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Initial public offer of equity shares on the SME Platform of National Stock Exchange of India Limited i.e. NSE Emerge in compliance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”)



(Please scan this QR Code to view this Corrigendum to the RHP)



MAHENDRA REALTORS & INFRASTRUCTURE LIMITED
(Formerly Mahendra Realtors & Infrastructure Private Limited)
Corporate Identification Number: U70102MH2007PLC171445

Mahendra Realtors & Infrastructure Limited (the “**Issuer**” or the “**Company**”) was incorporated on June 8, 2007 as ‘Mahendra Realtors & Infrastructure Private Limited’, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, Mumbai. Subsequently, the name of our company was changed to “Mahendra Realtors & Infrastructure Limited” pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on June 13, 2014, and a fresh certificate of incorporation dated August 25, 2014 was issued by Registrar of Companies, Mumbai bearing corporate identification number U70102MH2007PLC171445. However, the name of our company was changed to “Mahendra Realtors & Infrastructure Private Limited” pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on August 26, 2014, and a fresh certificate of incorporation dated November 03, 2014 was issued by Registrar of Companies, Mumbai bearing corporate identification number U70102MH2007PTC171445. Subsequently, the name of our company was changed to “Mahendra Realtors & Infrastructure Limited” pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on April 3, 2024, and a fresh certificate of incorporation dated July 15, 2024 was issued by Registrar of Companies, Mumbai bearing corporate identification number U70102MH2007PLC171445. For details relating to change in the Registered Office of our Company, please refer to “History and Certain Corporate Matters” on page 188 of the Red Herring Prospectus.

Registered Office: 603, Quantum Tower, Ram Baug, Opp Dal Mill, Off S.V. Road, Malad (West), Mumbai, Maharashtra- 400064;

Telephone: +91 9082850343; **E-mail:** info@mripl.net; **Facsimile:** N.A.;

Website: <https://www.mripl.net/>; **Contact Person:** Ms. Niharika Kothari, Company Secretary & Compliance Officer;

Corporate Identification Number: U70102MH2007PLC171445

NOTICE TO INVESTORS: CORRIGENDUM TO THE RED HERRING PROSPECTUS (“RHP”) DATED AUGUST 05, 2025 (THE “CORRIGENDUM”)

PROMOTERS OF OUR COMPANY: HEMANSHU SHAH, BHAVESH MAHENDRAKUMAR SHAH, CHANDRIKA MAHENDRA SHAH, HETAL BHAVESH SHAH, VARSHA HEMANSHU SHAH

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UP TO 58,17,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF OUR COMPANY AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS (“PUBLIC ISSUE”), COMPRISING A FRESH ISSUE OF UP TO 47,26,400 EQUITY SHARES AGGREGATING TO RS. [●]/- LAKH BY OUR COMPANY (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 10,91,200 EQUITY SHARES COMPRISING OF UPTO 5,45,600 EQUITY SHARES BY MR. HEMANSHU SHAH AND UPTO 5,45,600 EQUITY SHARES BY MR. BHAVESH MAHENDRAKUMAR SHAH (“THE PROMOTER SELLING SHAREHOLDERS’ OR “THE SELLING SHAREHOLDER”) AGGREGATING TO RS. [●]/- LAKHS (“OFFER FOR SALE”). OUT OF WHICH 2,91,200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 55,26,400 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.32% AND 25.00% RESPECTIVELY OF THE POST- ISSUE 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 ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), IN ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY

NEWSPAPER) AND MUMBAI EDITIONS OF PRATAKAL (REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”) FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”).

This Corrigendum is in reference to the Red Herring Prospectus filed with the Registrar of Companies, Maharashtra at Mumbai (“RoC”) and thereafter with the SME platform of National Stock Exchange of India Limited (“NSE”) i.e. NSE Emerge as on August 05, 2025 and subsequently filed before SI Portal of Securities and Exchange Board of India (“SEBI”) as on August 06, 2025.

In this regard, potential Bidders should note that the following:

I. The following note shall be added after the risk factor no. 07 on page no. 35 of the RHP in the Chapter Titled “Risk Factor”:

Note: The Company has received a Show Cause Notice (“SCN”) dated July 15, 2025 from the Jawaharlal Nehru Port Authority (“JNPA”), alleging material misrepresentation, false information, fraudulent practice to influence bidding process in the bid submitted by the Company in response to a Request for Proposal (“RFP”). The SCN primarily alleges that the Company failed to disclose a pending criminal case before the District Court, Raigad, Alibaug (SCC/908/2024; FIR No. 282/2023, Alibaug PS), registered under Sections 288 and 337 of the Indian Penal Code, relating to negligent conduct endangering life and causing hurt. Additionally, the SCN points to a discrepancy between the number of ongoing projects disclosed in the bid (26 projects) and those stated in the Draft Red Herring Prospectus (“DRHP”) filed with NSE on February 20, 2025 (67 projects), which has been treated as a material misrepresentation. Based on these grounds, it may result in forfeiture of bid and/or performance security, and debarment from future JNPA tenders for two years. While the Company had initially challenged the SCN through a writ petition, the same was withdrawn with liberty to challenge any adverse final order. As on date, there is no ongoing litigation in this regard and the matter does not qualify as a contingent liability. However, any adverse outcome could impact the Company’s eligibility for future government contracts, cause reputational harm, and invite regulatory scrutiny. Although the Company believes that the matter will not materially affect its financials or business operations, there can be no assurance of the final outcome, and any adverse developments may have a material impact on the Company’s business prospects and investor perception.

