

BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 30, 129 and 186 respectively of the Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Offer Price shall be determined by our Company and Selling shareholder may, in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Offer Price is 52.8 times of the face value at the lower end of the Price Band and 55.5 times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer “**Risk Factors**”, “**Our Business**”, “**Financial Information of the Company**” and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page 30, 129, 186 and 237 respectively of this Red Herring Prospectus.

QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- a) Integrated Manufacturing Facilities
- b) Diverse Product Portfolio with wide geographic reach
- c) Strategic Partnerships with leading brands
- d) Commitment to Quality Control and Safety
- e) Growing Presence in the Data Centre Segment
- f) Experienced promoters and senior management team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 129 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 186 of this Red Herring Prospectus.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic & Diluted Earnings per share (EPS) (Face value of ₹10 each):

As per the Restated Financial Statements: -

Sr. No	F.Y./Period	Basic & Diluted (₹)	Weights
1	Financial Year ending March 31, 2025	28.90	3
2	Financial Year ending March 31, 2024	6.11	2
3	Financial Year ending March 31, 2023	0.09	1
	Weighted Average	16.50	6
4	For the period ended September 30, 2025	13.48	

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with **Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV**.
- v. **Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period**
- vi. **Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.**

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹528 to ₹555 per Equity Share of Face Value of ₹10/- each fully paid up:

Particulars	(P/E) Ratio at the Floor Price (₹ 528)	(P/E) Ratio at the Cap Price (₹555)
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2025	18.27	19.20
P/E ratio based on the Weighted Average EPS, as restated.	32.00	33.64

Industry P/E Ratio*	(P/E) Ratio
Highest (Marine Electricals (India) Limited)	62.09
Lowest (Shivalic Power Control Limited)	13.26
Industry Average	37.68

* For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison.

Note:

- The P/E ratio of our Company has been computed by dividing Offer Price with EPS.
- P/E Ratio of the peer company is based on the Audited Results for the F.Y. 2024-25 and stock exchange data dated March 16, 2026.

3. Return on Net worth (RoNW)

Sr. No	Period	RONW (%)	Weights
1	Period ending March 31, 2025	73.76	3
2	Period ending March 31, 2024	61.32	2
3	Period ending March 31, 2023	2.64	1
	Weighted Average	57.76	6
4	For the period ended September 30, 2025	25.50	

Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

4. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2023	3.40
2.	As at March 31, 2024	9.97
3.	As at March 31, 2025	39.19
4.	For the period ended September 30, 2025	52.87
5.	NAV per Equity Share after the Offer	
	a) at Floor Price	153.59
	b) at Cap Price	159.31
6.	Offer Price	[●]

*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year (With retrospective effect of Bonus issue and sub-division).

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share = Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Offer Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

5. Comparison of Accounting Ratios with Industry Peers

Name of Company	Current Market Price (₹)	Face Value	EPS		PE	RoNW (%)	Net Asset Value (₹)	Total Income (₹ In lakhs)
			Basic	Diluted				
Vivid Electromech Limited	[●]	10	28.90	28.90	[●]	73.76	39.19	15577.05
Peer Group								
Shivalic Power control Limited	72.95	10	5.50	5.50	13.26	11.15	49.34	13,388.76
Marine Electrical (India) Limited	174.46	2	2.83	2.81	62.09	9.34	30.30	78,041.32

Notes:

- (i) Source – All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2025.
- (ii) Market Price for the listed peer mentioned above is sourced from stock exchange data dated March 16, 2026 to compute the corresponding financial ratios.
- (iii) Further, P/E ratio is based on the current market price of the respective scrips available on NSE Emerge and NSE respectively.
- (iv) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2024-25.
- (v) NAV per share is computed as the closing net worth divided by the weighted average number of paid-up equity shares as on March 31, 2025.
- (vi) RoNW has been computed as net profit after tax divided by closing net worth.
- (vii) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- (viii) The face value of Equity Shares of our Company is ₹10/- per Equity Share and the Offer price is [●] times the face value of equity share.

