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AVANA ELECTROSYSTEMS LIMITED

(Formerly known as Avana Electrosystems Private Limited)

CIN: U31400KA2010PLC054508

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
No: 8, KAIDB, lot No. 35, 1 st Main Road, 2 nd Phase, Peenya Industrial Area, Nelagadaranahalli Village, Peenya Small Industries, Bengaluru – 560 058, Karnataka, India	N.A.	Amrutha Naveen, Company Secretary and Compliance Officer;	Email: cs@avanaelectrosystems.com Tel: +91 80 4123 3386	https://avanaelectrosystems.com/

OUR PROMOTERS: ANANTHARAMAIAH PANISH, GURURAJ DAMBAL, S VINOD KUMAR AND K N SREENATH,

DETAILS OF THE FRESH ISSUE AND OFFER FOR SALE

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue and Offer for Sale	Up to 50,90,000 Equity Shares aggregating up to ₹ [●] lakhs	Up to 10,00,000 Equity Shares aggregating up to ₹ [●] lakhs	Up to 60,90,000 Equity Shares aggregating up to ₹ [●] lakhs	The Offer is being made pursuant to regulation 229(2) and 253(1) of Chapter IX of the SEBI ICDR Regulations.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION

Name of the Selling Shareholder	Category	Number of Shares Offered	Weighted Average Cost of Acquisition in ₹ per Equity Share
Anantharamaiah Panish	Promoter Selling Shareholder	2,50,000	1.10
Gururaj Dambal	Promoter Selling Shareholder	2,50,000	1.10
S Vinod Kumar	Promoter Selling Shareholder	2,50,000	0.40
K N Sreenath	Promoter Selling Shareholder	2,50,000	1.10

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times of the face value of the Equity Shares. The Floor Price, Cap Price and Offer Price determined and justified by our Company and Promoter Selling Shareholders, in consultation with the Book Running Lead Manager in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of Book Building Process and as stated in “Basis for the Offer Price” on page 105 of the Draft Red Herring Prospectus should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire 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 the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft

Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 31 of the Draft Red Herring Prospectus.


ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in the Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect, Promoter Selling shareholders, severally and not jointly, accept responsibility for and confirm only the statements expressly and specifically made by such Promoter Selling shareholders in the Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Promoter Selling shareholders assume no responsibility, as Promoter Selling Shareholders, for any other statement in the Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company's business or any other selling shareholders or any other person(s).


LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received ‘In-Principle’ approval from NSE for the listing of the Equity Shares pursuant to letter dated [●]. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited (“NSE EMERGE”). A signed copy of the Red Herring Prospectus shall be delivered for filing with the RoC in accordance with Section 26(4) of the Companies Act.

BOOK RUNNING LEAD MANAGER TO THE OFFER

Logo & Name	Contact Person	Telephone and Email
 Indcap Advisors Private Limited	Shraddha Khanna	Tel: +91 33 4069 8001 E-mail: smeipo@indcap.in

REGISTRAR TO THE OFFER

Logo & Name	Contact Person	Telephone and Email
 Integrated Registry Management Services Private Limited	S Giridhar	Tel: +91 80 23460815/816/817/818 Email id: smeipo@integratedindia.in

OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●] ⁽¹⁾⁽²⁾	BID / OFFER OPENS ON	[●] ⁽³⁾	OFFER CLOSING DATE	[●] ⁽²⁾⁽³⁾
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[^]Subject to finalization of Basis of Allotment

⁽¹⁾ Our Company and Promoter Selling Shareholders, 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 and Promoter Selling Shareholders, in consultation with the BRLM, 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.

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

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AVANA ELECTRO SYSTEMS LIMITED

Our Company was originally incorporated as a private limited company under Companies Act 1956, in the name and style of ‘Avana Electrosystems Private Limited’ under the Companies Act, 1956, pursuant to a Certificate of Incorporation dated July 16, 2010 issued by the Registrar of Companies, Bengaluru, Karnataka (RoC). Pursuant to a special resolution passed by our shareholders in the Extra Ordinary General Meeting held on December 09, 2024, our Company has been converted into a public limited company and the name of our Company was changed to ‘Avana Electrosystems Limited’ and a fresh Certificate of Incorporation dated December 17, 2024 has been issued to our Company by the Central Processing Centre. For further details on the change in name and registered office of our Company, see “History and Certain Corporate Matters” on page 183 of the Draft Red Herring Prospectus.

Registered Office: No: 8, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadarahanahalli Village, Bengaluru – 560 058, Karnataka, India; **Contact Person:** Amrutha Naveen, Company Secretary and Compliance Officer; **E-mail:** cs@avanaelectrosystems.com; **Tel:** +91 80 4123 3386; **Website:** www.avanaelectrosystems.com

OUR PROMOTERS: ANANTHARAMAIAH PANISH, GURURAJ DAMBAL, S VINOD KUMAR AND K N SREENATH

DETAILS OF THE OFFER

INITIAL PUBLIC OFFER OF UPTO 60,90,000[^] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (“EQUITY SHARES”) OF AVANA ELECTROSYSTEMS LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “OFFER PRICE”) AGGREGATING TO ₹ [●] LAKHS (THE “THE OFFER”) COMPRISING OF A FRESH ISSUE OF UPTO 50,90,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UPTO 10,00,000 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDERS (“OFFER FOR SALE”) AGGREGATING TO ₹ [●] LAKHS OF WHICH UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE “NET OFFER”). THE FRESH OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POSTOFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND ALL EDITION OF [●] REGIONAL NEWSPAPER (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE”).

Potential investors may note the following:

1. In the *Definitions and Abbreviations* Chapter, certain definitions in Company Related Terms, Technical and Industry Related Terms and Conventional and General terms and abbreviations has been revised and will be updated in RHP.
2. In section II i.e., “*Summary of Offer Document*”, Summary of Related Party Transactions has been revised.
3. In Section III titled “*Risk Factors*” certain risk factors have been revised and updated as suggested by the NSE and additional risk factors have been included.
4. Section IV, “*Objects of the Offer*,” has been updated to include certain changes in the Object of Capital Expenditure and the Working Capital table, along with the inclusion of auditor certification.
5. Section IV, “*Basis for Offer Price*” has been updated with the revised figures of total revenue from operations of peer group.
6. Section V chapter “*Our Business*” chapter has been updated to include the revenue bifurcation on the business verticals and domestic sales and export sales, description of manufacturing process of control and relay panels, Financial and Operational KPIs, our competitive strengths, business operations, sales and marketing and infrastructure facilities and utilities.
7. Section V chapter “*Our Management*” chapter has been updated to include the updated Brief Profile of the Directors and SMPs.

8. In Section VI chapter **“Restated Financial Statements”**, the Related Party Transaction table has been revised.
9. In Section VI chapter **“Management’s Discussion and analysis of Financial Condition and Result of Operation”**, certain changes with respect to Addendum to Examination Report dated November 28, 2025 has been included.
10. Section VII chapter **“Outstanding Litigations and Material Developments”** has been updated to include litigation involving Independent Director and litigation involving KMPs and SMPs.
11. Section VII chapter **“Government and other Statutory approvals”** has been updated to include the non-applicability of Shops and Establishment Act.
12. Section VII chapter **“Other Regulatory and Statutory Disclosures”** has been updated include the revised figures in Other Disclosures table.
13. Section VIII chapter **“Offer Procedure”** has been updated with the revised colour for the Bid cum Application form.
14. Section X – **“Material Contracts and Documents for Inspection”** has been updated to add material documents like Architect Report, Certificate from Statutory Auditor on working capital requirement and Addendum to Examination Report of the Peer Reviewed Auditor.

Place: Bengaluru, India

Date: December 08, 2025

On behalf of Avana Electrosystems Limited

SD/-

Anantharamaiah Panish

Managing Director

BOOK RUNNING LEAD MANAGER TO THE OFFER

REGISTRAR TO THE OFFER



Indcap Advisors Private Limited

Suite 1201, 12th Floor, Aurora Waterfront, GN 34/1, Sector 5,

Salt Lake City, Kolkata – 700091, West Bengal, India

Tel: +91 33 4069 8001

Email ID: smeipo@indcap.in

Website: <http://www.indcap.in/>

Investor Grievance E-mail: investors@indcap.in

Contact Person: Shraddha Khanna

SEBI Registration Number: INM000013031



Integrated Registry Management Services Private Limited

No 30 Ramana Residency,

4th Cross Sampige Road, Malleswaram,

Bengaluru - 560 003

Karnataka, India

Contact Person: S Giridhar

Email ID: smeipo@integratedindia.in

Tel No: +91 80 23460815/816/817/818

SEBI Registration: INR00000054

OFFER PROGRAMME

**ANCHOR
INVESTOR
BIDDING DATE**

[●] ⁽¹⁾⁽²⁾

**BID / OFFER OPENS
ON**

[●] ⁽³⁾

**BID / OFFER
CLOSES ON**

[●] ⁽²⁾⁽³⁾

[^]Subject to finalization of Basis of Allotment

⁽¹⁾ Our Company and the Promoter Selling Shareholders, 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 and the Promoter Selling Shareholders, in consultation with the BRLM, 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.

