HAREKRISHNA RUBBER INDUSTRIES LIMITED

(Previously known as Harekrishna Rubber Industries Private Limited)

CIN: U37200MH2022PLC387919

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
GUT No 227/2/2/1 and 227/2/2/2, Infrant of Prashan Vada, Palghar, Kondhale, Wada, Thane, Maharashtra, India, 421312	B-532, Orchard Road Mall, Royal Palms, Aarey Road, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065.	Ms. Anshita Jain Company Secretary & Compliance Officer	cs@harekrishnarubber.com & +91 (022) 35583594	www.harekrishnarubber.com

NAME OF PROMOTER(S) OF THE COMPANY

MS. NIDHI AGARWAL

DETAILS OF OFFER TO PUBLIC, PROMOTERS/ SELLING SHAREHOLDERS

Type	Fresh Offer Size (By Number of Shares)	OFS* Size (By amount in Rs. Lakh)	Total Offer Size (By Number of Shares)	Eligibility & Share Reservation among NII & RII
Fresh Issue	50,44,000 Equity Shares of Face Value of Rs. 10/- each aggregating up to Rs. [●] lakhs	10,60,000 Equity Shares of Face Value of Rs. 10/- each aggregating up to Rs. [●] lakhs	61,04,000 Equity Shares of Face Value of Rs. 10/- each aggregating up to Rs. [●] lakhs	The Offer is being made pursuant to Regulation 229(2) And 253(1) of chapter IX of SEBI (ICDR) Regulations, 2018 as amended. For details in relation to share reservation among QIB's, NII's and RIB's, see ***"Issue Structure"*** beginning on page no. 346 of the Draft Red Herring Prospectus.

**OFS: Offer for Sale*

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto maximum of 10 shareholders)

Name	Type	No. of shares offered/ Amount in Rs.	WACA in Rs. Per Equity Shares
M/s Resgen Limited	Selling Shareholder	10,60,000	13.39

P: Promoter, PG: Promoter Group, OSS: Other Selling Shareholders, WACA: Weighted Average Cost of Acquisition on fully diluted basis

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares The face value of our Equity Shares is ₹10/- each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 118 of this Draft Red Herring Prospectus) should not be taken 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 or 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 issue 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 issued 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 21 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of this Issue, that the information contained in this 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 make this 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.

LISTING

The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of Bombay Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from Bombay Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the SME Platform of Bombay Stock Exchange of India Limited. For the purpose of this Issue, Bombay Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER TO THE OFFER

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
TURNAROUND	**TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED**	Mr. Kutabudeen Kuraishi	Telephone: +91 9327266259 Email ID: hrk.smeipo@turnaroundmb.com

REGISTRAR TO THE OFFER

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
Maashitla Creating Successful People	**MAASHITLA SECURITIES PRIVATE LIMITED**	Mr. Mukul Agrawal	Telephone: 011-47581432 Email: investor.ipo@maashitla.com

BID/ISSUE PERIOD

Anchor Bid opens on(1): [●] *	Bid/ Issue open on: [●]	Bid/ Issue Closes on(2)(3): [●]

****Subject to Finalization of Basis of Allotment***

1. *Our Company 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 offer Opening Date.*
2. *Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

IN THE NATURE OF DRAFT ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE DRAFT RED HERRING PROSPECTUS

Please scan this QR code to view the Draft Red Herring Prospectus and the Draft Abridged Prospectus	The following is a general summary of certain disclosures in the Draft Red Herring Prospectus and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in the Draft Red Herring Prospectus, which is available at the websites of Bombay Stock Exchange of India Limited at www.bseindia.com the Company at www.harekrishnarubber.com and the BRLM at www.tcagroup.in References below to page numbers are to page numbers of the Draft Red Herring Prospectus dated September 19, 2026. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the Draft Red Herring Prospectus.

1. **Summary of the primary business**

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out. For further information, see "History and Certain Corporate Matters – Main Objects of our Company" beginning on page 143 of the Draft Red Herring Prospectus.

a. Business Overview - Products and Services

We operate in the rubber recycling industry and primarily caters to industrial and commercial customers. We are engaged in the sustainable recycling of end-of-life of scrap tyres and transforming tyre waste materials into high-quality recycled rubber products that support the growing demand for environmentally sustainable and circular economy solutions.

b. Industries Served and Typical Customers

We primarily operate in rubber recycling industry. Our customers include industrial and commercial customers.

c. Segment Reporting and Revenue Contribution

Since our Company is mainly engaged in the business of rubber recycling, it operates in a single segment as per the requirements of Ind AS 108 – Manufacturing Segments. For further information, see "Restated Financial Information – Note 18 – Segment Reporting" on page 174 of the Draft Red Herring Prospectus

d. Key Geographies served

Our operations are primarily in India.

