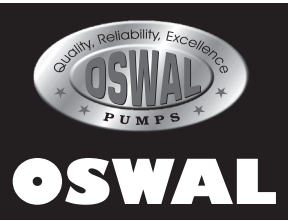


(Please scan the QR code to view the RHP)



OSWAL PUMPS LIMITED

Our Company was incorporated on July 15, 2003 at New Delhi, India as 'Oswal Pumps Private Limited', a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). Our Company was then converted into a public limited company under the Companies Act, 1956, pursuant to the Shareholders' resolution dated October 24, 2006, consequent to which, the name of our Company was changed to 'Oswal Pumps Limited' and a fresh certificate of incorporation dated November 15, 2006 was issued by the RoC. For further details in relation to changes in the name and the registered office of our Company, see "*History and Certain Corporate Matters*" on page 306 of the Red Herring Prospectus dated June 7, 2025 ("RHP") filed with the RoC.

Registered and Corporate Office: Oswal Estate, NH-1 Kutail Road, P. O. Kutail, District Karnal, Haryana 132 037, India. **Contact Person:** Anish Kumar, Company Secretary and Compliance Officer
Tel: +91 18 4350 0307; **E-mail:** investorrelations@oswalpumps.com; **Website:** www.oswalpumps.com; **Corporate Identity Number:** U74999HR2003PLC124254

OUR PROMOTERS: VIVEK GUPTA, AMULYA GUPTA, SHIVAM GUPTA, ESS AAR CORPORATE SERVICES PRIVATE LIMITED, SHORYA TRADING COMPANY PRIVATE LIMITED AND SINGH ENGCON PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹1 EACH ("EQUITY SHARES") OF OSWAL PUMPS LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹8,900.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 8,100,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY VIVEK GUPTA (REFERRED TO AS THE "PROMOTER SELLING SHAREHOLDER" AND SUCH OFFER FOR SALE OF EQUITY SHARES OF FACE VALUE ₹1 EACH BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

| DETAILS OF THE PROMOTER SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION | | | |
|--|------------------------------|---|---|
| NAME OF PROMOTER SELLING SHAREHOLDER | TYPE | NUMBER OF EQUITY SHARES OF FACE VALUE ₹1 EACH OF OUR COMPANY OFFERED / AMOUNT | WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)* |
| Vivek Gupta | Promoter Selling Shareholder | Up to 8,100,000 equity shares of face value ₹1 each of our Company aggregating up to ₹[●] million | Nil |

*Weighted average cost of acquisition per Equity Share, as certified by Singhi & Co., Chartered Accountants (firm registration number: 302049E), pursuant to their certificate dated June 7, 2025.

PRICE BAND: ₹584 TO ₹614 PER EQUITY SHARE OF FACE VALUE OF ₹1 EACH.

THE FLOOR PRICE IS 584 TIMES THE FACE VALUE OF THE EQUITY SHARES AND

THE CAP PRICE IS 614 TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2024 AT THE LOWER END OF THE PRICE BAND (I.E., FLOOR PRICE) IS 59.47 TIMES AND AT THE UPPER END OF THE PRICE BAND (I.E., CAP PRICE) IS 62.53 TIMES.
BIDS CAN BE MADE FOR A MINIMUM OF 24 EQUITY SHARES AND IN MULTIPLES OF 24 EQUITY SHARES THEREAFTER.

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER DATE: THURSDAY, JUNE 12, 2025⁽¹⁾

BID/ OFFER OPENS ON: FRIDAY, JUNE 13, 2025

BID/ OFFER CLOSES ON: TUESDAY, JUNE 17, 2025⁽²⁾

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period will be one Working Day prior to the Bid/ Offer Opening Date.

⁽²⁾ UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.

We manufacture solar-powered and grid-connected submersible and monoblock pumps, electric motors comprising induction and submersible motors as well as solar modules which we sell under the 'Oswal' brand.

THE OFFER IS BEING MADE THROUGH THE BOOK BUILDING PROCESS IN ACCORDANCE WITH REGULATION 6(1) OF THE SEBI ICDR REGULATIONS.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON THE MAIN BOARD OF BSE AND NSE. NSE SHALL BE THE DESIGNATED STOCK EXCHANGE.