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

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SECTION I – GENERAL

DEFINITION AND ABBREVIATIONS

COMPANY RELATED TERMS

Term	Description
SMP	Senior Management Personnel

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
FCFE	Free Cash Flow to Equity
FCF	Free Cash Flow

TECHNICAL/ INDUSTRY RELATED TERMS

Term	Definition
KIADB	Karnataka Industrial Areas Development Board
EPC	Engineering, Procurement and Construction
OBBBA	One Big Beautiful Bill Act
WEO	World Economic Outlook

SECTION II – SUMMARY OF OFFER DOCUMENT

RELATED PARTY TRANSACTIONS

(₹ in Lakhs)

Particulars	Nature of Transaction	31-03-2025	31-03-2024	31-03-2023
(I)	Transactions with Directors			
Panish Anantha Ramaiah	Director Renumeration	61.20	41.88	42.38
Kondahalli Nagaraj Sreenath	Director Renumeration	38.16	21.24	21.24
Gururaj Dambal	Director Renumeration	47.28	27.96	28.46
Vinod Kumar S	Director Renumeration	38.76	21.84	21.24
(II)	Transactions with Directors			
Panish Anantha Ramaiah	Performance Incentives	38.75	-	-
Kondahalli Nagaraj Sreenath	Performance Incentives	38.75	-	-
Gururaj Dambal	Performance Incentives	38.75	-	-
Vinod Kumar S	Performance Incentives	38.75	-	-
(III)	Relatives of Director			
<u>Smita Dambal</u>	Professional Fees	18.00	18.60	14.50
<u>Nithya M</u>	Professional Fees	18.00	18.60	15.00
G Usha	Professional Fees	18.00	18.60	15.00
<u>Rama Subramanyam</u>	Professional Fees	18.00	18.60	14.50
Ramabai Dambal	Professional Fees	6.00	0.00	0.00
Total		418.40	187.32	172.32

SECTION III - RISK FACTORS

New RF to be added in the top 15 risk factors:

RF. The Company may face the likelihood of time overrun and cost overrun during the relocation of our two manufacturing units into one integrated unit is subject to various risks and uncertainties, and any time overrun, cost overrun or failure in implementation may adversely affect our business, financial condition, and results of operations

We propose to utilise a portion of the Net Proceeds from the Issue towards capital expenditure, for the establishment of a new integrated manufacturing unit at Plot Nos. 121 & 122 in the Avverahalli Industrial Area, comprised in Survey Nos. Parts of 87/1 & 87/2, situated in Avverahalli Village, Sompura Hobli, Nelamangala Taluk, Bengaluru Rural District. The Capital expenditure is based on our current internal business plan, management estimates formulated considering prevailing market conditions and quotations received from third party vendors. The successful implementation of this project is subject to several risks and uncertainties, including receipt of requisite regulatory approvals, availability of skilled and unskilled labour, timely completion of civil construction and development of required infrastructure. These estimates have not been appraised by any bank, financial institution or independent agency and may change due to internal or external factors, many of which are beyond our control.

There can be no assurance that the actual costs or time required for the establishment of the new integrated manufacturing unit will not exceed the estimates. Risks associated with the implementation of the proposed facility include, but are not limited to:

- delays or cost overruns arising from fluctuations in price of civil construction and infrastructure, transportation constraints, or vendor-related delays;
- availability of labour, construction materials and contractors;
- lower production efficiency or yield during the initial phase of operations before achieving optimal scale;
- interruptions caused by natural disasters, pandemics or other unforeseen circumstances; and
- potential changes in government policies or regulatory frameworks affecting industrial development.

New RF to be added in the top 15 risk factors:

RF. We do not own both our manufacturing units and the Registered Office from where we operate. Both our manufacturing units including registered office has been taken on lease basis. Further, the lease deed of our manufacturing units are not registered.

Our Company does not own its Control and Relay Panel Manufacturing Unit and Registered Office - both situated No: 8, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadranahalli Village, Bengaluru – 560058, Karnataka, India. The same has been taken on lease for a period of 3 years. Further we do not own our Relay Manufacturing Unit situated at Plot No N-1, 4th Cross 1st Stage, Peenya Industrial Estate, Bengaluru. The same has been taken on a lease basis for 11 months. Further, the lease deed of both our units are not registered. The lease deed of Relay Manufacturing Unit, being of 11 months is not required to be registered, however, the lease deed for the Control and Relay panel Manufacturing Unit as well as the Registered Office is in process of getting registered. The Company has initiated the registration process and they believe the same will be done. However, in a situation that the aforesaid lease is not registered by the lessors, the Company may incur penalty for the non-registration of the same.

New RF to be added in the top 15 risk factors:

RF. We do not possess the information, consents, confirmations, or undertakings from the immediate relative (R. Manoharan - father-in-law) of one of our Promoters i.e., S. Vinod Kumar. R. Manoharan is considered as a part of the Promoter Group as per Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the details of him, along with any entities associated with him as part of our Company's "promoter group", are required to be disclosed in the Offer Documents.

R. Manoharan is the divorced father-in-law of one of our Promoters i.e., S. Vinod Kumar. There exists no connection and communication between our Promoter S Vinod Kumar and / or his spouse with R. Manoharan and hence no information, consents, confirmations, or undertakings could be obtained from him. Our Company has undertaken multiple reasonable and bona fide efforts to obtain the details of R. Manoharan but no details could be made available. Based on the information provided by our Promoter - S. Vinod Kumar, and his spouse Nithya M., the divorce between her parents took place approximately 25 years ago, and at that time, personal records were maintained manually and were not systematically digitised or preserved by the relevant Family court. The Company has obtained a decree of the divorce. Subsequent to the divorce, R. Manoharan has been estranged from all immediate and extended family members, including his daughter Nithya M. In the absence of any KYC document (i.e., PAN Aadhar) and proof of residence, the information disclosed in the Offer Document is only to the extent available and accessible to the Company. The details of R. Manoharan included in the Offer Document(s) may be limited in the context of requirements of the SEBI ICDR Regulations and investors are advised to exercise caution when relying on such information.

New RF to be added in the top 20 risk factors:

RF. The provisions of the Shops and Establishments Act are not applicable to the Company as of today and may become applicable in the future.

The Company operates from two owned premises, both of which are utilised for manufacturing purposes and are duly registered under valid Factory Licences issued pursuant to the provisions of the Factories Act, 1948 and disclosed on page 271 of DRHP. As per the applicable legal and regulatory framework, premises registered as a “factory” under the Factories Act, 1948, are exempt from the applicability of the respective State-specific Shops and Establishments Act. Accordingly, the requirement to obtain a separate Shop and Establishment licence in respect of the said properties does not arise, as the said premises fall outside the purview of the Karnataka Shops and Commercial Establishments Act, 1961. This exemption is expressly provided under Section 1(3)(b) of the Karnataka Shops and Commercial Establishments Act, 1961, which states: “*Nothing in this Act shall apply to – (b) any establishment to which the provisions of the Factories Act, 1948 apply...*”. Notwithstanding the above, if there is any change in interpretation by regulatory authorities or if it is determined that the exemption does not extend to any particular activity undertaken by the Company at these premises, we may be required to obtain Shops and Establishments registration in the future. Failure to obtain such registration, if required, may expose the Company to regulatory scrutiny, penalties, or compliance-related risks.

Existing Risk Factor 58 will be renumbered and the following Risk Factor will be placed at Risk Factor 58 in the RHP

RF. We are subject to risks associated with rejection of our products consequential to defects, which could generate adverse publicity or adversely affect our business, results of operations or financial condition.

Defects, if any, in our products could lead to rejection of supplied products and consequential replacement liability. In the event our Company fails to replace the defective products in a timely manner or at all, the same could consequently lead to a negative publicity of our brand thereby affecting our brand value, our business proposition, results of operations and/or financial condition.

Such defective products will be required to be replaced by our Company. We cannot assure that no such claims will be brought against us in the future or that such claims will be settled in our favour. Any such successful claims against us could adversely affect our results of operations. Management resources and attention could also be diverted away from our business towards defending such claims. Moreover, our Company might have to bear certain costs for handling such claims which could be filed for supplying defective products, which could increase our expenses and thereby affect our business, results of operations and financial condition.

Existing Risk Factor 59 will be renumbered and the following Risk Factor will be placed at Risk Factor 59 in the RHP

RF. The risks attached to estimates and forward -looking statements included in the DRHP may prove to be inaccurate.

The Draft Red Herring Prospectus contains certain statements which are not statements of historical facts and are forward-looking statements. Any statement that describes the strategies, objectives, plan or goals as of our Company are also forward-looking statements. Certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s belief and assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Existing Risk Factor 60 will be renumbered and the following Risk Factor will be placed at Risk Factor 60 in the RHP

RF. Our success depends on our ability to maintain our existing product line and market acceptance for our new products and innovations develop and commercialize products in a timely manner. If our research and development efforts do not succeed or the products we commercialize do not perform as expected, this may affect our business and the introduction of new products, and may adversely affect our business, results of operations, financial condition and cash flows.

Our success depends on our ability to maintain our existing product line and develop and commercialize new products. The development and commercialization process is both time consuming and costly, and involves a high degree of business risk. Commercialization requires us to successfully develop, test, and manufacture our products, while complying with applicable regulatory and safety standards. In order to develop a commercially viable product, we must demonstrate, through extensive trials that the products are effective. We may or may not be able to take our R&D innovations through the different testing stages without repeating our R&D efforts or incurring additional amounts towards such research. During these periods, our competitors may be developing similar products of which we are unaware of that could compete directly or indirectly with our products under development, and may commercialize similar products before us. Such unforeseen competition may hinder our ability to effectively plan the timing of our product development, which could have an adverse effect on our financial condition, results of operations and cash flows. Our new products, if and when fully developed and tested, may not perform as we expect, and we may not be able to successfully and profitably produce and market such products. Further, it may take an extended period of time for our new products to gain market acceptance, if at all.

Existing Risk Factor 3 (as given below) will be shifted after top 10 risk factors in the RHP

RF. Our Company is involved in certain legal proceedings, which, if determined adversely, may adversely affect our business and financial condition.

Our Company is involved in certain legal proceedings at different levels of adjudication before various courts, tribunals and appellate authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties by other statutory authorities, our Company may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities and adversely affect our reputation. A summary of the proceedings involving our Company, Directors, Promoters, Group Companies, KMPs and SMPs are provided below:

(₹ in lakhs)

Particulars	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our promoter	Material civil litigations	Aggregate amount involved
Our Company						
By our Company	Nil	Nil	1	Nil	Nil	29.34
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	See Note*	Nil	Nil	Nil	See Note*
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By our Group Companies	Not Applicable**					
Against our Group Companies	Not Applicable**					
KMPs and SMPs						
By our KMPs and SMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against our KMPs and SMPs	Nil	Nil	Nil	Nil	Nil	Nil

Note: * Ms. Shital Darak Mandhana, one of our Independent Director has received a Notice under section 139(9) of the Income Tax Act, 1961, for the Assessment Year 2014-15 and the proceedings thereunder are pending. The Notice does not specify the amount that is under dispute or is pending to be paid. Hence, the amount is not quantifiable.

**Our Company does not have any Group Company.

For further details, see “Outstanding Litigation and Other Material Developments” on page 267 of this Draft Red Herring Prospectus.

New Risk Factor that will be added in the Top 10 Risk Factors:

RF. A significant portion of our revenue from operations is generated from three states (Madhya Pradesh, Maharashtra and Karnataka). Any adverse development affecting our business operations in these regions could have a negative impact on our revenue and results of operations.

A major portion of our revenue from operations is derived from three states (Madhya Pradesh, Maharashtra and Karnataka) and the combined revenue from the three states accounted for 66.42%, 61.58% and 44.02% of our total revenue from operations for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively. As a result, our business is significantly exposed to the regional economic, political, and environmental conditions in these geographies.

