

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of an assessment of market demand for the Equity Shares issued 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 of our Company is ₹10/- each and the Issue Price is [●] times of the face value.

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Our Business” beginning on page 22, 180, 248 and 120 respectively, of the Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors:

Some of the qualitative factors and our strengths which form the basis for computing the Issue Price are:

1. Experienced Promoters and Management Team
2. Extensive Distribution Network in Gujarat
3. Comprehensive Product Range
4. Strategic Store Locations and Customer Experience
5. Low Capex Requirements for Growth
6. Strong Financial Partnership

For details of qualitative factors, please refer to the paragraph “Our Strengths” in the chapter titled “Our Business” beginning on page 131 of the Red Herring Prospectus.

Quantitative Factors:

The information presented in this chapter is derived from Restated Financial Information. For further details, please see the section titled “Restated Financial Statements” and “Other Financial Information” on pages 180 and 246, respectively.

The basis for issue price, floor price or price band, as the case may be, on a consolidated basis, after giving effect to any bonus or split of shares undertaken after the last balance sheet date:

(a) Earnings Per Share and Diluted Earnings Per Share, pre-issue, for the last three years (as adjusted for changes in capital).

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2023	0.80	1
Financial Year ended March 31, 2024**	3.43	2
Financial Year ended March 31, 2025*	8.30	3
Weighted Average	5.43	
Period ended December 31, 2025***	9.28	

Source: Restated Financial Information

* EPS for the financial year ended March 31, 2025, has been calculated by considering the combined EPS of Mehul Telecom Limited for the period April 01, 2024, to March 31, 2025, and the erstwhile proprietorship (Mehul Telecom) for the period April 01, 2024, to April 21, 2024.

** EPS for the financial year ended March 31, 2024, has been calculated by considering the combined EPS of Mehul Telecom Limited for the period May 17, 2023, to March 31, 2024, and the erstwhile proprietorship (Mehul Telecom) for the period April 01, 2023, to March 31, 2024.

*** Not Annualised

Notes:

- a) Weighted average = Aggregate of year-wise weighted earning per Equity Share divided by the aggregate of weights i.e. (earning per Equity Share x weight) for each year/total of weights.
- b) Earnings per Equity Share (basic) = Net Profit after tax, as restated, attributable to owners of the Company divided by

- Weighted average number of Equity Shares outstanding at the end of the year.*
- c) *Earnings per Equity Share (diluted) = Net Profit after tax, as restated, attributable to owners of the Company divided by Weighted average number of Equity Shares outstanding during the year including compulsorily convertible non-cumulative preference shares, if any.*
- d) *Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.*
- e) *Weighted average number of Equity Share is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of shares issued during the period multiplied by the time weighting factor. The time-weighting factor is the number of days for which the specific Equity Share are outstanding as a proportion of total number of days during the period. The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in Restated Financial Information.*

(b) Price/Earning (“P/E”) Ratio in relation to the Price Band of ₹ 96 to ₹ 98 per Equity Share:

Particulars	P/E at Floor Price (Number of Times) *	P/E at Cap Price (Number of Times) *
Based on Basic EPS of ₹ 8.30 as per the Restated Financial Information for the year ended March 31, 2025	11.57	11.81
Based on Diluted EPS of ₹ 8.30 as per the Restated Financial Information for the year ended March 31, 2025.	11.57	11.81

* To be updated in the Prospectus.

Notes:

- (1) The price/ earnings (P/E) ratio is computed by dividing the price per share by earning per share.

Industry P/E

Particulars	Industry P/E
1. Highest	18.94
2. Lowest	14.45
3. Average	16.70

Notes: The industry high and low has been considered from the industry peer set in Telecom industry, provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, please see the paragraph entitled “Comparison listed industry peers” on next page.

(c) Return on Net Worth (RoNW) :

For the financial year/period ended	RoNW* (%)	Weight
Financial Year ended March 31, 2023	38.45	1
Financial Year ended March 31, 2024	71.22	2
Financial Year ended March 31, 2025	35.31	3
Weighted Average	47.80	
Period ended December 31, 2025*	29.25	

Source: Restated Financial Information

* Not Annualised

Notes:

- 1) RoNW for the period ended March 31, 2025 has been computed by considering the combined Profit After Tax (PAT) of Mehul Telecom Limited for the period from April 01, 2024 to March 31, 2025, and the erstwhile proprietorship (Mehul Telecom) for the period from April 01, 2024 to April 21, 2024. The combined PAT has been divided by Net Worth as on March 31, 2025.
- 2) RoNW for the period ended March 31, 2024 has been computed by considering the combined PAT of Mehul Telecom Limited for the period from May 17, 2023 to March 31, 2024, and the erstwhile proprietorship for the period from April 01, 2023 to March 31, 2024. As the Business Transfer Agreement was executed on April 21, 2024, the RoNW has been calculated based on the Net Worth of the proprietorship as on March 31, 2024.