- **QIB Portion:** Not more than 50% of the Offer
- **Non-Institutional Portion:** Not less than 15% of the Offer
- **Retail Portion:** Not less than 35% of the Offer

IN MAKING AN INVESTMENT DECISION AND PURCHASE IN THE OFFER, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated June 9, 2025, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for Offer Price" section on page 162 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the "Basis for Offer Price" section on page 162 of the RHP and provided below in this advertisement.

RISK TO INVESTORS:

For details, refer to section titled "*Risk Factors*" on page 33 of the RHP.

1. Risk of dependency on Government Scheme (PM Kusum Scheme):

We derive a significant portion of our revenues from the supply of Turnkey Solar Pumping Systems which are awarded on a tender basis by state and central Government institutions under the PM Kusum Scheme (₹7,732.07 million, ₹3,274.15 million, nil and nil from the supply of the Turnkey Solar Pumping Systems directly under the PM Kusum Scheme in the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively, representing 78.50%, 44.77%, nil and nil of revenue from operations (excluding revenue from the sale of traded goods and other operating revenue and adding back discounts and incentives) during such periods). We cannot assure you that the Government will continue this scheme or that our bids will be accepted and future contracts will be awarded to us. Any reduction in Government

funding for this scheme or our inability to obtain contracts may have an adverse impact on our business, results of operations, financial condition and cash flows.

2. Sector concentration risk: Our business is dependent on the performance of the agricultural sector (₹9,510.52 million, ₹7,024.71 million, ₹3,254.70 million and ₹2,964.21 million from the agricultural sector in the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively, representing 96.55%, 96.06%, 90.84% and 87.03% of revenue from operations (excluding revenue from the sale of traded goods and other operating revenue and adding back discounts and incentives) during such periods). Any adverse changes in the conditions affecting the agricultural sector may adversely impact our business, results of operations, financial condition and cash flows.

3. Geographical concentration risk: We derive a significant portion of our revenues from the sale of our products from certain states as detailed below. Consequently, any adverse developments affecting our operations in such regions, could have an adverse impact on our business, results of operations, financial condition and cash flows.

| Geography | Nine months ended December 31, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---------------|-------------------------------------|--|--------------------|--|--------------------|--|--------------------|--|
| | Amount (₹ million) | Percentage of Revenue from Operations* | Amount (₹ million) | Percentage of Revenue from Operations* | Amount (₹ million) | Percentage of Revenue from Operations* | Amount (₹ million) | Percentage of Revenue from Operations* |
| Haryana | 3,422.56 | 34.75% | 5,285.98 | 72.28% | 1,576.53 | 44.00% | 1,689.45 | 49.60% |
| Maharashtra | 4,363.27 | 44.30% | 574.22 | 7.85% | 669.61 | 18.69% | 335.86 | 9.86% |
| Uttar Pradesh | 605.02 | 6.14% | 447.62 | 6.12% | 134.85 | 3.76% | 93.09 | 2.73% |
| Rajasthan | 519.83 | 5.28% | 331.24 | 4.53% | 261.29 | 7.29% | 608.05 | 17.85% |
| Total | 8,910.68 | 90.47% | 6,639.06 | 90.78% | 2,642.28 | 73.74% | 2,726.45 | 80.04% |

*Revenue from operations excludes revenue from the sale of traded goods and other operating revenue and adding back discounts and incentives.