Any adverse development in Madhya Pradesh, Maharashtra and Karnataka, such as economic downturn, changes in regulatory or governmental policies, disruptions in local infrastructure, natural disasters, or socio-political unrest, could materially and adversely affect our revenue from operations, limit customer demand, or impact our ability to execute existing contracts, thereby affecting our financial performance and growth prospects.

Particulars	As at and for the financial year ended March 31, 2025		As at and for the financial year ended March 31, 2024		As at and for the financial year ended March 31, 2023	
	Revenue in Rs. Lakhs	%age to Total Revenue from Operations	Revenue in Rs. Lakhs	%age to Total Revenue from Operations	Revenue in Rs. Lakhs	%age to Total Revenue from Operations
Madhya Pradesh	2,065.51	33.59	866.14	16.35	272.84	9.60
Maharashtra	1,366.14	22.22	1,346.68	25.41	428.86	15.10
Karnataka	652.25	10.61	1050.21	19.82	548.76	19.32
Rest of India	2,064.68	33.58	2,035.74	38.42	1,590.18	55.98
Total	6,148.58	100.00%	5,298.77	100.00%	2,840.64	100.00%

While we are actively working to expand our presence across other regions in India, there can be no assurance that such diversification will be successful or sufficient to mitigate the risks arising from our current geographic concentration.

Existing Risk Factor 8 which will be shifted in Top 5 risk factors:

RF. We depend on the Tender / Government Orders from State owned Power Distribution and Transmission Companies, Private Players engaged in panel manufacturing / EPC Contractors and Dealers for selling of our products. Our significant dependence on Private Players for supply of our products may affect our revenue from operation and profits.

We generate revenue from supplies to Power Distribution Companies through sales generated through the tender process, direct sales to private players and sales through dealers. A significant portion of our revenue from operations is derived from private players, exposing us to concentration risk. For the financial years ended March 31, 2025, 2024, and 2023, revenue from operations generated from private players accounted for 82.22%, 81.54%, and 73.16% respectively.

The table below sets out the percentage of our sale of products made through our various sales channels for the Fiscals 2025, 2024 and 2023:

(₹ In Lakhs)

Particulars	Financial year ended March 31, 2025		Financial year ended March 31, 2024		Financial year ended March 31, 2023	
	₹ in lakhs	% of the total revenue	₹ in lakhs	% of the total revenue	₹ in lakhs	% of the total revenue
Private Players	5,055.09	82.22	4,320.80	81.54	2,078.25	73.16
Tender / Government Orders	1,007.33	16.38	952.78	17.98	758.75	26.71
Dealers	86.16	1.40	25.19	0.48	3.65	0.13
Total	6,148.58	100.00	5298.77	100.00	2,840.65	100.00

We are engaged in supply to B2B customers. Our products namely Relays and Control and Relay Panels are totally designed and manufactured for Private and State-Owned Power Distribution and Transmission Companies, EPC contractors, public utilities and is not intended for use by the general public or households. Our over dependence on the private players engaged in panel manufacturing / EPC Contractors exposes us to revenue concentration and any adverse change in our customer mix can have a material adverse effect on our business and financial operations.

Existing Risk Factor 24 will be updated as below:

RF. If we are unable to retain and hire skilled employees, or to maintain good relations with our workforce, our business and financial condition may be adversely affected.

Our ability to provide quality products and services and to manage the complexity of our business depends, in part, on our ability to retain and attract skilled personnel in the areas of management, product engineering, design, manufacture, servicing, sales, information technology, and finance. Competition for such personnel is intense and the cost of retaining or replacing such personnel may affect our profitability. In addition, our strategies for growth have placed, and are expected to continue to place, increased demands on our managements' and employees' skills and resources. As of August 31, 2025, we had a total work force of 129 employees employed by our company on a full-time basis and apart from the permanent employees on roll, we also employ personnel on a contractual basis. We cannot ensure that we will not be subject to work stoppages, strikes or other types of conflicts with our employees or contract workers in the future. Any such event, at our current facilities or at any new facilities that we will commission

or acquire in the future, may adversely affect our ability to operate our business and serve our customers, and impair our relationships with key customers and suppliers, which may adversely impact our business and financial condition. Any changes in the existing labour laws, may increase our labour cost and may also increase time spent by the management in labour related matters, which could impact our business and results of operations. If labour laws become more stringent or are more strictly enforced, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have an adverse effect on our business, results of operations, financial condition and cash flows.

Particulars	For the financial year ended/period ended			
	August 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Number of Employees in the beginning of the Year / Period (A)	121	118	101	91
Number of Employees in the end of the Year (B)	129	121	118	101
Average number of employees C = (A + B) / 2	125	119.5	109.5	96
Number of employees retired / left (D)	4	17	13	18
Attrition Rate (%) E = D / C *100	3.20	14.23	11.87	18.75

Existing Risk Factor 8 will be updated as below:

RF. We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.”

As we continue to expand our operations and rely more on generating revenue from government generated orders, our working capital requirements are expected to rise in the future. This shift results in higher inventory holdings and extended credit terms to customers, both of which are characteristic of supply to B2G. In order to fund our growing working capital requirements, we may need to raise additional capital from internal and/or external sources from time to time. Some of the factors that may require us to raise additional capital include (i) business growth; (ii) unforeseen events beyond our control; and (iii) significant depletion in our existing capital base due to unusual operating losses.

The working capital requirement of our company for the last three financial years is as below:

a) Existing working capital

Particulars	(Rs. In lakhs)		
	31-Mar-25	31-Mar-24	31-Mar-23
Current Assets			
Trade Receivables	2,119.08	1,483.64	1,115.56
Inventories	1,470.95	1,193.31	770.29
Short-Term Loan & Advances	358.15	246.17	360.08
Other current Assets	96.35	57.17	40.53
Total (I)	4,044.53	2,980.29	2,286.45
Current Liabilities			
Trade Payables	927.17	676.29	575.65
Other current liabilities	463.50	317.71	334.13
Short-term provisions	802.93	553.21	280.16
Total (II)	2,193.60	1,547.21	1,189.94
Total Working Capital Gap (I-II)	1,850.92	1,433.09	1,096.51
Funding Pattern			
IPO Proceeds			
Short term borrowings	279.36	433.27	385.45
Internal accrual	1,571.56	999.82	684.06

Our net working capital requirement increased from ₹1,096.51 Lakhs as of March 31, 2023, to ₹1,433.09 Lakhs as of March 31, 2024, and further to ₹1,850.92 Lakhs as of March 31, 2025, as per our restated financial statements. We expect our working capital requirements to remain elevated in the near to medium term, particularly as we scale up our integrated manufacturing capacity and increase our order book. Any unforeseen delays in receivables realization, supply chain disruptions, or adverse changes in customer credit behaviour could further augment these requirements.

Failure to effectively manage our increasing working capital needs may adversely impact our operational efficiency, liquidity, and overall financial performance.

b) Future working capital requirement

Accordingly, based on the existing working capital requirements, management estimates and projected business plan and growth, our Board has, pursuant to its resolution dated September 24, 2025, approved the projected working capital requirements for the Fiscal 2026. The proposed funding of such working capital requirement of the company is as set out below:

(Rs. In lakhs)

S. No	Particulars	31-Mar-26 (Estimated)	31-Mar-27 (Estimated)
I	Current Assets		
	Trade Receivables	2,720.65	3,340.70
	Inventories	1,646.94	2,027.17
	Short-Term Loan & Advances	395.38	456.50
	Other current Assets	75.96	91.15
	Total (I)	4,838.94	5,915.52
II	Current Liabilities		
	Trade Payables	866.76	1,074.96
	Other current liabilities	354.48	403.51
	Short-term provisions	857.30	911.59
	Total (II)	2,078.54	2,390.05
III	Total Working Capital Gap (I-II)	2,760.39	3,525.47
	Incremental Working Capital Gap	909.47	765.08
IV	Funding Pattern		
	From IPO Proceeds	840.00	-
	Internal accrual and external sources	69.47	765.08

We intend to use the proceeds of the IPO to the tune of Rs. 840 Lakhs to fund our working capital requirements. Any shortfall will be funded from our internal accruals or from external sources.

Existing Risk Factor 52 will be updated as below;

RF. “Our Company may be materially adversely affected by labour unrest, slowdowns, strikes, work stoppages or increased wage demands by our employees or those of our suppliers.”

Our business is labour-intensive and depends on the availability and cost of skilled workers. Labour shortages, attrition, wage increases, or disruptions such as strikes or unionisation may adversely affect our productivity, increase costs and have bearing on our operations. While we have not experienced any major labour disruptions in the past, there can be no assurance that such events will not occur in the future. We are also subject to extensive labour laws in India, and any non-compliance or adverse labour developments could materially affect our business, financial condition and results of operations.

Any adverse developments in the labour environment, or non-compliance with applicable labour laws and regulations, may have a material adverse effect on our business, financial condition and results of operations.

All the Risk Factors will be subsequently renumbered in the RHP pursuant to the above changes being made.

OBJECTS OF THE OFFER

Implementation Schedule

The expected implementation Schedule of the above capacity expansion is provided below:

Sr. No.	Particulars	Status/Expected Commencement date	Expected Completion date
1	Land Acquisition	Completed	
2	Site development and Civil Work	October 2025*	March 2026
3.	Mechanical and Electrical Work	February 2026	April 2026 (mid)
4.	Trial run	April 2026 (mid)	April 2026 (end)
5.	Commencement of Commercial Operations	May 2026 (mid)	-

Note:

Timelines are subject to change based on regulatory approvals, logistics, and force majeure conditions. Any cost increase, if any, will be utilised through internal accruals and/or external sources.

