Holdings LLC	Investor Selling Shareholder	Up to 26,827,200 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	19.97
South Asia EBT Trust	Investor Selling Shareholder	Up to 172,800 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	19.97
Chiranjeev Singh Saluja	Promoter Selling Shareholder	Up to 7,200,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.25

\*As certified by Manian and Rao, Chartered Accountants, by way of their certificate dated August 20, 2024.

Our Company is primarily an integrated solar cell and solar module manufacturer

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 Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer | Retail Portion: Not less than 35% of the Net Offer  
Employee Reservation Portion: Up to [●] Equity Shares aggregating up to ₹ 100 Million

PRICE BAND: ₹ 427 TO ₹ 450 PER EQUITY SHARE OF FACE VALUE OF ₹1 EACH.

THE FLOOR PRICE AND THE CAP PRICE ARE 427 TIMES AND 450 TIMES THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY.

BIDS CAN BE MADE FOR A MINIMUM OF 33 EQUITY SHARES AND IN MULTIPLES OF 33 EQUITY SHARES THEREAFTER.

A DISCOUNT OF ₹ 22 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated August 21, 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 159 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.

### RISKS TO INVESTORS

For details refer to section titled "Risk Factors" on page 37 of the RHP

- Customer concentration risk:** We have in the past derived, and we believe that we will continue to derive, a significant portion of our revenue from certain large customers. The top 10 customers for Fiscals 2022, 2023, 2024 and for three months ended June 30, 2023 and June 30, 2024 contributed ₹4,918.01 million, ₹10,794.63 million, ₹21,073.91 million, ₹4,900.79 million and ₹13,447.53 million. This represents 66.20%, 75.56%, 67.03%, 80.21% and 81.14% of the revenue from operation, respectively for the same period.
- Deployment of IPO proceeds towards loss making subsidiary:** 75% of the Gross proceeds of the Fresh Issue will be applied to our subsidiary, Premier Energies Global Environment Private Limited which has incurred losses of ₹(5.23) million, ₹(1.50) million, ₹(10.83) million and ₹(222.58) million in Fiscals 2022, 2023, 2024 and three month ended June 30, 2024, respectively. Further, most of our Subsidiaries have incurred losses at some point in the last three Fiscals and the three months ended June 30, 2024, and any similar losses in the future may adversely affect our business, financial condition and cash flows.
- Product concentration risk:** Our business and prospects of our Company is dependent on the success of two products namely, solar cells and modules, and therefore their continued success is necessary for our business and prospects.
- Geographical concentration risk pertaining to manufacturing units:** We operate through five manufacturing facilities, all of which are situated on land that we own, in Hyderabad, Telangana, India and operations are susceptible to disruptions which may be caused by certain local and regional factors, including but not limited to economic and weather conditions, natural disasters, demographic factors, and other unforeseen events and circumstances.
- Financial Risk:**  
**Loss incurred in the past:** We incurred losses of ₹(144.08) million and ₹(133.36) million in Fiscals 2022 and 2023, respectively. Losses in future could have an adverse impact on our growth prospects.
- No long-term agreement with suppliers of raw materials:** Absence of long-term supply contracts subject us to risks such as price volatility and we continue to remain susceptible to the risks arising out of price fluctuations as well as import duties, which could result in a decline in our operating margins.
- Import risk:** A significant portion of the raw materials are imported from China and other jurisdictions. Total cost of imported materials from China and other jurisdictions for Fiscals 2022, 2023, 2024 and for three months ended June 30, 2023 and June 30, 2024 was ₹4,493.43 million, ₹8,687.22 million, ₹16,923.92 million, ₹3,681.37 million and ₹6,004.89 million. This represents 60.79%, 54.78%, 62.24%, 73.23% and 62.32% of the total purchases, respectively for the same period.
- Competition risk:** We face intense competition from other Indian solar cell and module manufacturers as well as solar cell and module manufacturers from China and Southeast Asia for domestic demand, while our export sales face competition from a wide range of global solar cell and module manufacturers. As of the date of the Red Herring Prospectus, we have an aggregate annual installed capacity of 2 GW for solar cells and 4.13 GW for solar modules. According to F&S, the largest integrated solar cell and solar module manufacturer in India as of March 31, 2024 is Mundra Solar with an aggregate annual installed capacity of 4 GW of solar cell and 4 GW of solar module. Increased competition may result in price reduction, reduced margins and a loss of our market share, any of which may adversely affect our business, financial condition and prospects.
- Offer related risk:** We will not receive any proceeds from the Offer for Sale portion and the same will be received by the Selling Shareholders.
- Market Risk:** Our revenue from operations and profit for Fiscal 2024 was ₹ 31,437.93 million and ₹ 2,313.60 million respectively.