4. **Customer concentration risk:** Our business largely depends upon our top 10 customers, which contributed 78.87%, 79.50%, 72.56% and 66.29% of our revenue from operations for the nine months ended December 31, 2024, Fiscals 2024, 2023 and 2022, respectively. The loss of any of these customers could have an adverse effect on our business, results of operations, financial condition and cash flows.
5. **Risk in relation to geographical concentration of our manufacturing facilities:** Our operations are supported by two manufacturing facilities which are situated at Karnal, Haryana. Our Company’s facility is dedicated to the production of pumps and motors, while our Material Subsidiary, Oswal Solar’s facility is dedicated to manufacturing solar modules. The geographical concentration of our manufacturing facilities exposes our operations to potential risks arising from local and regional factors such as adverse social and political events, weather conditions and natural disasters in this region.
6. **Risks in relation to expansion of our solar modules capacity:** We intend to utilise an amount of ₹1,536.60 million to increase our manufacturing capacity for solar modules by 1,500 MW. If such expansion does not lead to increases in our revenue from operations, it could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, our proposed capacity expansion plan is subject to the risk of unanticipated delays in implementation and cost overruns. Further, we have limited experience in the manufacturing of solar modules, and we may not be successful in this endeavour.
7. **Risks in relation to cost escalation and lack of experience in EVA manufacturing:** We intend to utilise a portion of the Net Proceeds to purchase certain equipment and machinery for our manufacturing facility at Karnal, Haryana and for our Material Subsidiary, Oswal Solar’s existing and new manufacturing facility at Karnal, Haryana which is subject to cost escalation and is also based on quotations that may be subject to change or may expire. We are yet to place orders for the purchase of such equipment and machinery and we cannot assure you that we will be able to place orders for such equipment and machinery, in a timely manner or at all. We have estimated the total cost of such capital expenditure to be incurred by our Company and Oswal Solar as ₹898.60 million and ₹2,727.58 million which will be funded from the Net Proceeds, respectively. Further, we do not have prior experience in the manufacturing of ethylene-vinyl acetate (“EVA”) and we cannot assure you that our proposed expansion in relation to EVA will be successful.
8. **Risks related to financial indebtedness:** Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition and cash flows. As of April 30, 2025, our total outstanding secured borrowings amounted to ₹4,507.29 million on a consolidated basis, of which the total outstanding secured borrowings of our Material Subsidiary, Oswal Solar, amounted to ₹491.61 million. Further, certain of our financial indebtedness involve interest rates which are variable in nature and any increase in interest rates may have adverse effect on our results of operations.
9. **Risk in relation to losses incurred by our Subsidiaries in the past:** Our Subsidiaries, Oswal Solar and Oswal Green, have incurred losses in the past. Our Material Subsidiary, Oswal Solar incurred losses of ₹0.13 million in Fiscal 2023 while our Subsidiary, Oswal Green incurred losses ₹0.05 million in the nine months ended December 31, 2024 and ₹0.06 million in Fiscal 2024. In the event Oswal Solar and Oswal Green incurs losses in the future, our consolidated results of operations, cash flows and financial condition may be adversely affected.

- 10.**Risks in relation to reliance on the beneficiaries of PM Kusum Scheme for our Turnkey Solar Pumping System:** The number of Turnkey Solar Pumping Systems that we are awarded by state and central government institutions are subject to receipt of interest from relevant beneficiaries and the actual number of Turnkey Solar Pumping Systems that we eventually install may be lower than those awarded to us. The orders that we receive to install Turnkey Solar Pumping Systems may be modified, cancelled, delayed or put on hold due to several reasons beyond our control, including on account of changes in the scope of work, changes in government policies or budgetary allocations towards such projects.

- 11.**Weighted average cost of acquisition for all specified securities transacted over the three years, 18 months and one year preceding the date of the Red Herring Prospectus**

| Period | Weighted Average Cost of Acquisition (“WACA”) (in ₹) ⁽¹⁾ | Cap Price is ‘X’ times the WACA ⁽¹⁾ | Range of acquisition price: lowest price – highest price (in ₹) ⁽¹⁾ |
|------------------|---|--|--|
| Last three years | Nil | NA | Nil ⁽²⁾⁽³⁾ to Nil ⁽²⁾⁽³⁾ |
| Last 18 months | Nil | NA | Nil ⁽³⁾ to Nil ⁽³⁾ |
| Last one year | Nil | NA | Nil ⁽³⁾ to Nil ⁽³⁾ |

⁽¹⁾ As certified by Singhi & Co., Chartered Accountants (firm registration number: 302049E), pursuant to the certificate dated June 7, 2025.

⁽²⁾ Acquired by way of gift.