****The company has completed the ground-breaking ceremony for its proposed new manufacturing facility on 2nd October 2025. Following this, the construction phase is scheduled to begin in the fourth week of October 2025, aligning with the project timeline and resource mobilization plans. Preparatory activities such as contractor coordination are currently underway to ensure a smooth transition to construction. The company is actively engaged in the process of issuing the official work order to the construction firm. This includes finalizing contractual terms, scope of work, timelines, and compliance requirements. Once issued, the work order will authorize the commencement of physical construction activities and formalize the engagement of vendors and service providers.***

Government approvals

The company will be requiring the below mentioned government approvals, permissions and clearances for the Proposed integrated manufacturing unit which includes, inter alia, Pre-Establishment approvals/permissions/clearances and Post Establishment approvals/permissions/clearances along with the status for the applications –

Nature of License/ Approval/ NOCs	Name of the Authority	Status of the Application
Acquisition of the Land	-	Already acquired
Consent to establish* (Amendment in existing license) as per Provision of Water (Prevention & Control of Pollution) Act, 1974 and Air (Prevention & Control of Pollution) Act, 1981	Regional Officer, Nelamangala, Karnataka State Pollution Control Board	Certificate Reference No. KSPCB/RO-NEL/EO/Avana/2024-25/1336 dated 17.03.2025
Building Plan approval	Karnataka Industrial Area Development Board	Building Permit Certificated Reference No. DO1-KIADB-00090/25-26/BP dated 29.07.2025
Certificate of Commencement	Karnataka Industrial Area Development Board	To be obtained after completion of construction
Occupancy Certificate	Karnataka Industrial Area Development Board	To be obtained after completion of construction
NOC	Factories and Boilers Department	To be obtained after completion of construction
Environmental Clearance	MOEF or the Department of Forest Ecology and Environment, Government of Karnataka, if applicable	To be obtained after completion of construction

**** We have obtained the Consent to Establish certificate for the new manufacturing facility dated March 17, 2025 from Karnataka State Pollution Board.***

Details of the Objects of the Offer

Capital expenditure towards civil construction, internal electric work and internal plumbing to set up an integrated manufacturing unit

Our Company has been allotted a land admeasuring 4,020 sq. mtrs. (approximately 1 acre) vide allotment letter dated February 25, 2016 by the Karnataka Industrial Areas Development Board (KIADB), for a lease period of 99 years at Plot Nos. 121 & 122 in the Avverahalli Industrial Area, comprised in Survey Nos. Parts of 87/1 & 87/2, situated in Avverahalli Village, Sompura Hobli,

Nelamangala Taluk, Bengaluru Rural District. Our Company plans to set up an integrated manufacturing unit on this land. This proposed new facility will consolidate our existing two operational units into a single, integrated manufacturing unit, thereby streamlining operations and optimizing resource utilization. Both relays and control and relay panels will be manufactured in this proposed new unit and the operations of the existing two units which are on lease will be discontinued. The plant and machinery presently available in Unit I and Unit II will be shifted to the integrated manufacturing unit. We are proposing to use the proceeds of Fresh Issue to fund the set up of integrated manufacturing unit. This is expected to enhance our production capacity and operational efficiency, enabling us to meet the increasing market demand and capitalize on future opportunities in the power sector. The existing and proposed capacity of the manufacturing units for are as shown below:

Particulars	Unit I (Protection Relays)	Proposed New Manufacturing Unit	Unit II (Control & Relay Panels)	Proposed New Manufacturing Unit	Proposed New Manufacturing Unit
	Existing Capacity – FY 2025	Proposed Capacity (A)	Existing Capacity – FY 2025	Proposed Capacity (B)	Combined Proposed Capacity (A+B)
Installed Capacity (in units)	70,000	1,75,000	600	1,500	1,76,500
Actual Production (in units) in FY 2025	65,840	-	523	-	-

As per the Chartered Engineer Report dated September 13, 2025 issued by - Souparnika Associates, Chartered Engineer)

The new integrated facility will have a built-up area of 5,414.99 sq metres (58,286.47 sq. ft) whereas the current combined area of both the units is approximately 1,161.29 sq metres (12,500 sq.ft approximately). **The Company does not require additional machinery for expanding its production capacity. The Company only requires additional physical space to increase its operations as the components required for producing Company's products are purchased from vendors. The involvement of plant and machinery in the proposed expansion is very minimal, as the Company's existing machinery and equipment are adequate and capable of handling the increased production volume. Therefore, no major additions or modifications to the existing plant and machinery are envisaged for the proposed capacity expansion.**

The benefits that will arise from such relocation is as follows:

1. Financial Benefits:

- The relocation of the two existing manufacturing units to a single integrated manufacturing unit will result in increased production capacity because the existing manufacturing units had a combined installed capacity of 70,000 units of protection relays and 600 units of control and relay panels which will increase to 1,75,000 units of protection relays and 1,500 units of control and relay panels, thereby increasing the capacity of protection relays and control and relay panels by 150%. This capacity expansion is possible as the current existing manufacturing area is approximately 1,161.29 sq metres (12,500 sq.ft approximately) and the proposed manufacturing area will be will have a built-up area of 5,414.99 sq metres (58,286.47 sq. ft) which will enable higher production output and which will also lead to higher revenue generation.
- The existing manufacturing facilities are on rental basis and the proposed manufacturing unit will be owned by the company, thereby reducing rental costs.
- The proposed integrated manufacturing unit will result in common infrastructure and common shared staff leading to optimum resource utilization which is expected to reduce fixed and overhead costs, thereby improving overall cost efficiency.

2. Operational Efficiency:

- This proposed new facility will consolidate the existing two operational units into a single, integrated manufacturing unit, thereby streamlining operations as raw materials will be sourced by a single unit leading to efficiency in supply chain and dispatch of finished products will also take place from a single unit.
- The integration of our exiting manufacturing units to a single integrated manufacturing unit at a single location will remove the need for inter-unit transfers, simplifying material movement and reducing internal logistics costs.
- The consolidation of support services in a single integrated manufacturing unit will enhance coordination, improve control mechanisms, and lead to better resource utilization.

3. Strategic Benefits:

- With centralized operations at a single integrated manufacturing unit, the management can ensure better supervision, quicker decision-making, and uniform standards across departments. This consolidation will reduce duplication, streamline workflows, and improve overall productivity.

Strategies and measures that the Company will adopt to address potential risks during the transition period

The Company anticipates minimal risks and delays during the transition period due to the nature of its operations. Reasons for smooth and timely relocation are as follows:

- **Limited equipment/machinery movement:** The Company's operations does not require utilisation of heavy/ complex machines. The production process involves mainly movable tools/equipment. Since the relocation will not involve the transfer of large or complex machinery, operational downtime and transport-related risks is eliminated.
- **Defined timelines:** The Company has established clear timelines for each phase of the relocation and is progressing in accordance with these plans. Consequently, the transition is expected to be completed within the defined schedule without disrupting ongoing production activities. The scheduled implementation is as follows:

S. No	Particulars	Phases	Timeline
1	Earthwork excavation*	Phase 1	4 th week of October 2025
2	Plinth level		End of December 2025
3	Ground floor moulding		End of January 2026
4	First Floor moulding	Phase 2	End of February 2026
5	Electrical and Plumbing work		End of March 2026
6	Second floor moulding	Phase 3	End of March 2026
7	Interiors, Painting & Flooring		End of April 2026
8	Transfer the Machinery and Raw material	Phase 4	End of April 2026
8	Trial run	Phase 5	2 nd week of May 2026
9	Commercial production		May 2026

**Work already initiated*

- **Continuity of workforce** - The relocation will not necessitate change in workforce as the existing workforce will be utilised in the new manufacturing unit. As a result, there will be no adverse impact on the existing workforce of the company.
- **Supply chain continuity:** There will not be a significant impact on the existing suppliers or customers as it will remain the same after the relocation, thereby leading to continuity of supply chain.
- **Phased implementation:** The relocation will be executed in multiple phases rather than as a single large-scale move, enabling a controlled transition and uninterrupted business operations.

Accordingly, the Company expects negligible operational disruption due to relocation.

b) To meet out the Working Capital requirements of the Company

We have significant working capital requirements, and we fund a majority of our working capital requirements in the ordinary course of business from internal accruals, and financing from banks by way of working capital facilities. Our Company requires working capital primarily for the procurement of raw materials such as sheet metal, switchgear components, and cables, as well as for manufacturing, assembly, and testing of our control and relay panels. As we continue to expand our production capacity and cater to increasing demand across power utilities, industrial, and infrastructure sectors, our working capital requirements are expected to grow in tandem. This includes the construction of an integrated manufacturing facility and the scaling up of production capabilities at our integrated manufacturing set up. Further, investment in inventory is essential not only to fulfil current project orders but also to maintain adequate stock of critical raw material to meet urgent and time-sensitive project requirements. Therefore, the working capital requirement of our Company shall increase as we continue to expand our manufacturing footprint, increase procurement of materials, and execute higher volumes of projects for clients in the power sector.

Key parameters influencing our working capital requirements include the growth in revenue from operations, % of net working capital to revenue from operations are shown below:

Particulars	31-Mar-25	31-Mar-24	31-Mar-23
Revenue from Operations (₹ in lakhs)	6,148.58	5,298.77	2,840.65
Net working capital (₹ in lakhs)	1,850.92	1,433.09	1,096.51
Percentage of net working capital to revenue from Operations (%)	30.10%	27.05%	38.60%
Growth in revenue from Operations (%)	16.04%	86.53%	36.66%

We have significant working capital requirement in inventory and trade receivables, which we fund in the ordinary course of business from our internal accruals and financing facilities from various banks and financial institutions. Further, additional working capital is planned to maintain the inventory which may enable us to achieve our growth targets and serve our customers on a consistent timeline. We intend to utilise ₹ 840.00 Lakhs to meet the incremental working capital requirements in Fiscal 2026. We believe that securing funding for our incremental working capital requirements will play a critical role in supporting the growth of the company.

Basis of estimation of incremental working capital requirement

a) Existing working capital

The details of our Company's working capital requirement for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 derived from Audited Financial Statements and source of funding of the same are provided in the table below:

(₹ in Lakhs)

Particulars	31-Mar-25	31-Mar-24	31-Mar-23
Current Assets			
Trade Receivables	2,119.08	1,483.64	1,115.56
Inventories	1,470.95	1,193.31	770.29
Short-Term Loan & Advances	358.15	246.17	360.08
Other current Assets	96.35	57.17	40.53
Total (I)	4,044.53	2,980.29	2,286.45
Current Liabilities			
Trade Payables	927.17	676.29	575.65
Other current liabilities	463.50	317.71	334.13
Short-term provisions	802.93	553.21	280.16
Total (II)	2,193.60	1,547.21	1,189.94
Total Working Capital Gap (I-II)	1,850.92	1,433.09	1,096.51
Funding Pattern			
IPO Proceeds			
Short term borrowings	279.36	433.27	385.45
Internal accrual	1,571.56	999.82	684.06

b) Future working capital requirement

Accordingly, based on the existing working capital requirements, management estimates and projected business plan and growth, our Board has, pursuant to its resolution dated September 24, 2025, approved the projected working capital requirements for the Fiscal 2026. The proposed funding of such working capital requirement of the company are as set out below:

(₹ in Lakhs)

S. No	Particulars	31-Mar-26 (Estimated)	31-Mar-27 (Estimated)
I	Current Assets		
	Trade Receivables	2,720.65	3,340.70
	Inventories	1,646.94	2,027.17
	Short-Term Loan & Advances	395.38	456.50
	Other current Assets	75.96	91.15
	Total (I)	4,838.94	5,915.52
II	Current Liabilities		
	Trade Payables	866.76	1,074.96
	Other current liabilities	354.48	403.51
	Short-term provisions	857.30	911.59
	Total (II)	2,078.54	2,390.05
III	Total Working Capital Gap (I-II)	2,760.39	3,525.47
	Incremental Working Capital Gap	909.47	765.08
IV	Funding Pattern		
	From IPO Proceeds	840.00	-
	Internal accrual and external sources	69.47	765.08

As per the certificate dated September 20, 2025 issued by Vasanth & Co., Chartered Accountants.