Particulars	At Floor Price	At Cap Price
Market capitalization to revenue from operations for Fiscal 2024	6.14	6.45
Price to earnings ratio (based on profit after tax for Fiscal 2024)	77.92	82.12

- Weighted Average Return on Net Worth for Financial Year ended 2024, 2023 and 2022 is 17.00%.
- Weighted average cost of acquisition for all shares transacted in the last one year, 18 months and 3 years preceding the date (August 24, 2024) is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last 1 year	43.74	10.29	Lowest Price: NA* Highest Price: 450
Last 18 months	43.04	10.46	Lowest Price: NA* Highest Price: 450
Last 3 years	41.32	10.89	Lowest Price: NA* Highest Price: 450

\*As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated August 24, 2024.

\*Calculated after considering the conversion of CCDs into Equity Shares on August 16, 2024. The cost of acquisition of such Equity Shares converted has been arrived at by taking into account the amount paid on acquisition of CCDs.

\*Equity shares acquired pursuant to a gift and bonus issue.

- The average cost of acquisition per Equity Share by the Selling Shareholders as on the date (August 24, 2024) is as follows:

Name	Number of Equity Shares of face value of ₹1 each held	Average cost of acquisition per Equity Share (in ₹)
Chiranjeev Singh Saluja	266,812,382	0.25
South Asia Growth Fund II Holdings LLC	76,865,171	19.97*
South Asia EBT Trust	495,105	19.97*

\*As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated August 24, 2024.

\*The amount paid on the acquisition of CCDs has been considered as the basis for arriving at the cost of acquisition of Equity Shares on conversion. Our Company allotted 17,487,360 compulsorily convertible debentures ("CCDs") to South Asia Growth Fund II Holdings LLC and 112,640 CCDs to South Asia EBT Trust by way of preferential allotment on September 28, 2021. Pursuant to conversion of the CCDs on August 16, 2024, 87,436,800 Equity Shares were allotted to South Asia Growth Fund II Holdings LLC, and 563,200 Equity Shares were allotted to South Asia EBT Trust, in the ratio of five Equity Shares for each CCD held, amounting to 88,000,000 Equity Shares in the aggregate, prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. As on date of the Red Herring Prospectus, our Company does not have any outstanding CCDs.

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14. WACA, Floor Price and Cap Price

Past Transactions	Weighted average cost of acquisition per Equity Share (in ₹) <sup>#</sup>	Floor Price (in ₹)	Cap Price (in ₹)
Weighted average cost of acquisition of Primary Issuances	19.97	21.38 times	22.53 times
Weighted average cost of acquisition of Secondary Transactions	450.00	0.95 times	1.00 time

<sup>#</sup>As certified by Manian & Rao, Chartered Accountants by way of their certificate dated August 24, 2024. Last five Primary and Secondary transactions considered for computation of the weighted average cost of acquisition of the Primary and Secondary Transactions, respectively.

15. The 3 BRLMs associated with the Offer have handled 62 public issues in the past three financial years, out of which 14 issues have closed below the offer price on the listing date

Name of the BRLM	Total Public Issues	Issues closed below the issue price on listing date
Kotak Mahindra Capital Company Limited*	9	1
ICICI Securities Limited*	35	10
J. P. Morgan India Private Limited*	1	0
Common Issues handled by the BRLMs	17	3
<b>Total</b>	<b>62</b>	<b>14</b>

\*Issues handled where there were no common BRLMs.

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE : MONDAY, AUGUST 26, 2024\*

BID/OFFER OPENS ON : TUESDAY, AUGUST 27, 2024\*

BID/OFFER CLOSES ON : THURSDAY, AUGUST 29, 2024<sup>^</sup>

\* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.  
<sup>^</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

ASBA<sup>#</sup> Simple, Safe, Smart way of Application!!!

<sup>#</sup> 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 Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 495 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. ASBA bid-cum-application forms can be downloaded from the websites of 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/OtherAction.do?doRecognisedFpi=yes&intmid=35 and https://www.sebi.gov.in/sebiweb/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. 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 ICICI Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For Offer related queries, please contact the 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.