⁽³⁾ Includes Equity Shares allotted to the Shareholders further to the bonus issue on August 31, 2024 in the ratio of seven Equity Shares for every 10 Equity Shares held as on the record date i.e., August 28, 2024.

- 12.**Weighted average cost of acquisition, Floor Price and the Cap Price**

| Past Transactions | Weighted average cost of acquisition (in ₹) | Floor Price (i.e., ₹584) | Cap Price (i.e., ₹614) |
|---|---|--------------------------|------------------------|
| Weighted average cost of acquisition of Primary Issuances during last 18 months | NA | NA | NA |
| Weighted average cost of acquisition of Secondary Transactions during last 18 months | NA | NA | NA |
| If there were no primary or secondary transactions of equity shares of the Company during the 18 months | | | |
| (a) Based on primary transactions | Nil | NA | NA |
| (b) Based on secondary transactions | Nil | NA | NA |

⁽¹⁾ As certified by Singhi & Co., Chartered Accountants (firm registration number: 302049E), pursuant to the certificate dated June 7, 2025.

- 13.**Our Company will not receive any proceeds from the Offer for Sale portion by our Promoter Selling Shareholder.** The Offer comprises the Fresh Issue and the Offer for Sale. The proceeds of the Offer for Sale, net of their share of Offer-related expenses, constituting [●]% of the Offer, will be paid to the Promoter Selling Shareholder, and our Company will not receive any portion of the proceeds from the Offer for Sale. For further details, see “**Objects of the Offer**” and “**Offer Structure**” on pages 121 and 502, respectively of the RHP.
- 14.**The average cost of acquisition per Equity Shares for the Promoter Selling Shareholder is ₹Nil and the Offer Price (at the upper end of the Price Band) is ₹614 per Equity Share.**

- 15.**The Price to Earnings (P/E) Ratio based on Diluted EPS for Fiscal 2024 for our Company at the upper end i.e., Cap Price of the Price Band is as high as 62.53 as compared to the average industry peer group P/E Ratio of 48.97. The details of ratios based on Fiscal 2024 financials are as follows:**

| Name of Company | EPS (₹) | | NAV (₹ per share) | P/E Ratio (times)* | RoNW (%) | Return on Capital Employed (%) |
|---|---------|---------|-------------------|--------------------|----------|--------------------------------|
| | Basic | Diluted | | | | |
| Oswal Pumps Limited* (based on Cap Price) | 9.82 | 9.82 | 16.10 | 62.53 | 88.73% | 81.85% |
| Kirloskar Brothers Limited | 43.84 | 43.84 | 216.47 | 41.94 | 22.30% | 26.40% |
| Shakti Pumps (India) Limited* | 12.82 | 12.82 | 68.36 | 66.72 | 24.15% | 25.13% |
| WPIL Limited* | 17.72^ | 17.72^ | 127.56 | 27.31 | 18.78%^ | 46.00% |
| KSB Limited* | 11.99 | 11.99 | 74.81 | 66.79 | 17.07% | 22.82% |
| Roto Pumps Limited* | 6.28 | 6.28 | 31.03 | 42.08 | 21.95% | 26.00% |

*EPS and NAV numbers are adjusted for split and bonus post March 31, 2024. Accordingly, P/E ratio has been calculated post adjustment in the EPS.

^Considered profit from continuing operations.

*Closing Price of peers as on May 23, 2025 on BSE.

16. **Weighted average Return on Net Worth for the Fiscal 2024, 2023 and 2022 is 81.15%. Return on Net Worth for the nine months period ended December 31, 2024 is 80.42% (non-annualised).**

17. **Our price to earnings ratio and market capitalization to revenue multiple may not be indicative of the market price of the Company on listing or thereafter.**

| Particulars | Price to Earnings Ratio* (in times) | Market Capitalization to Revenue (in times) |
|--|--|--|
| At Upper end of the Price Band i.e., Cap Price based on Fiscal 2024 | 62.53 | 9.23 |