The proceeds of the Offer will not be used by the Company to fund the incremental Earnest Money Deposit (EMD). The incremental EMD requirement in future will be funded from the internal accruals of the Company.

Key assumptions for working capital projections made by our Company:

(No. of days)

Particulars	31-Mar-27	31-Mar-26	31-Mar-25	31-Mar-24	31-Mar-23
Inventories	149	150	167	134	173
Trade Receivables	134	131	126	102	143
Trade Payables	78	76	97	67	113
Net Working Capital cycle	205	205	196	169	203

As certified by M/s Vasanth & Co, Chartered Accountants vide their certificate dated September 20, 2025.

The net working capital cycle of the Company was 203 days in FY 2023 which was reduced to 169 days in FY 2024. During FY 2023 24, the Company's revenue and operational scale nearly doubled compared to the previous financial year. As a result,

payments to creditors were made earlier than usual, leading to a reduction in creditor days and consequently affecting the working capital cycle. This impacted the overall working capital cycle.

In the subsequent financial years, the Company's operations stabilized, and a normal growth pattern can be observed. The payment terms with creditors reverted to the usual cycle, reflecting a more consistent and steady working capital position.

Justification for holding levels

Particulars	Justification
Inventory	<p>Inventory days have been calculated as inventory as on balance sheet date divided by cost of goods sold over 365 days.</p> <p>Our Company's inventory primarily consists of raw materials, semi-finished goods and finished goods. Our Company had maintained overall inventory holding period of 173 days in Fiscal 2023, 134 days in Fiscal 2024 and 167 days in Fiscal 2025 for maintaining required level of inventory to execute the customer orders.</p> <p>Inventory days for Fiscal 2026 and 2027 are anticipated to be 150 days and 149 days respectively. The projections for the holding levels are based on our projected increase in revenue from operations.</p> <p><i>Rationale for Inventory Management- Panels:</i></p> <p>a. Lead Time – Our major raw material includes MS Steel enclosures, numerical relays, meters, cables, and MCB (Miniature Circuit Braker). The lead time for the above ranges, on an average of 30-40 days. Hence the company needs to maintain readily available raw material inventory level in order to cater to existing and projected customer orders.</p> <p>b. Conversion Time – The average conversion time from raw material to WIP is 15-20 days after approval of drawing of the panel from the customer and another 7 days on an average for testing and customer inspection. In case, if any rework is required based on customer inspection, it takes another 2-3 days to rectify the same. Post that, based on dispatch instruction from customer, receipt of payment before dispatch if any and final dispatch takes another 4-5 days.</p> <p><i>Rationale for Inventory Management- Relays:</i></p> <p>a. Lead Time – Our major raw material includes Integrated Chips, Mechanical Enclosures, PCB (Printed Circuit Boards), Displays and other electronic components, The lead time for the above ranges, on an average of 30 days. Hence the company needs to maintain readily available raw material inventory level in order to cater to existing and projected customer orders.</p> <p>b. Conversion Time – The average conversion time from raw material to dispatch is 20 days on an average.</p> <p>c. <i>Completion Time - The timeline for completion of an order for panels is approximately 6 weeks and that of relays is approximately 4 weeks.</i></p> <p>As on August 31, 2025 the company has confirmed work orders from both the units amounting to ₹ 4,386.78 Lakhs. Hence, in order to cater to this confirmed order and further projected orders for the rest of the year, the company needs to maintain adequate inventory of raw materials as mentioned above. This approach allows us to proactively align inventory with market demand, reduce lead times, and minimize stockouts or overstock situations.</p>
Short-Term Loans and Advances	<p>Due to increased operational activity, EMD and GST input will increase resulting in increased working capital requirement. <i>EMD stands for Earnest Money Deposit. Our company is required to keep an EMD depending on the tender requirements. In some cases, it is exempted. The exact margin cannot be specified as it varies case to case.</i></p>

BASIS FOR OFFER PRICE

QUANTITATIVE FACTORS

(5) Comparison with Industry Peers

Name of the Company	Basis	CMP* (in ₹)	Basic EPS	Diluted EPS	P/E Ratio	RoNW (%)	NAV Rs. (per share)	Face Value ₹ (per share)	Total revenue from operations (₹ in Lakhs)
Avana Electrosystems Limited	Standalone	[●]	4.76	4.76	[●]	38.13	12.48	10	6,148.58
Peer-Group**									
Danish Power Limited	Consolidated	883.50	34.55	34.55	30.18	18.00	162.51	10	<u>42,670.98</u>
Aartech Solonics Limited	Consolidated	54.00	0.87	0.87	73.86	8.74	19.80	5	<u>3,635.22</u>

* Offer Price of our Company is considered as CMP. Current Market Price for Peer Group Companies is as on September 24, 2025 on the NSE; The P/E ratio is as on September 24, 2025. The comparable for the peer group companies is as on March 31, 2025

**Source: www.nseindia.com.

Notes:

- (i) Considering the nature, range of products, turnover and size of business of the Company, the peers are not strictly comparable. However, the above Companies have been included for broad comparison.
- (ii) The figures of Avana Electrosystems Limited are based on the Restated Financial Information for the year ended March 31, 2025
- (iii) The figures for the peer group are for the year ended March 31, 2025 and are from the financial statements filed with the NSE on a consolidated basis.
- (iv) Current Market Price (CMP) is the closing price of the peer group scrip as on September 24, 2025 on NSE
- (v) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and other equity (excluding Revaluation Reserves, if any) and as attributable to the owners of the Company.
- (vi) P/E Ratio for the peer has been computed based on the closing market capitalisation of respective peers as on September 24, 2025 as divided by the profit after tax for the financial year 2025.
- (vii) RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and other equity (excluding Revaluation Reserves, if any) and as attributable to the owners of the Company.
- (viii) Avana Electrosystems Limited is a Book Built Issue.
- (ix) The Offer Price has been determined by the company in consultation with the Book Running Lead Manager and is justified based on the above qualitative and quantitative parameters.

OUR BUSINESS

BUSINESS OVERVIEW

Our Company was incorporated as a private limited company under the name and style of 'Avana Electrosystems Private Limited' under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 16, 2010 issued by the Deputy Registrar of Companies, Karnataka (RoC). Pursuant to a special resolution passed by our Shareholders in the Extra Ordinary General Meeting held on December 09, 2024, our Company has been converted into a public limited company and the name of our Company was changed to 'Avana Electrosystems Limited' and a fresh certificate of incorporation dated December 17, 2024 has been issued to our Company by the Central Processing Centre. The Corporate Identification Number of our Company is: U31400KA2010PLC054508.

Our Company is promoted by Anantharamaiah Panish, Gururaj Dambal, S Vinod Kumar and K N Sreenath, each of whom has an experience of over two decades.

Broadly, we are engaged in the manufacturing of:

- A. Control and Relay Panels, and
- B. Relays

The revenue bifurcation on the basis business verticals of the Company for last three financial years is as follows:

(₹ in Lakhs)

S.No	Particulars	Control and Relay Panels	% of Revenue from Operations	Relays	% of Revenue from Operations	Revenue from Operations
1	2022-23	1,647.33	57.99%	1,193.32	42.01%	2,840.65
2	2023-24	2,545.96	48.05%	2,752.81	51.95%	5,298.77
3	2024-25	3,008.96	48.94%	3,139.62	51.06%	6,148.58

We are a manufacturer of customised Control and Relay Panels ranging from 11kv to 220kv for Power System Monitoring, Control and Protection Applications Transmission Lines, Power Transformers, Bus Bar, Capacitor Bank, etc, for both indoor and outdoor usage, MV and LV Panels, Protection Relays and Substation Automation Systems. These panels are used across various sectors and industries to facilitate the transmission and distribution of electrical power such as in solar power plants, wind power farms, other power generation plants, power transmission stations, electricity board sub-stations, power utilities companies etc.

We also manufacture relays, which is a device used in electrical systems to detect faults and protect equipment by analysing electrical parameters and executing protective actions.

We are an ISO 9001:2015 certified company and our current product portfolio may be categorized as follows:

- a. High Voltage and extra high voltage systems which includes conventional and BCU based Control and Relay Panels for SCADA & Substation Automations Systems, Feeders / Line Protection Panels, Transformer Protection Panels, Bus-Bar Protection Panels and Capacitor Bank Protection Panels;
- b. Medium voltage systems which include indoor and outdoor type control and relay panels for feeder protection panels, bus coupler panels and transformer protection panels;
- c. Low Voltage Systems for AC Distribution Box, DC Distribution Box, On-load tap Changer Panels and Metering Panels.
- d. Protection Relays and Electromechanical Relays.

We have two manufacturing units –

- Unit I located at – Plot No N-1, 4th Cross 1st Stage, Peenya Industrial Estate, Bengaluru – 560058, Karnataka, India; and
- Unit II located at - No.8, KIADB Plot. No.35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadaranahalli Village, Bengaluru – 560 058. Karnataka, India.

Sl. No	Particulars	Products manufactured at the Unit	Effective Installed Capacity as on March 31, 2025
1	Unit No:1	Relays	70,000 Units per year*
2	Unit No:2	Control and Relay Panels	600 Units per year*

Note: *As certified by *Souparnika Associates Independent Chartered Engineer* pursuant to their certificate dated September 13, 2025.