e. Revenue Concentration Among Top 5 Customers -

Our top 5 trading members contributed 43.23%, 56.81% and 75.77% of our revenue from operations in Fiscals 2026, 2025 and 2024, respectively. For further information, see "Risk Factors" on page 27 of the Draft Red Herring Prospectus.

f. Key Facilities/Properties

Our Registered Office is at GUT No 227/2/2/1 and 227/2/2/2, Infrant of Prashan Vada, Palghar, Kondhale, Wada, Thane, Maharashtra, India, 421312 and Corporate Office is at Office No. 532 & 533, Wing B, 4th Floor, Orchard Corporate Park, Royal Palms, Aarey Road, Goregaon (East), Mumbai, 400065. We also operate from A-1004, Mondeal Heights, Besides Novotel Hotel, SG Highway, Ahmedabad, Gujarat – 380015. For more details please see "Our Business" on page 114 of the Draft Red Herring Prospectus.

g. Business Strengths and Strategies

<u>Strengths</u>

1. Strategic Location Advantage
2. Sustainability-Focused Operations
3. Scalable Business Model
4. Diversified End-Use Applications
5. Strong Promoter Support

<u>Strategies</u>

1. Forward Integration
2. Capacity Expansion
3. Raw Material Optimization
4. Market Expansion

2. Summary of the Industry

India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY 2025–26, Real GDP (GDP at Constant Prices) is estimated to reach Rs. 201.90 lakh crore (US$ 2.24 trillion), rising from the provisional level of Rs. 187.97 lakh crore (US$ 2.26 trillion) in FY 2024–25, reflecting a robust growth of 7.4%. At current prices, Nominal GDP is projected to reach Rs. 357.14 lakh crore (US$ 3.96 trillion) in FY 2025–26, from Rs. 330.68 lakh crore (US$ 3.98 trillion) in the previous year, registering a growth of 8.0%.

On the production side, Real Gross Value Added (GVA) is estimated at Rs. 184.50 lakh crore (US$ 2.04 trillion), up from Rs. 171.87 lakh crore (US$ 2.07 trillion) in FY 2024–25, indicating a growth of 7.3%, while Nominal GVA is expected to expand to Rs. 323.48 lakh crore (US$ 3.59 trillion) from Rs. 300.22 lakh crore (US$ 3.62 trillion), marking a growth of 7.7%. Collectively, these trends highlight India's position as one of the fastest-growing major economies, supported by broad-based expansion across sectors.

Further, India is projected to reach a GDP of Rs. 4,26,45,000 crore (US$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

India is home to 126 unicorns, with six new startups achieving unicorn status in 2025. India's current account deficit moderated in Q2 FY 2025–26 (July–September), supported by a lower merchandise trade deficit. The deficit stood at Rs. 1.02 lakh crore (US$ 11.7 billion), or 1.3% of GDP, compared with Rs. 1.73 lakh crore (US$ 20.8 billion), or 2.2% of GDP, in the same quarter last year.

In the preceding quarter, the current account had recorded a relatively modest deficit of Rs. 0.20 lakh crore (US$ 2.33 billion), equivalent to 0.2% of GDP, indicating improved external sector resilience. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US$ 1 trillion by 2030.

For further details, please refer to the chapter titled "Industry Overview" on page 99 of the Draft Red Herring Prospectus.

3. Promoters

The promoter of our Company is Ms. Nidhi Agarwal.

For further information, see "*Our Promoters and Promoter Group*" beginning on page 163 of the Draft Red Herring Prospectus.

4. Objects of the Offer

The net proceeds of the Issue, i.e., gross proceeds of the Issue less the Issue related expenses are proposed to be utilized in the following manner:

i. Funding Capital Expenditure for the installation of additional Machinery
ii. Pre-payment or Repayment of all or a portion of certain outstanding borrowings availed by our Company
iii. Funding the working capital requirements of our company;
iv. General Corporate Purposes

In addition, we expect to achieve the benefits of listing of the Equity Shares on the Stock Exchanges and creation of a public market for the Equity Shares.

For further information, see "*Objects of the Offer*" beginning on page 75 of the Draft Red Herring Prospectus.