6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 24, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years' period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by M/s YRKDAJ & Associates LLP., Chartered Accountants, by their certificate dated January 24, 2026.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 129 and 237, respectively. We have described and defined the KPIs as applicable in “Definitions and Abbreviations” on page 1 of this Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Comparison of KPIs over time shall be explained based on additions or dispositions to our business

Except as disclosed in “History and Corporate Matters—Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.” on page 161, our Company has not made any additions or dispositions to its business during the period ended September 30, 2025 and financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

Key Performance Indicators of our Company

(₹ in Lakhs except percentages and ratios)

Key Financial Performance	As at the Period/Year ended			
	30-09-2025*	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations ⁽¹⁾	7,056.80	15,529.32	8,890.83	5,932.56
EBITDA ⁽²⁾	1,349.81	2,838.79	718.02	175.84
EBITDA Margin ⁽³⁾	19.13%	18.28%	8.08%	2.96%
PAT ⁽⁴⁾	944.29	2,024.40	428.00	6.29
PAT Margin ⁽⁵⁾	13.38%	13.04%	4.81%	0.11%

RoE (%) ⁽⁶⁾	29.29%	117.61%	91.42%	2.06%
RoCE (%) ⁽⁷⁾	25.67%	87.34%	55.41%	13.15%
Net Worth ⁽⁸⁾	3,702.98	2,744.59	698.01	238.33

***Not Annualised**

Notes:

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

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the period/ year divided by Revenue from Operations.

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

⁽⁸⁾ Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off

Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.
Net Worth	Net Worth is used by management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

(₹In Lakhs except percentages and ratios)

Key Financial Performance	Vivid Electromech Limited				Shivalic Power Control Limited				Marine Electricals (India) Limited			
	30 th Sept. 2025	FY 2024-25	FY 2023-24	FY 2022-23	30 th Sept. 2025	FY 2024-25	FY 2023-24	FY 2022-23	30 th Sept. 2025	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations ⁽¹⁾	7056.80	15,529.32	8,890.83	5,932.56	5,422.07	13,235.71	10,218.45	8,215.68	38,922.34	76,709.53	62,212.07	44,285.44
EBITDA ⁽²⁾	1349.81	2,838.79	718.02	175.84	759.66	1,882.49	1,946.04	1,272.14	4,280.41	6,873.69	5,191.41	3,856.84
EBITDA Margin (%) ⁽³⁾	19.13%	18.28%	8.08%	2.96%	14.01%	14.22%	19.04%	15.48%	11.00%	8.96%	8.34%	8.71%
PAT ⁽⁴⁾	944.29	2,024.40	428	6.29	516.16	1,242.00	1,121.25	716.26	2821.4	3,811.25	2,576.33	1,680.08
PAT Margin (%) ⁽⁵⁾	13.38%	13.04%	4.81%	0.11%	9.52%	9.38%	10.97%	8.72%	7.25%	4.97%	4.14%	3.79%
RoE (%) ⁽⁶⁾	29.29%	117.61%	91.42%	2.06%	4.53%	16.43%	35.73%	36.82%	6.67%	11.49%	10.96%	8.48%
RoCE (%) ⁽⁷⁾	25.67%	87.34%	55.41%	13.15%	6.00%	15.90%	25.38%	25.80%	9.16%	14.53%	13.88%	12.51%

Notes:

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

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

8. Weighted average cost of acquisition

a) The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on August 4, 2025 during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the 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 30 days.

b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares)

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the 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.

c) Price per share based on the last five Primary Issuances or Secondary Transactions

Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions, is as below:

Primary Transaction:

Except as disclosed below, there have been no primary transactions in the 3 years preceding the date of this Red Herring Prospectus:

Date of Allotment	No. of equity shares allotted	Issue price per equity share (₹)	Nature of Allotment	Nature of consideration	Total Consideration
March 26, 2024	1,16,730	Nil	Bonus Issue	Other than Cash	Nil
August 04, 2025	35,01,900	Nil	Bonus Issue	Other than Cash	Nil