Both our manufacturing units are equipped with necessary infrastructure, a team of engineers and technicians who have expertise in the areas of Design, Manufacturing, Testing and Commissioning of Control and Relay Panels, Switchgear Panels, Protection Relays and Automation Panels for system voltage for power system applications.

Our customer mix primarily include governmental power utilities and private sector energy producers. We have our presence across India. We have commenced export of our products to one customer in Kuwait in the Fiscal year 2025-2026. ***The estimated revenue bifurcation of domestic sales and export sales for the period April 01, 2025 to September 30, 2025 is as follows:***

(₹ in Lakhs)

Particulars	Domestic Sales	Export Sales	Revenue from Operations
Sales	3,561	14	3,575

Our Company made a beginning by offering control, protection and automation solutions in the field of power system protection. Over the years, we have expanded our operations and have evolved into a comprehensive Relays and Control Panels provider. Our Units are equipped with machinery like Numerical relay test simulator, Coating Thickness Meter, Dial Micrometre, Dial Vernier Calliper, Digital Ammeter, Digital Clamp Meter, Digital Multimeter, Digital Oscilloscope, LCR Meter etc. and we have a workforce of 129 employees as on August 31, 2025.

Our Company is promoted by Anantharamaiah Panish, Gururaj Dambal, S Vinod Kumar and K N Sreenath, each of whom has an experience of over two decades. The industry experience, depth and diversity of our Promoters and management team has enabled our Company to anticipate and address market trends, manage and grow our operations, maintain and nurture customer relationships and respond to changes in the market. Further, our senior management team is able to leverage their collective experience and knowledge in the switchgear industry and execute our business strategies for our growth. Our KMPs and SMPs comprises of professionally qualified people having experience in various business functions. For further information, see “Our Management” on page no 188 of this Draft Red Herring Prospectus.

Unit II

Description Of the Manufacturing Process of Control and Relay Panels

Fabrication:

Major fabrication work is outsourced with our specifications and proper quality checking and inspection is carried out to maintain the quality. **Fabrication work involves Laser cutting, Bending, Welding, Powder coating of the sheet metal and the same is outsourced since it involves mechanical work and is not a core activity. Our Company does Assembling, Wiring, Relay fixing, Termination, Testing and Dispatch of Control and Relay Panels. Further, there is no formal agreement or contract entered into for outsourcing the fabrication work.**

FINANCIAL INDICATORS

Key Financial and Operational Performance Indicators of our Company

We utilize a set of financial indicators that our management reviews in evaluating the performance of our business. Our management believes that the presentation of these key financial performance indicators in this Draft Red Herring Prospectus is important to understand our performance from period to period and also have an impact on our results of operations. These key financial performance indicators may or may not be compatible with similarly titled metrics presented by others operating in our industry. These indicators are not intended to be a substitute for, or superior to, any measures of performance, and may not fully reflect our financial performance, liquidity, profitability, or cash flows. Set forth below are our key performance indicators for the periods indicated.

Particulars	Units	For the financial year ended March 31,		
		2025	2024	2023
Revenue from Operations ⁽¹⁾	(₹ in lakhs)	6,148.58	5,298.77	2,840.65
Growth in Revenue from Operations ⁽²⁾	(YoY%)	16.04%	86.53%	36.66%
Gross Profit ⁽³⁾	(₹ in lakhs)	2,939.28	2,054.99	1,216.13
Gross Profit Margin ⁽⁴⁾	(%)	47.80%	38.78%	42.81%
EBITDA ⁽⁵⁾	(₹ in lakhs)	1,251.96	741.97	192.04
EBITDA Margin ⁽⁶⁾	(%)	20.36%	14.00%	6.76%
Profit After Tax ⁽⁷⁾	(₹ in lakhs)	831.23	402.41	92.29
PAT Margin ⁽⁸⁾	(%)	13.52%	7.59%	3.25%
RoCE ⁽⁹⁾	(%)	53.71%	40.02%	15.31%
RoE ⁽¹⁰⁾	(%)	47.11%	35.07%	10.25%
Return on Assets ⁽¹¹⁾	(%)	19.00%	12.09%	3.80%
Operating Cash Flows ⁽¹²⁾	(₹ in lakhs)	676.66	94.77	(31.75)
Net Fixed Asset Turnover ⁽¹³⁾	(in times)	17.90	18.67	14.39

The above figures have been certified by our Statutory Auditors. Vasanth & Co., Chartered Accountants pursuant to their Certificate dated September 19, 2025.

Notes:

(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

- (2) Growth in revenue from operations(yoy%) is calculated by subtracting the previous period's revenue from the current period's revenue, and then dividing that number by the previous period's revenue
- (3) Gross Profit is the Revenue from Operations of the Company as reduced by the cost of materials consumed and Changes in Inventories of finished goods, work in progress and stock-in-trade
- (4) Gross Profit Margin (%) is Gross Profit divided by Revenue from Operations
- (5) EBITDA is calculated as Profit before tax + Depreciation + Interest Cost - Other Income
- (6) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (7) Profit After Tax (PAT) is calculated as Profit before tax – Tax Expenses.
- (8) PAT Margin is calculated as PAT for the year divided by revenue from operations.
- (9) Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings deducted by intangible assets.
- (10) Return on Equity (ROE) is ratio of Profit after Tax and average Shareholder Equity
- (11) Return on Assets (ROA) is equal to PAT / average total assets deployed wherein average total assets deployed = (Opening total assets + Closing total assets)/2
- (12) Operating cash flow is extracted from Cash Flow Statement in Restated Financial Statements
- (13) Net Fixed Asset Turnover is equal to net revenue from operations/average fixed assets wherein average fixed assets = (Opening fixed assets + Closing fixed assets)/2

OPERATIONAL KPIs MONITORED BY OUR COMPANY

4. Calculation of Sales from various sales channels:

This KPI helps us in tracking the sales registered through various channels like Government Orders / Orders received through the tender process, direct sales to private parties and sales through our distributors and dealers. This helps in understanding under which channel the Company's sales are growing. ***The company has been bidding in tenders solely and there is no joint bidding with any other party. The decreasing trend in tender and government orders is due to the absence of direct procurement by government departments, as the projects are now executed through EPC contractors with whom we directly execute the work.***

OUR COMPETITIVE STRENGTHS

a) Strong customer relationships and wide customer base

We have established and will continue to focus on strengthening our relationships with domestic customers across our product verticals. As on date we supply our products to State owned Electricity Distribution Companies and private distribution companies. With over 15 years of operations in dealing with Power Solution Products, we have the requisite experience in the industry and have garnered trust of our customers. During the Fiscal 2025, we catered to 367 customers, 307 customers in 2024 and 275 customers in the fiscal year 2023. ***The revenue from our repeat customers for the last 3 financial years is as under:***

Particulars	FY 2025	FY 2024	FY 2023
Number of repeat Customers	163	150	128
Revenue from the repeat Customers (In ₹ Lakhs)	4,381.17	3,616.73	1,450.56

d) Experienced Promoters and Senior Management Team

We have an experienced management team led by our promoters Anantharamaiah Panish, Gururaj Dambal, S Vinod Kumar and K N Sreenath. Our Managing Director, Anantharamaiah Panish holds a Bachelor's degree in Electrical Engineering and has over 32 years of experience as an electrical engineer. Our ***Whole Time Directors*** Gururaj Dambal and S Vinod Kumar are also qualified electrical engineers and have combined experience of more than 23 years in the electrical industry. Our Executive Director K N Sreenath has around 22 years of experience in the field of Accountancy and Finance. The experience in protection relay development and Control & relay panel manufacturing of our Promoter Directors combined with the support of a strong and experienced management team and dedicated employees has provided us a competitive advantage and enables us to function effectively and efficiently. Their expertise enables the Company to remain responsive to changes in demand over the years.

f) In-house R&D Team

We are equipped with an in-house Research and Development facility which has a team of 9 Engineers, firmware and software developers. Our R&D teams help us to bring out innovation in our existing products. We also obtain third party validation and type test our products at approved laboratories across India for compliance with specific international standards (IEC). We also obtain feedback from our customers and improve our products. ***These R&D activities carried out by the Company are operational in nature and form part of the normal course of business. The related expenditure pertains primarily to employee salaries and benefits, which have been classified under Employee Benefit Expenses in the Statement of Profit and Loss.***

The cost incurred by the Company on its nine (9) in-house employees to carry out the R&D activities for the past three financial years is as below:

Fiscal Year	Salaries of Employees involved in R&D activities
FY2023	Rs 19.22 lakhs
FY2024	Rs 26.16 lakhs
FY2025	Rs 33.53 lakhs

BUSINESS OPERATION:

Raw Materials / Components

Our major raw materials for our Unit 1 are microcontrollers / processors wherein complete unit functionalities are programmed using specified software and dedicated hardware; integrated chips which is used to perform various digital functions required for product functionalities; diodes mainly used in power supplies and other signal conditioning circuits; passive components like resistors and capacitors which are used in electronics circuits; power transformer which is used to reduce high voltage to measurable low voltage at input stage.; current transformer which is used to reduce high current in to measurable low current at input stage; brass components used in electrical connection / Mounting purpose like terminals, studs, bracket etc; metal boxes used as enclosure for product; plastic components and croton boxes used with foam for packing of products.

Our Unit 2 requires numerical relays, electromechanical relays, annunciators, indicating lamps & push buttons, control switches, control cables / wires, semaphore indicators, terminal blocks, digital / analog metres and MS / SS cubicles.

The Company procures raw material from the Indian states Karnataka, Tamil Nadu, Gujarat, Himachal Pradesh and Imports from Germany. The details on cost of purchase on domestic and import basis are as follows:

(₹ in Lakhs)						
Particulars	2024-25	% of Total Purchase of raw materials	2023-24	% of Total Purchase of raw materials	2022-23	% of Total Purchase of raw materials
Domestic Purchase	3,466.82	99.42%	3,654.03	99.65%	1,853.78	100.00%
Import	20.11	0.58%	12.77	0.35%	-	-
TOTAL	3,486.93	100.00%	3,666.80	100.00%	1,853.78	100.00%

SALES AND MARKETING

We have our in-house sales and marketing team comprising of experienced professionals with diversified background. Our sales and marketing team works closely with the customers to understand their requirements. As of August 31, 2025, our sales and marketing had 9 employees and ensures direct and efficient communication with our customers and provide timely services. ***The company provides after-sales services as per the terms and conditions of Purchase order from the Customer for the products sold by the company.***

We operate with OEMs and utility customers. However, to support smaller panel builders, we operate through a dedicated dealer network. We have a network of few dealers primarily for our Relays and Panels accessories. We have appointed 6 dealers who are based out of Haryana, Maharashtra, Madhya Pradesh and Rajasthan. Dealers are required to:

- meet immediate requirement of customers by supplying them locally
- expand the market base
- tap new customers in their region

Selection of dealers is based on their:

- knowledge of product and whether they are dealing currently in similar products
- their network strength with local switchgear manufacturers and power utility companies
- financial strength to stock adequate stock and provide credit to customers

We have also penetrated the foreign markets and have started to cater to overseas customers in the current financial year. We therefore cater to our wide and varied customer base through the following sales channels:

Sales Channel	Brief Description
Tender	Under this channel, we sell our products upon being awarded with the tenders. In order to obtain government contracts, we enter into contracts primarily through a competitive bidding process. Our clients typically advertise for potential projects on their websites and in leading national newspapers.