NOTICE TO INVESTORS

With reference to the red herring prospectus dated August 20, 2024 (the "RHP") filed with the RoC and submitted thereafter with SEBI and the Stock Exchanges, potential Bidders may note the following:

1. Our Company has been informed by Surender Pal Singh Saluja, one of our Promoters, that he has transferred an aggregate of 782,000 Equity Shares, representing 0.19% of the pre-Offer paid-up Equity Share capital of our Company ("Promoter 1 Transfer"), as follows:

Date of Transfer	Name of Transferor	Name of Transferee	Whether connected with the Company, the Promoters/ Promoter Group/the Company's Directors or KMPs, the Subsidiaries, and the Group Companies	Nature of Transfer	Number of Equity Shares	Transfer Price per Equity Share (₹)	Number of Equity Shares held post completion of the Transfer (% of pre-offer share capital of the Company after the transfer)
August 23, 2024	Surender Pal Singh Saluja	Uday Nandlal Shah	No	Secondary transaction	207,000	450	15,694,120 (3.72%)
August 23, 2024		Charu Mahendra Panikh	No		144,000	450	
August 23, 2024		Mahendra Baboobhai HUF	No		135,000	450	
August 23, 2024		Nehal Mahendra Panikh	No		126,000	450	
August 23, 2024		Parshvmani Trading Company Private Limited	No		67,500	450	
August 23, 2024		Ranjeet Singh Lonial	No		33,334	450	
August 23, 2024		Sanjiv Narayan	No		16,666	450	
August 23, 2024		Krishna Kumar Pant	No		16,666	450	
August 24, 2024		Protons Corporate Services Private Limited	No		35,834	450	

2. Our Company has been informed by Chiranjeev Singh Saluja, our Promoter Selling Shareholder, that he has transferred an aggregate of 6,863,000 Equity Shares, representing 1.63% of the pre-Offer paid-up Equity Share capital of our Company ("Promoter 2 Transfer"), as follows:

Date of Transfer	Name of Transferor	Name of Transferee	Whether connected with the Company, the Promoters/ Promoter Group/the Company's Directors or KMPs, the Subsidiaries, and the Group Companies	Nature of Transfer	Number of Equity Shares	Transfer Price per Equity Share (₹)	Number of Equity Shares held post completion of the Transfer (% of pre-offer share capital of the Company after the transfer)
August 23, 2024	Chiranjeev Singh Saluja	Alpana Mundra	No	Secondary transaction	1,088,887	450	266,812,382 (63.22%)
August 23, 2024		Hina Jayesh Parekh	No		555,555	450	
August 23, 2024		MC Jain Infoservices Private Limited	No		555,554	450	
August 23, 2024		AART Corporation Advisors Private Limited	No		444,444	450	
August 23, 2024		Mona Bajaj	No		444,444	450	
August 23, 2024		Sanjay Ramavtar Goenka	No		333,333	450	
August 23, 2024		Pratibha Realty Company Private Limited	No		111,110	450	
August 23, 2024		Vijay Agarwal	No		55,554	450	
August 24, 2024		Protons Corporate Services Private Limited	No		1,718,565	450	
August 24, 2024		Jalan Chemical Industries Private Limited	No		1,111,110	450	
August 24, 2024		Keya Vimal Salot	No		222,222	450	
August 24, 2024		Saumik Ketan Doshi	No		222,222	450	

3. Our Company has been informed by Charandeep Singh Saluja, a member of the Promoter Group that he has transferred an aggregate of 379,107 Equity Shares, representing 0.09% of the pre-Offer paid-up Equity Share capital of our Company ("Promoter Group Transfer"), as follows:

Date of Transfer	Name of Transferor	Name of Transferee	Whether connected with the Company, the Promoters/ Promoter Group/the Company's Directors or KMPs, the Subsidiaries, and the Group Companies	Nature of Transfer	Number of Equity Shares	Transfer Price per Equity Share (₹)	Number of Equity Shares held post completion of the Transfer (% of pre-offer share capital of the Company after the transfer)
August 23, 2024	Charandeep Singh Saluja	Gulab Shrimal	No	Secondary transaction	138,888	450	1,396,093 (0.33%)
August 23, 2024		Dinesh Laxman Kale	No		44,444	450	
August 23, 2024		Mukesh Patidar	No		11,111	450	
August 24, 2024		Deepak Kukreti	No		88,888	450	
August 24, 2024		Kshilit Singh	No		44,444	450	
August 24, 2024		Rishabh Sunil Rathi	No		22,222	450	
August 24, 2024		Dinesh Kumar Agarwal	No		11,111	450	
August 24, 2024		Ajay Sampath	No		9,111	450	
August 24, 2024		Devki Nandan Pandey	No		8,888	450	