5. Pre-Offer and Post-Offer shareholding of our Promoters, members of the Promoter Group and top 10 Shareholders

The aggregate shareholding, of each of the Promoters, members of our Promoter Group and top 10 Shareholders (other than our Promoters and members of our Promoter Group) is set out below:

S. No.	Pre-Issue shareholding as at the date of Draft Red Herring Prospectus			Post-Offer shareholding as at date of Allotment*#			
				At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
	Name of the shareholder	Number of Equity Shares	Share Holding (in %)	Number of Equity Shares	Share holding (in %)	Number of Equity Shares	Share holding (in %)
Promoters							
1.	Nidhi Agarwal	91,63,040	76.59	[●]	[●]	[●]	[●]
Total – A		**91,63,040**	**76.59**	[●]	[●]	[●]	[●]
Member of our Promoter Group							
	N.A.						
Total B		**N.A.**					
Public Shareholders							
2.	Resgen Limited	27,99,600	23.41%	[●]	[●]	[●]	[●]
3	Ritesh Mavji Bhanushali	80	Negligible	[●]	[●]	[●]	[●]
4	Bhalchandra Kiran Sawant	80	Negligible	[●]	[●]	[●]	[●]
5	Rajkumar Ramprasad Pal	80	Negligible	[●]	[●]	[●]	[●]
6	Ramchandra Pandharee Pal	80	Negligible	[●]	[●]	[●]	[●]
7	Sparsh Deepak Waghela	80	Negligible	[●]	[●]	[●]	[●]
8	Ritik Mukundlal Gupta	80	Negligible	[●]	[●]	[●]	[●]
	Total C	**28,00,080**	**23.41**	[●]	[●]	[●]	[●]
Other Public Shareholders							
Total A+B+C		**1,19,63,120**	**100.00**	[●]	[●]	[●]	[●]

** To be updated at the Prospectus stage.*

 # Assuming full subscription in the Issue. The post-Issue shareholding details as at Allotment will be based on the actual subscription and the Issue

Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.

For further details, see *"Capital Structure"* beginning on page 62 of the Draft Red Herring Prospectus.

6. Summary of Restated Financial Information

The following details of selected financial information are derived from the Restated Financial Information for the Financial Years ended March 31, 2026, March 31, 2025 and March 31, 2024.

(Amount in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Equity Share Capital	14.95	10.00	10.00
Reserve and surplus	1372.77	130.03	-84.54
Total Net Worth	1387.72	140.03	-74.54
Revenue from Operations	5,612.26	2,301.97	272.52
EBITDA	987.62	345.37	5.87
Profit after Tax	727.30	214.57	-84.54
Basic Earning Per Share (In Rs.)	6.79	2.68	-10.31
Diluted Earning Per Share (In Rs.)	6.79	2.68	-10.31
Return on Net Worth(%)	52.41	153.23	00.00
Net Asset Value per Share	11.60	1.75	-0.93
Total Borrowings	98.05	232.43	247.93
Net Cash Generated from operating activities	40.72	-91.61	-203.82
Net cash generated from / (used in) investing activities	-113.42	-47.50	-75.05
Net cash generated from / (used in) financing activities	87.14	145.94	252.30

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Basis for Offer Price*" and "*Restated Financial Information*" beginning on pages 176, 87 and 174, respectively of the Draft Red Herring Prospectus.

7. Summary of Key Performance Indicators

Details of our KPIs for the Financial Years ended March 31, 2026, March 31, 2025, and March 31, 2024 are set out below:

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Total Income (₹ in lakhs)	5617.98	2310.48	272.52
Total revenue from operation (₹ in lakhs)	5612.26	2301.97	272.52
Growth in Revenue from Operations (%)	143.8%	744.7%	-
EBITDA (₹ in lakhs)	987.62	345.37	5.87
EBITDA margins (%)	17.60%	15.00%	2.15%
PAT (₹ in lakhs)	727.30	214.57	-84.54
PAT Margin (%)	12.96%	9.32%	-31.02%
Growth in PAT (%)	238.9%	353.8%	-

RoE(%)	52.41%	153.23%	-
RoCE (%)	53.23%	35.30%	-4.70%
Debt Equity Ratio	0.47	7.32	-10.94
Operating Cash Flows (₹ in lakhs)	40.72	-91.61	-203.82

Source:

(i) Financial information for the Company is derived from the Restated Financial Statements.