Sales Channel	Brief Description
	Accordingly, we carry out a regular review of the leading national newspapers and relevant websites to identify projects that could be potentially viable for us. After such projects are identified, we evaluate our Company's credentials in light of the stipulated eligibility criteria. Notices inviting bids may either involve pre-qualification, or short listing of contractors or a post qualification process. Pre-qualification applications generally require us to submit details about our organizational set-up, financial parameters (such as turnover, net worth and profit and loss history), employee information, plant and equipment owned, portfolio of executed and ongoing projects and details in respect of litigations and arbitrations in which we are involved. While awarding contracts for major projects, our clients generally consider contractors that they have pre-qualified based on several criteria, including experience, technical ability and performance, reputation for quality, safety record, financial strength, bidding capacity and size of previous contracts in similar projects. After technical evaluation, price competitiveness is the primary selection criterion. In order to submit a financial bid, our Company conducts an in-depth study of the proposed project, in order to ensure that we submit the best bid for being selected.
Network of dealers	We supply our products through a network of dealers for supply to small panel builders. As on March 31, 2025, we have 6 dealers and distributors spread across India. <i>However, our Company has no distributors.</i>
OEMs	We also supply our products to OEMs across various fields such as engineering, electrical panels etc., who utilize our products for their equipment.

INFRASTRUCTURAL FACILITIES AND UTILITIES

Information Technology

An appropriate information technology infrastructure is important to support the growth of our business. We utilize antivirus software, backups, and various types of software solutions for our human resource and operational needs. We have established information technology policies and procedures to ensure compliance and security. ***The software used in the products is developed in house.***

Freehold Property

We own the following property:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration (In Rupees)	Usage
1	Deed of Conveyance dated August 22, 2014 between Implast Private Limited ("Seller") and Avana Electrosystems Limited ("Purchaser")	Land admeasuring about 13747 sq.mtrs. situated at Plot No:35, BBMP Khata 35, 2 nd Phase, Peenya Industrial Area, Survey No: 41 & 42, Nallkadaranahalli Village, Yashwantapura Hobli Taluk, Bangalore North, Bengaluru, Karnataka <u>of which Site 1A, Plot No:35, BBMP Khata 35, 2nd Phase, Peenya Industrial Area, Survey No: 41 & 42, Nallkadaranahalli Village, Yashwantapura Hobli Taluk, Bangalore North, Bengaluru, Karnataka admeasuring 6,492.50 sq.ft has been acquired by us</u>	1,29,85,000	Vacant Land

Leasehold Property

Sr. No.	Details of the Agreement	Particulars of the property, description and area	Consideration	Usage
1	Lease cum sale deed dated March 19, 2018 between Karnataka Industrial Areas Development Board and Avana Electrosystems Limited (See Note below)*	Land admeasuring about 4020 sq.mtrs. situated at Plot No:121 and 122, Avverahalli Industrial Area, Sompura Hobli, Nelamangala Taluk, Bengaluru Rural, Bengaluru, Karnataka	₹. 149.00 Lakhs – tentative Premium; Yearly lease rental of ₹ 993 plus annual maintenance charges of ₹ 4,967 aggregating ₹ 5,960 per year.	Vacant land on which the new factory is to be set up as per the Objects of the Offer

Sr. No.	Details of the Agreement	Particulars of the property, description and area	Consideration	Usage
2	Lease deed dated August 01, 2025 between V Ramadevi and Avana Electrosystems Limited for a period of 11 months from August 11, 2025	Land admeasuring about 5000 sq.feet situated at Plot No N-1, 4th Cross 1st Stage, Peenya Industrial Estate, Bengaluru	Monthly rent of ₹.1.63 lakhs and security deposit of ₹.10.00 lakhs	Relay Manufacturing Unit
3	Lease deed dated August 18, 2023 between G M Properties and Avana Electrosystems Limited for a period of 3 years from August 18,2023. (See Note below)*	Land admeasuring about 14,831 sq.ft with shed measuring 5,000 sq.feet and Office Block of 2,500 Sq.feet situated at site No.8, Plot. No.35, 1 st Main Road, 2 nd Phase, Peenya Industrial Area, Nelagadarahalli Village, Bengaluru,	Monthly rent of ₹. 3.49 lakhs per month from 01.09.2023 to 31.08.2024; ₹ 3.66 lakhs per month from 01.09.2024 to 31.08.2025 and ₹ 3.85 lakhs from 01.09.2025 to 31.08.2026 and security deposit of ₹.25.00 lakhs	Control and Relay Panel Manufacturing Unit and Registered Office

Note:

1. Our Company has been allotted the land on February 25, 2016 by Karnataka Industrial Areas Development Board allotting the land on a lease of 99 years. **The possession certificate was given on June 02, 2017 and a Lease cum Sale Deed was entered into between the Company and Karnataka Industrial Areas Development Board on March 19, 2018, for a period of 10 years subject to the condition that the Company would commence civil construction work within 9 months of the date of agreement and commence commercial production within 3 years of the date of the Agreement.** * In case the Company did not commence the civil work and commercial production within the stipulated period, the company could seek extension for a period of 1 year and a further extension of 1 more year subject to payment of a penalty. However, if the Company fails to commence civil work or commercial production within the stipulated period or within the extended period, the lease cum sale deed and the lease of 99 years would be cancelled automatically. Our Company has sought extension and has been provided an extension on May 23, 2025 and is under an obligation to commence civil construction work within 9 months of May 23, 2025 and commercial production within 3 years of May 23, 2025.

2. The lease deed for our Control and Relay Panel Manufacturing Unit and Registered Office is not registered. ~~We are in the process of registering the same.~~ **The Company has initiated the process for registering the lease deed.**

* The chronology of events is as under:

Year	Event
25/02/2016	Allotment of the land by KIADB to the Company
02/06/2017	Possession of the land allotted by KIADB
19/03/2018	Lease Deed between KIADB and Company as per which the lease was for 10 years from 19.03.2018 and the company to commence civil construction within nine months from the date of the agreement and commence commercial production within 3 years from the date of the agreement
2023	KIADB issued a notice for non-commencement of construction
2023	Explanation given to KIADB and extension sought for the commencement of construction
23/05/2025	Extension for one year given by KIADB

The reason for the non-commencement of construction was due to the onset of COVID-19 and this lead to a delay in the commencement of construction and commencement of commercial production. Subsequently, upon receipt of extension from KIADB, the Company is planning to commence the construction.

OUR MANAGEMENT

BRIEF PROFILE OF THE DIRECTORS

Anantharamaiah Panish, aged 56 years, is one of the Promoters and the Managing Director of our Company. He holds a Bachelor's Degree in Electrical Engineering from the Bangalore University. He has over 32 years of experience as an electrical engineer and is associated with the Company since 2010. Previously, he was associated with Palyam Service Engineers as an Engineer from December 1992 to May 1994, and with J V S Electronics Private Limited as Trainee Engineer from August 1994 to August 1995 and as Engineer – Marketing from August 1995 to May 2006 and then as Director from May 2006 to March 2010. He currently looks after the operations and marketing activities of the Company including - sales, testing and after sales service.

Gururaj Dambal, aged 48 years, is a Promoter and Whole Time Director of our Company. He holds a Diploma in Electronics and Communication Engineering from the Department of Technical Education, Government of Karnataka and has 24 years of experience in the Electrical Industry. Previously, he was associated with JVS Electronics Private Limited as a Technical Assistant from July 2001 to September 2009 and with Vignani Technologies Private Limited from October 2009 to July 2010 as Member Technical Staff. He is associated with our Company since year 2010. Currently he looks after the product development, automation, purchase, assembly, testing and delivery in relay unit.

S Vinod Kumar, aged 41 years, is one of the Promoters and Whole Time Director of our Company. He holds a Bachelor's Degree in Electrical Engineering from the Thapar University, Patiala and a Diploma in Electrical & Electronics Engineering from Mysore Technical Education Society, Bangalore. He has 23 years of experience in the Electrical Industry. Previously, he was associated with Venson Electric Private Limited as a Trainee Purchaser from November 2002 to June 2010. He is associated with our Company since year 2010. He looks after production, purchase and procurement.

K N Sreenath, aged 46 years, is one of the Promoters and Executive Director of our Company. He has around 22 years of experience in the field of accountancy and finance. He is associated with our Company since 2010. Previously, he was associated with Venson Electric Private Limited as an Accounts Officer from March 2003 to October 2010. He is currently in charge of Accounting, Finance and HR operations of the Company.

Sheela Arvind, aged 56 years, is one of the Independent Directors of our Company. She is a Fellow Member of the Institute of Company Secretaries of India and holds a Bachelor's Degree in Commerce from the University of Mysore, a Bachelor's Degree in Law from the Karnataka State Law University, Hubballi and a Diploma in Business Administration from the Department of Technical Education, Government of Karnataka. She is a Practicing Company Secretary with 22 years of expertise in Corporate Governance, Secretarial Compliance, CSR, ESG, Social Audit, Drafting, Taxation and compliance laws.

Shital Darak Mandhana, aged 40 years, is one of Independent Directors of our Company. She is a Fellow Member of the Institute of Company Secretaries of India. She holds a Bachelor's Degree in Commerce from the University of Mumbai, a Bachelor's Degree in Law from the Mumbai University, and a Master of Arts in Business Law from NUJS (National University of Juridical Science). She is also a Registered Valuer registered with the Insolvency and Bankruptcy Board of India. She has worked with Avesthagen Limited as Executive Company Secretary from June 2009 to January 2010 and with Kurlon Limited as a Company Secretary from February 2010 to July 2013 and with Integrated Risk Control Applications Private Limited as a Secretarial and Legal Advisor from January 2014 to December 2014. Since 2015, she is a Practicing Company Secretary and has founded ProCS Legal, a firm providing legal, secretarial, and business consultancy services. She has experience in the field of valuation, financial analysis and research, compliance management, ITR Management and Team Management skills.

