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# AVANA ELECTOSYSTEMS LIMITED

Corporate Identity Number: U31400KA2010PLC054508

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 other Corporate Matters" on page 191 of the Prospectus.

Registered Office: No: 8, KIADB, Plot No. 35, 1<sup>st</sup> Main Road, 2<sup>nd</sup> Phase, Peenya Industrial Area, Nelagadaranahalli Village, Peenya Small Industries, Bengaluru – 560 058, Karnataka, India

Corporate Office: NIL Contact Person: Amrutha Naveen, Company Secretary & Compliance Officer. Telephone: +91 80 4123 3386 E-Mail: cs@avanelectrosystems.com Website: avanelectrosystems.com

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

"The Offer Has Been Made In Accordance With Chapter IX of The SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the Equity Shares are proposed to be listed on Emerge Platform of NSE Limited."

### BASIS OF ALLOTMENT

INITIAL PUBLIC OFFER OF 59,70,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF AVANA ELECTOSYSTEMS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 59 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 49 PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹ 3,522.30 LAKHS ("THE OFFER") COMPRISING OF A FRESH ISSUE OF 51,76,000 EQUITY SHARES AGGREGATING TO ₹ 3,053.84 LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 7,94,000 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDERS ("OFFER FOR SALE") AGGREGATING TO ₹ 468.46 LAKHS OF WHICH 3,00,000 EQUITY SHARES AGGREGATING TO ₹ 177.00 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 56,70,000 EQUITY SHARES AGGREGATING TO ₹ 3,345.30 LAKHS (THE "NET OFFER"). THE FRESH OFFER AND THE NET OFFER WILL CONSTITUTE 26.36 % AND 25.04% RESPECTIVELY OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WAS DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND ALL EDITION OF UDAY KALA 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 WAS MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE".

**OFFER PRICE: ₹ 59 PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH.**

**THE OFFER PRICE IS 5.9 TIMES OF THE FACE VALUE**

### OFFER PROGRAMME

**BID/OFFER OPENED ON: MONDAY, JANUARY 12, 2026**

**BID/OFFER CLOSED ON: WEDNESDAY, JANUARY 14, 2026**

#### RISK TO INVESTORS:

1. We intend to set up our integrated manufacturing unit on land taken on lease and license from Karnataka Industrial Areas Development Board (KIADB) and a part of the IPO proceeds is proposed to be utilised for the same. As per the lease agreement entered with KIADB, there are certain prescribed conditions and timelines pertaining to commencement and completion of work. Our Company was required to start the commercial productions by June 01, 2020. Our Company didn't start the commercial production by the given date. Subsequently, we have been granted one year extension of time by KIADB for the commercial productions i.e. till October 26, 2026. In case we fail to start our commercial production by October 26, 2026, we may face consequences of non-adherence of the terms and conditions of KIADB, which could have an adverse impact on our growth plans and our business and financial condition.

Our Company has been allotted a land area of 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. The lease is liable to be cancelled automatically; in case the land is not utilised within a period of 3 years as per the allotment letter. As per the KIADB allotment terms, the Company was to commence civil construction work within 9 months of the date of taking over possession and production was to be commenced within a period of 3 years after taking possession. The possession date as per the allotment letter was on June 02, 2017.

The Lease cum Sale Agreement was entered into between the Company and KIADB on March 19, 2018 for a lease period of 10 years. As per the lease cum sale agreement, the lessee can seek extension of time by giving valid reasons. The Company approached KIADB for extension of dates for implementing the project. Subsequently vide letter dated October 27, 2025, KIADB has granted one year extension of time for implementation of the project.

As per the terms of the extension, in case the Company does not implement the project within the extended period (i.e. October 26, 2026), no further extension may be granted.

Our Company plans to start the civil construction work by utilising ₹ 150.00 Lakhs from internal accruals from October 2025. The balance capital expenditure requirement of ₹ 1,155.38 Lakhs will be utilised from the Fresh issue proceeds.

In case, we fail to raise fund from the IPO for the commencement and completion of construction work, we may have to surrender the land allotted by KIADB which would have a negative adverse effect on our growth plans, business and on our finances and profitability.

2. We have not identified any alternate source of funding to meet our capital expenditure requirements and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Net Issue proceeds may delay the implementation schedule.