II. The following point shall be added after point no. k on page no. 287 of the RHP in the chapter titled “Outstanding Litigations and Material Developments”.

L. The Company has received a Show Cause Notice (“SCN”) dated July 15, 2025 from the Jawaharlal Nehru Port Authority (“JNPA”), alleging material misrepresentation, false information, fraudulent practice to influence bidding process in the bid submitted by the Company in response to a Request for Proposal (“RFP”). The SCN primarily alleges that the Company failed to disclose a pending criminal case before the District Court, Raigad, Alibaug (SCC/908/2024; FIR No. 282/2023, Alibaug PS), registered under Sections 288 and 337 of the Indian Penal Code, relating to negligent conduct endangering life and causing hurt. Additionally, the SCN points to a discrepancy between the number of ongoing projects disclosed in the bid (26 projects) and those stated in the Draft Red Herring Prospectus (“DRHP”) filed with NSE on February 20, 2025 (67 projects), which has been treated as a material misrepresentation. Based on these grounds, it may result in forfeiture of bid and/or performance security, and debarment from future JNPA tenders for two years. While the Company had initially challenged the SCN through a writ petition, the same was withdrawn with liberty to challenge any adverse final order. As on date, there is no ongoing litigation in this regard and the matter does not qualify as a contingent liability. However, any adverse outcome could impact the Company’s eligibility for future government contracts, cause reputational harm, and invite regulatory scrutiny. Although the Company believes that the matter will not materially affect its financials or business operations, there can be no assurance of the final outcome, and any adverse developments may have a material impact on the Company’s business prospects and investor perception.

The information above modifies and updates the information (as applicable) in the RHP. The RHP accordingly stands amended to the extent stated hereinabove and the above changes are to be read in conjunction with the RHP. Please note that this Corrigendum does not reflect all the changes that have occurred between the date of filing of the RHP and the date of the Corrigendum, and the relevant changes shall be reflected in the Prospectus as and when filed with the ROC, SEBI and the Stock Exchange.

This Corrigendum shall be available on the website of Stock Exchanges at www.nseindia.com, the website of the Issuer Company at www.mripl.net and the websites of the Book Running Lead Manager at www.ftfinsec.com. All capitalized terms used in this Corrigendum shall, unless the context otherwise requires, have the same meaning as ascribed to them in the RHP.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
 Fasttrack Finsec <small>Category-I Merchant Banker</small> FAST TRACK FINSEC PRIVATE LIMITED CIN: U65191DL2010PTC200381 SEBI Registration No. INM000012500 Office No. V-116, 1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 IN Tel No.: +91-11-43029809 Contact Person: Ms. Sakshi Email: mb@ftfinsec.com; investor@ftfinsec.com Website: www.ftfinsec.com	 MUFG INTIME INDIA PRIVATE LIMITED (Formerly Link Intime India Private Limited) CIN: U67190MH1999PTC118368 SEBI Registration No. INR000004058 Address: C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083 Tel No: +91 810 811 4949 Fax No: 022-49186060 Contract Person: Mr. Shanti Gopalkrishnan Email: mahendrarealtors.smeipo@in.mpms.mufg.com website: www.in.mpms.mufg.com

For Mahendra Realtors & Infrastructure Limited
On behalf of the Board of Directors

Place: Mumbai
Date: August 07, 2025

Sd/-
Niharika Kothari,
Company Secretary and Compliance Officer

MAHENDRA REALTORS & INFRASTRUCTURE LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a Red Herring Prospectus dated August 05, 2025 with the RoC and Stock Exchange. The RHP is made available on the website of the BRLM i.e., Fast Track Finsec Private Limited at www.ftfinsec.com, the website of the NSE at www.nseindia.com and the website of the issuer Company at www.mripl.net. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section “Risk Factors” beginning on page 31 of the RHP. Potential investors should not rely on the DRHP for making any investment decision but should only rely on the information included in the RHP filed by the Company with the RoC, for making investment decision.

This announcement is not an offer of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“**U.S. Securities Act**”), or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements. No public offering or sale of securities in the United States is contemplated. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold except in compliance with the applicable laws of such jurisdiction.