Kishore N S, aged 43 years, is one of the Independent Directors of our Company. He is a member of the Institute of Chartered Accountants of India, holds a Bachelor's Degree in Business Management from the Bangalore University and is a Practicing Chartered Accountant. He has over 14 years of experience in financial, regulatory, and strategic advisory services. He also specializes in Audit & Assurance, Taxation (both Direct and Indirect), Corporate Law & Secretarial Services, Financial Advisory, Business Valuation & Transaction Support, Internal Controls & SOP Implementation.

Senior Management Personnel

Avinash S J aged 40 years is the Senior Manager- Technical Support (CRP & Automation). He has been associated with our company since December 2010. He holds a Diploma in Electronics and Communications Engineering from Vivekanada Polytechnic, Puttur and has about 18 years of overall experience. The remuneration paid to him for Financial Year ended 2024-25 is ₹ 10.32 lakhs.

Nagaraje Gowda H.J aged 37 years is the Assistant Manager -Purchase. He has been associated with our company since July 2010. He holds Post Graduate Diploma in Management in Finance from Bangalore University. He has also completed Bachelor of Arts (B.A) from Bangalore University. He has about 14 years of overall experience. The remuneration paid to him for Financial Year ended 2024-25 is ₹ 8.93 lakhs.

Neyyila Rambabu aged 54 years is the Manager-Automation. He has been associated with our company since August 2024. He holds a Diploma in Electronics and Communication Engineering from State Board of Technical Education, Andhra Pradesh and has about 33 years of overall experience. The remuneration paid to him for Financial Year ended 2024-25 is ₹ 8.90 lakhs.

Yogisha Karanth aged 35 years is the Purchase Manager of our Company. He has been associated with our company since April 2023. He holds a Bachelor's Degree in Engineering from VTU University and has about 10 years of overall experience. The remuneration paid to him for Financial Year ended 2024-25 is ₹ 6.67 lakhs.

SECTION VI - FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

The following table will be updated in the RHP which is a part of Note 23 of the Restated Financial Statements

RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

(₹ in Lakhs)

Particulars	Nature of Transaction	31-03-2025	31-03-2024	31-03-2023
(I)	Transactions with Directors			
Panish Anantha Ramaiah	Director Renumeration	61.20	41.88	42.38
Kondahalli Nagaraj Sreenath	Director Renumeration	38.16	21.24	21.24
Gururaj Dambal	Director Renumeration	47.28	27.96	28.46
Vinod Kumar S	Director Renumeration	38.76	21.84	21.24
(II)	Transactions with Directors			
Panish Anantha Ramaiah	Performance Incentives	38.75	-	-
Kondahalli Nagaraj Sreenath	Performance Incentives	38.75	-	-
Gururaj Dambal	Performance Incentives	38.75	-	-
Vinod Kumar S	Performance Incentives	38.75	-	-
(III)	Relatives of Director			
<u>Smita Dambal</u>	Professional Fees	18.00	18.60	14.50
<u>Nithya M</u>	Professional Fees	18.00	18.60	15.00
G Usha	Professional Fees	18.00	18.60	15.00
<u>Rama Subramanyam</u>	Professional Fees	18.00	18.60	14.50
Ramabai Dambal	Professional Fees	6.00	0.00	0.00
Total		418.40	187.32	172.32

*The names of the Promoter Group members as confirmed vide our Reply dated November 28, 2025 have been changed in the table above.

The following table appearing on Note 9 of the Restated Financial Statements will be revised at the time of RHP

Note: 9 - RESTATED STATEMENT OF INVENTORIES	As per RFS		As per SFS	
	2024	2023	2024	2023
Work-in-progress				
Opening Balance	256.61	76.58	37.58	34.05
Closing Balance	29.53	256.61	29.53	37.58
Finished Goods				
Opening Balance	37.58	-	256.61	42.53
Closing Balance	283.68	37.58	283.68	256.61

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

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2025 WITH FINANCIAL YEAR ENDED MARCH 31, 2024.

Components of Profit and Loss

Reasons for increase in Profit after Tax

(₹ in Lakhs, except %age)

Particulars	For the financial year ended March 31, 2025	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023
Revenue from Operations	6,148.58	5,298.77	2,840.65
Total Variable Cost	3,793.17	3,793.62	2,027.89
% of Revenue from Operations	61.69%	71.59%	71.39%
Total Fixed Cost	1,270.33	909.37	713.16
% of Revenue from Operations	20.66%	17.16%	25.11%
Profit Before Tax	1229.88	622.58	117.46
% of Revenue from Operations	20.00%	11.75%	4.14%
Tax Expense			
(1) Current Tax	325.70	163.95	31.10
(2) Current Tax expense relating to previous years	(0.82)	0.00	0.00
(3) Deferred Tax	(2.24)	19.67	(6.19)
Prior Period Items			
Gratuity and Leave Encashment adjustment	76.02	36.55	0.26
Profit / Loss for the period	831.23	402.41	92.29

- During FY 2024–25, the revenue from Operations grew by 16.04% to ₹6,148.58 lakhs in FY 2024-25 from ₹5,298.77 lakhs in FY 2023–24, largely driven by new customer acquisitions contributing approximately ₹618.75 lakhs.
- The Company undertook a shift in its product mix where more of relays were sold where contribution was higher. Consequently, the Gross Profit Margin expanded to 47.80% in FY 2024-25 from 38.78% in FY 2023-24.

Particulars	FY 2023	FY 2024	FY 2025
Relays Margin	58.05%	50.61%	60.54%
Control & Relay Panels Margin	31.77%	26.00%	34.51%

- Inventory management practices of the Company also improved, with the change in Inventories of Work-in-Progress and Finished Goods standing at ₹102.06 lakhs in FY 2024-25 compared to ₹19.03 lakhs in FY 2023-24. This movement indicates higher sales volumes and improved inventory turnover.
- Other Income rose by 440.39%, primarily due to higher interest income generated by the Company.

As a result of the abovementioned factors like revenue growth, shift in product mix, inventory management, and increase in other income, the Company's overall profitability improved.

SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

III. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS):

A. Litigations against our Directors

1. Criminal proceedings – NIL

2. Outstanding actions by regulatory and statutory authorities –

Income Tax Department - Ms. Shital Darak Mandhana, Independent Director of the Company, received a notice under Section 139(9) of the Income Tax Act, 1961 from the Income Tax Department for the Assessment Year 2014–15. Generally, the said notice is issued on account of incomplete or inconsistent information in the return or in the schedules or for any other reason in the Income Tax Return filed for the said year. Pursuant to the said notice, Ms. Mandhana has duly responded to the notice by filing revised returns which have been received by the Income Tax Department and the same is reflected in the I.T. Portal. As on date, the matter remains pending before the concerned Assessing Officer, and no demand or penalty has been raised or crystallised. The proceedings are in the nature of a routine compliance-related matter and do not involve any allegation of fraud, wilful default, or tax evasion. Further, the outcome of the matter is not expected to have any material adverse impact on Ms. Mandhana's ability to act as an Independent Director on the Board of the Company. As on date, no specific monetary demand has been raised by the Income Tax Department in connection with the said notice. Accordingly, no demand has been quantified.

Following will be added:

V. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

A. Litigations against our KMPs and SMPs

1. Criminal proceedings – NIL
2. Outstanding actions by regulatory and statutory authorities – NIL
3. Material civil proceedings – NIL

B. Litigations by our KMPs and SMPs

1. Criminal proceedings – NIL
2. Outstanding actions by regulatory and statutory authorities – NIL
3. Material civil proceedings – NIL

GOVERNMENT AND OTHER STATUTORY APPROVALS

Non-Applicability of Shop & Establishment Act:

The Company operates from two owned premises, both of which are utilised for manufacturing purposes and are duly registered under valid Factory Licences issued pursuant to the provisions of the Factories Act, 1948 and disclosed on page 271 of DRHP. As per the applicable legal and regulatory framework, premises registered as a “factory” under the Factories Act, 1948, are exempt from the applicability of the respective State-specific Shops and Establishments Act. Accordingly, the requirement to obtain a separate Shop and Establishment licence in respect of the said properties does not arise, as the said premises fall outside the purview of the Karnataka Shops and Commercial Establishments Act, 1961. This exemption is expressly provided under Section 1(3)(b) of the Karnataka Shops and Commercial Establishments Act, 1961, which states:

“Nothing in this Act shall apply to – (b) any establishment to which the provisions of the Factories Act, 1948 apply...”

OTHER REGULATORY AND STATUTORY DISCLOSURES

OTHER DISCLOSURES:

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the NSE EMERGE:

6) The financial details of our Company is as follows:

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Share Capital	79.41	79.41	79.41
Net Worth	2,180.00	1,348.78	946.36
Revenue from Operations	6,148.58	5,298.77	2,840.65
EBITDA	1,251.96	741.97	192.04
Restated Net Profit / (Loss) after tax	831.23	402.41	92.29
Net Tangible Assets	317.26	369.66	198.00

OFFER PROCEDURE

Applications by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Office of BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour).
Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

SECTION – X

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Material Documents:

- Architect Report dated September 19, 2025 from M/s Sumathi Bhat M.
- Certificate dated September 20, 2025 from M/s Vasanth & Co. Chartered Accountants certifying the working capital requirement of the Company.
- Addendum to the Examination Report dated September 19, 2025 from the Statutory Auditor M/s Vasanth & Co. dated November 28, 2025, to be read with Restated Financial Statements dated September 19, 2025 and corresponding notes to accounts.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

Anantharamaiah Panish

Managing Director

DIN: 00288112

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

Gururaj Dambal

Whole Time Director

DIN: 03099402

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

S Vinod Kumar
Whole Time Director
DIN: 03115822

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

K N Sreenath
Director
DIN: 03099421

DECLARATION

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SD/-

Sheela Arvind

Independent Director

DIN: 01020390

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

Shital Darak Mandhana
Independent Director
DIN: 07043909

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

Kishore N S

Independent Director

DIN: 11222235

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

Amrutha Naveen

Company Secretary and Compliance Officer
Membership No. A65237

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Addendum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Addendum are true and correct.

SD/-

Ravi Kumar S
Chief Financial Officer