4. Further, our Company has been informed by South Asia Growth Fund II Holdings LLC and South Asia EBT Trust, two of our Investor Selling Shareholders, that they have transferred an aggregate of 11,272,142 Equity Shares, representing 2.67% of the pre-Offer paid-up Equity Share capital of our Company ("Investor Selling Shareholder Transfers"), and together with the Promoter 1 Transfer, the Promoter 2 Transfer and the Promoter Group Transfer, the "Transfers"), as follows:

Date of Transfer	Name of Transferor	Name of Transferee	Nature of Transfer	Number of Equity Shares	Transfer Price per Equity Share (₹)	Number of Equity Shares held post completion of the Transfer (% of pre-offer share capital of the Company after the transfer)
August 22, 2024	South Asia Growth Fund II Holdings LLC	Trufort Fund Limited	Secondary transaction	996,000	450	76,865,171 (18.21%)
		Ayushmat Ltd		2,030,000	450	
		Aidos India Fund Limited		560,000	450	
		ELM Park Fund Limited		939,000	450	
		Kotak Mahindra Life Insurance Company Limited		2,225,000	450	
		Axis Balanced Advantage Fund		111,111	450	
		Axis Equity Hybrid Fund		111,111	450	
		Axis Midcap Fund		666,666	450	
		Axis Small Cap Fund		666,750	450	
		Axis Manufacturing Fund		222,222	450	
		Axis Multicap Fund		222,222	450	
		Axis Business Cycles Fund		127,778	450	
		Axis Innovation Fund		97,140	450	
		Quant Multi Asset Fund (A scheme of Quant Mutual Fund)		2,225,000	450	

Date of Transfer	Name of Transferor	Name of Transferee	Nature of Transfer	Number of Equity Shares	Transfer Price per Equity Share (₹)	Number of Equity Shares held post completion of the Transfer (% of pre-offer share capital of the Company after the transfer)
August 22, 2024	South Asia EBT Trust	Ranjeet Singh Lonial	Secondary transaction	36,072	450	495,105 (0.12%)
		Sanjiv Narayan		18,035	450	
		Krishna Kumar Pant		18,035	450	

5. Sudhir Moola, Senior Management of our Company and the Chief Strategy Officer of one of our Subsidiaries, Premier Solar Powertech Private Limited has transferred 432,881 Equity Shares of our Company on August 23, 2024 and August 24, 2024 at a price of ₹ 450 per Equity Share to 16 transferees.

6. On August 22, 2024, August 23, 2024 and August 24, 2024, PEL ESOP Trust, pursuant to exercise of vested employee stock options under PEL ESOP Scheme, has transferred 3,020,054 Equity Shares of our Company to 93 eligible employees.

ADDENDUM TO THE RED HERRING PROSPECTUS DATED AUGUST 20, 2024 (THE "ADDENDUM")

With reference to the RHP filed with the RoC, SEBI and Stock Exchanges, potential Bidders may note the following:

1. Pursuant to the Transfers, the section titled "Capital Structure" beginning on page 115 of the RHP, will be suitably updated in the Prospectus, including details of: (a) the total number of Shareholders of our Company; (b) Shareholders holding 1% or more of the paid-up Equity Share capital of our Company on a fully diluted basis; and (c) details of the build-up of shareholding of our Promoter in our Company.

Please note that the Equity Shares transferred pursuant to the Transfers ("Sale Shares") do not form part of the Equity Shares proposed to be offered by the Selling Shareholders in the Offer for Sale. Further, the Sale Shares shall be subject to lock-in, in accordance with Regulation 17 of the SEBI ICDR Regulations, as applicable.

2. The shareholding of the Promoters, member of the Promoter Group and Investor Selling Shareholders in our Company, following the Transfers and as on the date of this Addendum are set out below:

Sr. No.	Name	No. of Equity Shares prior to the Transfers	No. of Equity Shares post the Transfers	% of total pre-Offer paid-up Equity Share Capital prior to the Transfers	% of total pre-Offer paid-up Equity Share Capital prior to the Transfers
1.	Surender Pal Singh Saluja	16,476,120	15,694,120	3.90%	3.72%
2.	Chiranjeev Singh Saluja	273,675,382	266,812,382	64.84%	63.22%
3.	Charandeep Singh Saluja	1,775,200	1,396,093	0.42%	0.33%
4.	South Asia Growth Fund II Holdings LLC	88,065,171	76,865,171	20.87%	18.21%
5.	South Asia EBT Trust	567,247	495,105	0.13%	0.12%

The updated pre-Offer shareholding of the Promoters, member of the Promoter Group and Selling Shareholders will be suitably updated in all relevant sections of the Prospectus, including the sections titled "Summary of the Offer Document" and "Capital Structure".