*based on diluted EPS

18. **The five BRLMS associated with the Offer have handled 90 public issues in current financial year and two preceding financial years, out of which 21 issues closed below the offer price on listing date**

| Name of the BRLM | Total issues | Issues closed below IPO price as on the listing date |
|--|--------------|--|
| IIFL Capital Services Limited <i>(formerly known as IIFL Securities Limited)</i> * | 14 | 4 |
| Axis Capital Limited* | 16 | 2 |
| CLSA India Private Limited* | - | - |
| JM Financial Limited* | 11 | 2 |
| Nuvama Wealth Management Limited* | 12 | 3 |
| Common issues | 37 | 10 |
| Total | 90 | 21 |

*issues handled where there are no common BRLMS

Additional Information for Investors

Pre-IPO Placement - In the Draft Red Herring Prospectus dated September 17, 2024, our Company had provided for a issue of specified securities as may be permitted in accordance with applicable law at its discretion for an amount aggregating up to ₹2,000.00 million prior to filing of the Red Herring Prospectus. However, our Company has not undertaken and does not propose to undertake a Pre-IPO Placement.

Our Promoters or members of promoter group have not undertaken any transaction of Equity Shares aggregating up to 1% or more of the paid-up equity share capital of our Company from the date of filing of the Draft Red Herring Prospectus till date.

Aggregate pre-Offer shareholding as on the date of this advertisement and post-Offer shareholding as at allotment, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders is set forth below:

| S. No. | Pre-Offer shareholding as on the date of this advertisement | | | Post-Offer shareholding as at Allotment ⁽¹⁾ | | | |
|---|---|-------------------------|------------------------------------|--|------------------------------------|---|------------------------------------|
| | | | | At the lower end of the Price Band (₹584) | | At the upper end of the Price Band (₹614) | |
| | Shareholders | Number of Equity Shares | Shareholding (in %) ⁽²⁾ | Number of Equity Shares | Shareholding (in %) ⁽²⁾ | Number of Equity Shares | Shareholding (in %) ⁽²⁾ |
| Promoters | | | | | | | |
| 1. | Shorya Trading Company Private Limited | 54,521,550 | 54.81 | 54,521,550 | 47.52 | 54,521,550 | 47.84 |
| 2. | Vivek Gupta | 25,043,000 | 25.17 | 16,943,000 | 14.77 | 16,943,000 | 14.87 |
| 3. | Ess Aar Corporate Services Private Limited | 17,590,750 | 17.68 | 17,590,750 | 15.33 | 17,590,750 | 15.43 |
| Other members of the Promoter Group | | | | | | | |
| 4. | Radhika Gupta | 1,610,000 | 1.61 | 1,610,000 | 1.40 | 1,610,000 | 1.41 |
| 5. | Renu Goyal | 182,000 | 0.18 | 182,000 | 0.16 | 182,000 | 0.16 |
| 6. | Rajev Gupta | 325,000 | 0.33 | 325,000 | 0.28 | 325,000 | 0.29 |
| 7. | Vishal Goela | 45,000 | 0.05 | 45,000 | 0.04 | 45,000 | 0.04 |
| 8. | Vikas Goela | 45,000 | 0.05 | 45,000 | 0.04 | 45,000 | 0.04 |
| Top 10 Shareholders (other than Promoters) | | | | | | | |
| 1. | Nikita Goyal | 60,000 | 0.06 | 60,000 | 0.05 | 60,000 | 0.05 |
| 2. | Pernika Mittal | 60,000 | 0.06 | 60,000 | 0.05 | 60,000 | 0.05 |

⁽¹⁾Assuming full subscription in the Offer the post-Offer shareholding details as at allotment will be based on the actual subscription and the final Offer Price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).

⁽²⁾ Assuming all vested ESOPs as on date of advertisement are exercised. The post issue shareholding shall be updated in the prospectus based on ESOPs exercised until such date.

BASIS FOR OFFER PRICE



(The "Basis for Offer Price" on page 162 of the RHP has been updated with the above price band. Please refer to the websites of the BRLMs: www.iiflcap.com, www.axiscapital.co.in, www.india.clsa.com, www.jmfl.com and www.nuvama.com for the "Basis for Offer Price" updated for the above)

(you may scan the QR code for accessing the website of IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)*)

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors, as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is 584 times the face value at the lower end of the Price Band and 614 times the face value at the higher end of the Price Band. Investors should also refer to the sections **"Our Business"**, **"Risk Factors"**, **"Restated Consolidated Financial Information"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations"** on pages 257, 33, 350 and 428 of the RHP respectively, to have an informed view before making an investment decision.

I. Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

1. **Basic and Diluted Earnings Per Share ("EPS") (as adjusted for changes in capital) on a consolidated basis**

| Period | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|--|------------------|--------------------|--------|
| Financial Year ended March 31, 2024 | 9.82 | 9.82 | 3 |
| Financial Year ended March 31, 2023 | 3.44 | 3.44 | 2 |
| Financial Year ended March 31, 2022 | 1.70 | 1.70 | 1 |
| Weighted Average | 6.34 | 6.34 | |
| Nine-month period ended December 31, 2024* | 21.78 | 21.77 | |

*Basic and diluted earnings per Equity Share are not annualised for the nine months period ended December 31, 2024.

- Notes:**
- The face value of each Equity Share is ₹1. Pursuant to resolutions passed by our Board at their meeting dated August 29, 2024 and the Shareholders at their extraordinary general meeting dated August 29, 2024, our Company has sub-divided its equity shares of face value of ₹10 each to equity shares of face value of ₹1 each. Basic EPS and diluted EPS for all the period / years have been derived post the impact of split of shares.
 - Our Company has pursuant to the Board resolution dated August 31, 2024 allotted 40,963,300 bonus Equity Shares (**"Bonus Shares"**) in the ratio of seven Equity Shares for 10 Equity Shares held by the Shareholders as on record date, i.e., August 28, 2024. Basic EPS and diluted EPS for all the period / years have been considered post the impact of issue of Bonus Shares in accordance with Ind AS 33 – "Earnings per share" notified under the Companies (Indian Accounting Standards) Rules of 2015, as amended.
 - EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share".
 - Basic EPS = Restated profit for the period / year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the period / year.
 - Diluted EPS = Restated profit for the period / year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding during the period / year adjusted for the effects of all dilutive potential equity shares, if any.

2. **Price/ earnings ratio ("P/E Ratio") in relation to the Price Band of ₹584 to ₹614 per Equity Share of face value of ₹1 each**

| Particulars | P/E ratio at Floor Price (number of times) | P/E ratio at Cap Price (number of times) |
|---|---|---|
| Based on basic EPS as per the Restated Consolidated Financial Information for Fiscal 2024 | 59.47 | 62.53 |
| Based on diluted EPS as per the Restated Consolidated Financial Information for Fiscal 2024 | 59.47 | 62.53 |

3. **Industry peer group P/E Ratio**

Based on the peer group information (excluding our Company) given below in this advertisement

| Particulars | Industry peer P/E Ratio |
|----------------|-------------------------|
| Highest | 66.79 |
| Lowest | 27.31 |
| Average | 48.97 |

- Notes:**
- The highest and lowest industry P/E Ratio shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E Ratio of the peer set provided below.
 - P/E Ratio figures for the peer are computed based on closing market price as on May 23, 2025 on BSE, divided by diluted EPS (on consolidated basis) based on the financial results declared by the peers for the Financial Year ended March 31, 2024 submitted to stock exchanges.

iii. KSB Limited consolidated diluted EPS taken for year ended December 31, 2023, consolidated diluted EPS for all others taken for year ended March 31, 2024.

4. **Return on net worth ("RoNW") on a consolidated basis**

As derived from the Restated Consolidated Financial Information of our Company:

| Period | RoNW (%) | Weightage |
|---|---------------|-----------|
| Financial Year ended March 31, 2024 | 88.73% | 3 |
| Financial Year ended March 31, 2023 | 80.91% | 2 |
| Financial Year ended March 31, 2022 | 58.88% | 1 |
| Weighted Average | 81.15% | |
| Nine months period ended December 31, 2024* | 80.42% | |

* RoNW is not annualised for the nine months period ended December 31, 2024

- Notes:**
- RoNW (%) = PAT attributable to owners / average net worth. Average net worth is calculated as the arithmetic average of the opening and closing balance of net worth.
 - Net worth = Aggregate value of equity share capital and other equity (excluding the share of non-controlling interest) created out of the profits, securities premium account and debit or credit balance of statement of profit and loss, after deducting the aggregate value of the accumulated losses but does not include reserves created out of revaluation of assets and write-back of depreciation.