Notes:

1. *Financial performance indicators have been computed based on restated financial statement.*
2. *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
3. *Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.*
4. *EBITDA is calculated as Profit before Extraordinary Items and Tax, plus finance costs and depreciation and amortization expenses reduced by other income.*
5. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*
6. *Profit after Tax Means Net Profit after tax attributable to shareholders of the Company for the period/year.*
7. *PAT Margin (%) is calculated as Profit after tax for the year/period as a percentage of Revenue from Operations.*
8. *RoE (Return on Equity)(%) is calculated as net profit after tax for the year / period divided by Closing Shareholder's fund.*
9. *RoCE (Return on Capital Employed)(%) is calculated as earnings before interest and taxes (Profit before extraordinary items and tax plus finance costs minus other income) divided by capital employed. Capital Employed calculated as Total Assets less current liabilities.*
10. *Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.*

For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 176 of the Draft Red Herring Prospectus. Further, for comparison with the listed peer(s) and detailed disclosures on such KPIs, see "Basis for Issue Price - Comparison of KPIs with Listed Industry Peers" on page 91 of the Draft Red Herring Prospectus.

8. Risk Factors

The following are the top 10 internal risk factors as disclosed in the DRHP:

a. We are involved in certain legal proceedings and may face certain liabilities as a result of the same.
b. We primarily operate on a purchase order–based model and does not have long-term contractual arrangements with our customers, which may adversely affect the stability and predictability of our revenues.
c. We are proposing to commence the manufacturing of reclaimed rubber, which is a new product line for us, and our inability to successfully establish and operate such manufacturing operations may adversely affect our business, financial condition and results of operations.
d. Our business is dependent on our manufacturing facility, and any disruption in manufacturing operations could adversely affect our business.
e. Our main operations may be adversely affected in case of industrial accidents at our manufacturing unit and also rubber is a combustible commodity which may lead to any fire mishaps or accidents that could lead to property damages, property loss and accident claim.
f. Our Company is dependent on third party transportation providers for the delivery of our products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.
g. Our Registered Office/factory, corporate office and Branches are occupied under a leave and license arrangement and is not owned by us. Any termination, non-renewal, or disruption of this arrangement may adversely affect our business operations.
h. We derive a significant portion of our revenue from a single product, namely rubber mulch. Therefore, any factors that negatively impact the demand for rubber mulch or affect our position and reputation in the market could adversely affect our business and financial performance.
i. Dependence on contract labour for our operations may expose us to workforce availability, compliance and operational risks, which could adversely affect our business, financial condition and results of operations.
j. Rapid technological changes and advancements in manufacturing processes may render our existing technologies obsolete or require us to incur significant capital expenditure to remain competitive.

For further details of the risks applicable to us, see "*Risk Factors*" beginning on page 21 of this Draft Red Herring Prospectus.

. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

9. Details of weighted average cost of acquisition of Equity Shares of our Promoter

The weighted average cost of acquisition of Equity Shares of our Promoters, are as follows:

Name	**Number of Equity Shares held as on date**	**WACA per Equity Shares acquired in last one year**	**WACA per Equity Shares acquired in last Three year**
Promoters			
Nidhi Agarwal	91,63,040	Nil	1.83

For further details, please refer to chapter titled "*Capital Structure*" beginning on Page 62 of the Draft Red Herring Prospectus.

10. Board of Directors and Key Managerial Personnel

The names and designations of members of the Board of Directors and Key Managerial Personnel are set forth below:

Sr. No	**Name**	**Designation**
Board of Directors		
1	Nidhi Agarwal	Managing Director
2	Ritesh Mavji Bhanushali	Non-Executive Director
3	Payal Karan Desai	Independent Director
4	Rakesh Barmecha	Independent Director
5	Parikh Ketan Bipinchandra	Additional Director
Key Managerial Personnel		
6	Tejal Joshi	Chief Financial Officer (CFO)
7	Anshita Jain	Company Secretary (CS)

For further details, see "*Our Management*" beginning on page 148 of the Draft Red Herring Prospectus.

11. Auditor Qualifications

The Statutory Auditors of our Company have not expressed any qualification, reservation, adverse remark, matter of emphasis, or other observation on our financial statements for the periods covered in the Draft Red Herring Prospectus

For further details, please refer to the chapter titled *"Financial Statement as Restated"* on page 174 of the Draft Red Herring Prospectus.

12. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, Key Managerial Personnel, members of Senior Management, and Subsidiaries as on the date of the Draft Red Herring Prospectus in terms of the SEBI ICDR Regulations is provided below:

Name	**By/Against**	**Civil Proceeding**	**Criminal Proceeding**	**Tax Proceeding**	**Action by Regulatory Authority**	**Amount Involved**
Company	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	01	Nil	92.50
Promoters	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Directors other than Promoters	By	01	Nil	Nil	Nil	750
	Against	Nil	Nil	Nil	Nil	Nil

Subsidiaries	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Group Companies/ Entities	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
KMPs and SMPs	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 192 of the Draft Red Herring Prospectus.

The Equity Shares 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 may not be offered or sold within the United States or to, or for the account or benefit of, U.S Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. 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 offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.