3. Pursuant to the Transfers, details of (a) the weighted average cost of acquisition per Equity Share for the Promoters and Selling Shareholders included in the cover page and section titled "Summary of the Offer Document", respectively; and (b) the weighted average cost of acquisition of all shares transacted in the three years, eighteen months and one year immediately preceding the Red Herring Prospectus, included in the section titled "Summary of the Offer Document" will be updated as follows:

Period	Weighted average cost of acquisition <sup>†</sup> (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last one year	43.74	10.29	Lowest Price: NA* Highest Price: 450
Last 18 months	43.04	10.46	Lowest Price: NA* Highest Price: 450
Last three years	41.32	10.89	Lowest Price: NA* Highest Price: 450

As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated August 24, 2024.

<sup>†</sup> Calculated after considering the conversion of CCDS into Equity Shares on August 16, 2024. The cost of acquisition of such Equity Shares converted has been arrived at by taking into account the amount paid on acquisition of CCDS.

\* Equity shares acquired pursuant to a gift and bonus issue.

4. Pursuant to the Transfers, the "Capital Structure" section on page 115 of the RHP will be suitably updated in the Prospectus, including the details under: (a) History of the share capital held by the Promoters – Build-up of Promoters' shareholding in our Company; (b) History of the share capital held by the Promoters – Shareholding of our

Promoters and member of our Promoter Group; (c) History of the share capital held by the Promoters – Details of minimum Promoters' contribution locked in for three years; (d) History of the share capital held by the Promoters – Sales or purchases of Equity Shares or other specified securities of our Company by our Promoters, members of our Promoter Group and/or our Directors and their relatives during the six months immediately preceding the date of this Red Herring Prospectus; (e) Our Shareholding pattern; (f) Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company; (g) Details of shareholding of the major shareholders of our Company.

5. As a result of the transfer of Sale Shares, the disclosures in the section "Basis for Offer Price – Weighted average cost of acquisition, Floor Price and Cap Price" on page 165 of the RHP, in relation to the price per share of our Company based on secondary sale/ acquisitions of shares, stands updated as follows:

Sr. No.	Name of Acquirer	Date of Transaction	Nature of Transaction	Acquisition Price per Specified securities (in ₹)	Number of Specified securities acquired
1.	Various (see point no. 1 under 'Notice to Investors' above for details)	August 23, 2024; August 24, 2024	Transfer by way of sale from Surender Pal Singh Saluja	450	782,000
2.	Various (see point no. 2 under 'Notice to Investors' above for details)	August 23, 2024; August 24, 2024	Transfer by way of sale from Chiranjeev Singh Saluja	450	6,863,000
3.	Various (see point no. 3 under 'Notice to Investors' above for details)	August 23, 2024; August 24, 2024	Transfer by way of sale from Charandeep Singh Saluja	450	379,107
4.	Various (see point no. 4 under 'Notice to Investors' above for details)	August 22, 2024	Transfer by way of sale from South Asia Growth Fund II Holdings LLC	450	11,200,000
5.	Various (see point no. 4 under 'Notice to Investors' above for details)	August 22, 2024	Transfer by way of sale from South Asia EBT Trust	450	72,142

Weighted average cost of acquisition ("WACA"), floor price and cap price

Past transactions	Weighted average cost of acquisition per Equity Share (₹) <sup>†</sup>	Floor Price (₹)	Cap Price (₹)
Weighted average cost of acquisition of Secondary Transactions	450	0.95 times	1.00 time

<sup>†</sup>As certified by Manian & Rao, Chartered Accountants by way of their certificate dated August 24, 2024. Last five secondary transactions considered for computation of the weighted average cost of acquisition of the Secondary Transactions.

The Red Herring Prospectus including the sections titled "Summary of the Offer Document", "Risk Factors", "Capital Structure", "Basis for Offer Price", "Our Promoters and Promoter Group" beginning on pages 22, 37, 115, 159 and 324, respectively, shall be appropriately updated in the Prospectus, to reflect the developments indicated in this Addendum, as and when it is filed with the RoC, SEBI and the Stock Exchanges.

The changes set out above are to be read in conjunction with the RHP, and accordingly, all references to this information in the RHP stands amended pursuant to this Addendum. The information in this Addendum supplements the RHP, and updates the information set out in the RHP solely to the extent set out above. This Addendum does not reflect all the changes that have occurred between the date of the RHP and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Prospectus. Please note that the information included in the RHP will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. Investors should read this Addendum along with the RHP before making an investment decision with respect to the Offer.

All capitalised terms not specifically defined herein shall, unless the context otherwise requires, have the same meanings as ascribed to them in the RHP.