Secondary Transaction:

Except as disclosed below, there have been no secondary transactions by the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of our company are a party to the transaction, in the last 3 years preceding the date of this Red Herring Prospectus:

Date	Name of Transferor	Name of Transferee	No. of Shares	Price per share	Adjusted Price per share	Nature of transaction	Total Consideration (Rs. In Lakhs)
September 09, 2025	Sameer Vishvanath Attavar	Vishvanath Dayanand Attavar	1000	10	NIL	Transfer of shares by way of Gift	Nil
		Bina Vishvanath Attavar	1000	10			

September 11, 2025		Smriti Vishvanath Attavar	1000	10		
September 12, 2025	Meeta Sameer Attavar	Ishita Sameer Attavar	4,39,880	10	Transfer of shares by way of Gift	Nil
		Hridhan Sameer Attavar	4,40,000	10		

Weighted Average Cost of Acquisition, Floor Price and Cap Price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares of face value of Rs. 10/-)	Floor price (i.e. ₹ 528)	Cap price (i.e. ₹ 555)
Weighted average cost of acquisition of primary / new Offer as per paragraph 8(a) above.	NA [^]	NA ^{^^}	NA ^{^^}
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA ^{^^}	NA ^{^^}	NA ^{^^}
Weighted average cost of acquisition of primary issuances/ secondary transactions as per paragraph 8(c) above	NIL	NA	NA

Note:

[^]There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Red Herring Prospectus.

^{^^}There were no secondary transactions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Red Herring Prospectus.

Detailed explanation for Offer Price/ Cap Price vis-à-vis WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for period ended September 30, 2025 and for Fiscals 2025, 2024 and 2023:

- The Company serves data centers, infrastructure, real estate, renewable energy, and industrial sectors, and has OEM associations with ABB India Limited, Lauritz Knudsen Electrical & Automation (LK), and Schneider Electric. It is also licensed by ABB India Limited to manufacture ArTu K low-voltage switchboards.
- As on December 31, 2025 our Company has an outstanding order book amounting to ₹ 20,019.18 Lakhs, which includes orders from various sectors such as Data Center and Technology, Industrial Manufacturing and Machinery, Infrastructure, Construction and Real Estate, and Solar and Renewable Energy, among others.
- Our Promoters, Sameer Vishvanath Attavar and Meeta Sameer Attavar, have extensive experience, with approximately 25 years and 19 years of overall experience, respectively, of which around 25 years and 15 years, respectively, have been in the electrical panel manufacturing industry.

Explanation for the Offer Price/Cap Price, vis-à-vis WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.

- India switchgear market size was estimated at US\$ 9.75 million in 2022 and is expected to grow at CAGR of 7.12% reaching a value of US\$ 18.23 million by 2029.
- The Indian electrical equipment market is set to experience significant growth in the coming years, with a forecasted incremental growth of Rs. 6,44,533 crore (US\$ 76.24 billion) at a compound annual growth rate (CAGR) of 14.3% from FY24 to FY28.
- India has emerged as a leading global data-centre market, with Mumbai offering the second-lowest construction cost worldwide at Rs. 589 (US\$ 6.64) per watt and benefiting from low power tariffs.
- The cumulative investments in data centres in India are estimated to reach US\$ 28 billion between 2019-25, at a CAGR of 5%, 2x faster than the global average.
- India's data center industry is rapidly expanding, projected to double its capacity from 0.9 GW in 2023 to nearly 2 GW by 2026.

This is a Book Built Offer and the price band for the same shall be published 2 working days before opening of the Offer in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Marathi edition of Regional newspaper Pratakhal where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Offer Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above-mentioned information along with ***“Our Business”, “Risk Factors” and “Restated Financial Statements”*** on pages 129, 30, and 186 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in ***“Risk Factors”*** or any other factors that may arise in the future and you may lose all or part of your investments.