5. **Net asset value ("NAV") per Equity Share on a consolidated basis of face value of ₹1 each**

As derived from the Restated Consolidated Financial Information of our Company:

| Period | NAV (₹) |
|-----------------------------------|--|
| As on December 31, 2024 | 38.06 |
| As on March 31, 2024 | 16.10 |
| After the completion of the Offer | At the Floor Price: 110.60 At the Cap Price: 111.32 |
| Offer Price | ● |

Notes:

- Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
- Net asset value per share = net worth (excluding non-controlling interest) as restated / weighted average number of equity shares outstanding at the end of the period / year adjusted for the issue of split and Bonus Shares, in accordance with principles of Ind AS 33.
- The figures disclosed above are based on the Restated Consolidated Financial Information of the Company.

6. **Comparison of accounting ratios with listed industry peers**

Following is the comparison with our peer group companies listed in India and engaged in the same line of business as our Company:

| Name of Company | Face value (₹ Per Equity Share) | Closing price on May 23, 2025 (₹ Per Equity Share) | Revenue from operations for Fiscal 2024 (in ₹ million) | EPS (₹) | | NAV (₹ per share) | P/E Ratio | RoNW (%) |
|-------------------------------|------------------------------------|---|---|---------|---------|----------------------|-----------|----------|
| | | | | Basic | Diluted | | | |
| Oswal Pumps Limited* | 1.00 | NA | 7,585.71 | 9.82 | 9.82 | 16.10 | NA | 88.73% |
| Listed Peers | | | | | | | | |
| Kirloskar Brothers Limited | 2.00 | 1838.75 | 40,011.99 | 43.84 | 43.84 | 216.47 | 41.94 | 22.30% |
| Shakti Pumps (India) Limited* | 10.00 | 855.30 | 13,707.39 | 12.82 | 12.82 | 68.36 | 66.72 | 24.15% |
| WPIL Limited* | 1.00 | 483.95 | 16,644.04 | 17.72^ | 17.72^ | 127.56 | 27.31 | 18.78%^ |
| KSB Limited* | 2.00 | 801.10 | 22,472.38 | 11.99 | 11.99 | 74.81 | 66.79 | 17.07% |
| Roto Pumps Limited* | 1.00 | 264.05 | 2,744.96 | 6.28 | 6.28 | 31.03 | 42.08 | 21.95% |

*EPS and NAV numbers are adjusted for split and bonus post March 31, 2024. Accordingly, P/E ratio has been calculated post adjustment in the EPS.

^Considered profit from continuing operations

Notes:

- All the financial information for listed industry peer mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the relevant year ended March 31, 2024, except for KSB Limited for which the relevant year ends on December 31, 2023. All information with respect to KSB Limited is as on December 31, 2023.
- P/E Ratio has been computed based on the closing market price of equity shares on BSE on May 23, 2025, divided by the diluted EPS.
- Return on Net Worth (%) = Net profit after tax (attributable to owners) / average net worth. Average net worth is defined as the arithmetic average of opening and closing balance of net worth.
- Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation as at period / year end, as per Financial Statement of Assets and Liabilities of the Company.

II. **Weighted average cost of acquisition ("WACA"), Floor Price and Cap Price**

(a) **Price per share of our Company based on primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transactions and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

Our Company has not issued any equity shares or convertible securities, excluding shares issued under the ESOP Scheme and issuance pursuant to bonus issue, during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) **Price per share of our Company based on secondary sale/ acquisition of Equity Shares or convertible securities, where our Promoters, Promoter Selling Shareholder, members of our Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of the our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/ acquisitions of equity shares or any convertible securities, where the Promoters, members of the Promoter Group, Promoter Selling Shareholder, or Shareholder(s) having the right to nominate director(s) in the Board Of Directors of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