The proposed fund requirement for our Capital expenditure for setting of integrated manufacturing unit as detailed in the chapter titled "Objects of the Offer" is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the chapter titled "Objects of the Offer" beginning on page no. 96 of this Red Herring Prospectus.

3. We derive a significant portion of our revenue from operations from limited number of customers, and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows. Any adverse change in the business relationship with one or more of our top 5 and top 10 customers, including a reduction in order volume, changes in contract terms, delayed payments, or termination, could materially and adversely affect our revenue, cash flows, and overall financial performance.

A significant portion of our revenue from operations is derived from a limited number of customers, exposing us to customer concentration risk. For the period ended September 30, 2025 and the financial years ended March 31, 2025, 2024, and 2023, revenue from operations generated from our top 5 customers accounted for 38.79%, 22.42%, 22.76%, and 36.01% of our total revenue from operations, respectively. Revenue from operations from our top 10 customers represented 52.00%, 31.50%, 37.07%, and 47.91% for the period ended September 30, 2025 and the financial years ended March 31, 2025, 2024, and 2023 respectively. While we have past relationship with these customers, this concentration may reduce our pricing flexibility and bargaining power. Revenue generated from our top 5 and 10 customers are as follows:

(₹ In Lakhs)

Particulars	September 30, 2025		As at and for the financial year ended March 31,					
	2025		2024		2023			
	Amount	%age of total revenue from operations	Amount	%age of total revenue from operations	Amount	%age of total revenue from operations	Amount	%age of total revenue from operations
Top 5 customers	1,386.46	38.79	1,378.76	22.42	1,205.78	22.76	1,022.97	36.01
Top 10 Customers	1,858.71	52.00	1,936.50	31.50	1,964.38	37.07	1,360.96	47.91
<b>Total Revenue</b>	<b>3,574.71</b>	<b>100.00%</b>	<b>6,148.58</b>	<b>100.00%</b>	<b>5,298.77</b>	<b>100.00%</b>	<b>2,840.64</b>	<b>100.00%</b>

Any adverse change in the business relationship with one or more of our top 5 and top 10 customers, including a reduction in order volume, changes in contract terms, delayed payments, or termination, could materially and adversely affect our revenue, cash flows, and overall financial performance. Although we are taking steps to mitigate such risk by practicing measures such as customer diversification and expanding into new geographies, there can be no assurance that such measures will sufficiently offset the risks associated with customer concentration.

4. 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 48.33%, 66.42%, 61.58% and 44.02% of our total revenue from operations for the period ended September 30, 2025 and 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.

(₹ In Lakhs)

Particulars	As at and for the period ended September 30, 2025		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	%age	Revenue	%age	Revenue	%age	Revenue	%age
Madhya Pradesh	460.39	12.88	2,065.51	33.59	866.14	16.35	272.84	9.6
Maharashtra	917.30	25.66	1,366.14	22.22	1,346.68	25.41	428.86	15.1
Karnataka	350.25	9.80	652.25	10.61	1,050.21	19.82	548.76	19.32
Rest of India	1,832.57	51.27	2,064.68	33.58	2,035.74	38.42	1,590.18	55.98
Exports	14.20	0.40	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>3,574.71</b>	<b>100.00%</b>	<b>6,148.58</b>	<b>100.00%</b>	<b>5,298.77</b>	<b>100.00%</b>	<b>2,840.64</b>	<b>100.00%</b>

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.

5. 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 period ended September 30, 2025 and the financial years ended March 31, 2025, 2024, and 2023, revenue from operations generated from private players accounted for 76.24%, 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 period ended September 30, 2025 and the Fiscals 2025, 2024 and 2023:

(₹ In Lakhs)

Particulars	September 30, 2025		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	₹ in lakhs	% of the total revenue
Private Players	2,725.30	76.24	5,055.09	82.22	4,320.80	81.54	2,078.25	73.16
Tender / Government Orders	818.67	22.90	1,007.33	16.38	952.78	17.98	758.75	26.71
Dealers	30.74	0.86	86.16	1.4	25.19	0.48	3.65	0.13
<b>Total</b>	<b>3,574.71</b>	<b>100</b>	<b>6,148.58</b>	<b>100</b>	<b>5</b>			