- 3) *Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e., [(Net Worth x Weight) for each year] / [Total of weights]*
- 4) *Return on Net Worth (%) = Net profit after tax without giving impact of exceptional items, as restated / Net worth as restated as at year end.*
- 5) *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 reduced by preliminary expenses, if any as per Restated Financial Statement of Assets and Liabilities of the Company*

(d) Net Asset Value per Equity Share:

Particulars	Amount (₹)
Financial Year ended March 31, 2023 (Post Bonus)	2.09
Financial Year ended March 31, 2024 (Post Bonus)	4.81
Financial Year ended March 31, 2025 (Post Bonus)	23.49
Period ended December 31, 2025*	31.72
NAV per Equity Share after the Issue	
-At Floor Price^	49.12
-At the Cap Price^	49.67
Issue Price per Equity Share#	[●]

Source: Restated Financial Information

* Not Annualised

^ To be updated at the Prospectus Stage

#Issue Price per Equity Share will be determined on conclusion of the Book Building Process, and this is not derived from Restated Financial Information.

Notes: Net Asset Value (in ₹) = Equity attributable to owners of the Company but does not include reserves created out of revaluation of assets, Capital Reserve arising on consolidation, write-back of depreciation and amortization divided by weighted average numbers of equity shares outstanding during the year / period.

(e) Comparison of accounting ratios with listed industry peers

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)	Basic & Diluted EPS (₹)	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Mehul Telecom Limited*	Standalone	10.00	[●]	8.30	[●]	35.31%	23.49	12,088.66
Peer Group								
Fonebox Retail limited	Standalone	10.00	64.00	4.43	14.45	13.18%	33.62	34,273.60
Jay Jalaram Technologies Limited	Standalone	10.00	90.30	5.27	17.13	10.02%	56.81	33,909.15
Bhatia Communications & Retail (India) Limited	Standalone	1.00	20.83	1.10	18.94	15.56%	7.08	44,271.74

*Our financial information is derived from our Restated Financial Information for the year ended March 31, 2025.

Notes:

1. Source: All the financial information for listed industry peers mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the year ended March 31, 2025 to compute the corresponding financial ratios.

2. P/E figures for the peers are based on closing market prices of equity shares on website of Exchange on April 02, 2026, divided by the Diluted EPS for the year ended March 31, 2025.

3. Basic Earnings per share = Net profit after tax, as restated attributable to equity shareholders / Weighted average number of shares outstanding during the year/ period.

4. Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.

5. NAV per share for listed industry peers is computed as the Total Equity as on March 31, 2025 divided by the outstanding number of equity shares as on March 31, 2025.

6. Return on Net Worth (%) for listed industry peers has been computed based on the Profit for the year ended March 31, 2025 divided by shareholder Equity as on March 31, 2025.

(f) Key Operational and Financial Performance Indicators:

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated April 06, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to the 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 the Red Herring Prospectus. Further, the KPIs here in have been certified by M/s. S V P S & Co Chartered Accountants by their certificate dated April 06, 2026.

The KPIs of our Company have been disclosed in the sections “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 120 and **Error! Bookmark not defined.**, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page **Error! Bookmark not defined.**

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 Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various aspects of the Company that have a bearing for arriving at the Basis for the Issue Price

Key Operational and Financial KPIs of our Company

Particulars	Period ended	Financial Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from Operations (₹ in Lakhs)	15,198.76	12,088.66	10,719.83	8,015.19
Growth in Revenue from Operations (YoY %)	82.52%	12.77%	33.74%	25.38%
EBITDA (₹ in Lakhs)	971.10	801.79	303.90	73.35
EBITDA Margin (%)	6.39%	6.63%	2.83%	0.92%
Profit After Tax (₹ in Lakhs)	707.25	603.94	219.46	51.44
PAT Margin (%)	4.65%	5.00%	2.05%	0.64%
RoE (%)	34.27%	59.84%	99.32%	40.95%
RoCE (%)	34.80%	47.16%	42.43%	30.05%
Current Ratio	2.53	2.62	1.37	1.61
Net Capital Turnover Ratio (in times)	4.68	5.71	20.27	19.18
Number of Operational Stores	80	64	57	56
Averages Sales per Stores	189.98	188.89	188.06	143.12

Source: The Figure has been certified by our Peer Reviewed Auditors M/s. S V P S & Co., Chartered Accountants vide their certificate dated April 06, 2026.

Notes:

- The figures pertaining to Profit and Loss items used in the calculation of the ratios have been taken from the Proforma Statement of Profit and Loss for the full financial year. For the nine months ended December 31, 2025, the figures include the results of Mehul Telecom Limited for the period from April 01, 2025, to December 31, 2025, for the financial year 2024–25, the figures include the

results of Mehul Telecom Limited for the period from April 01, 2024, to March 31, 2025, and those of Mehul Telecom (erstwhile proprietorship of Mehul Vasantbhai Raymagiya) for the period from April 01, 2024, to April 21, 2024. For the financial year 2023–24, the figures comprise the results of Mehul Telecom Limited for the period from May 17, 2023, to March 31, 2024, along with the figures of the erstwhile proprietorship for the period from April 01, 2023, to March 31, 2024. For the financial year 2022–23, the figures pertain solely to Mehul Telecom (erstwhile proprietorship of Mehul Vasantbhai Raymagiya).

2. The figures relating to Balance Sheet items used in the ratio calculations as at the end of each financial year have been extracted from the Restated Statement of Assets and Liabilities of the respective entity as on the relevant dates. Specifically, the figures as on December 31, 2025, March 31, 2025 are taken from Mehul Telecom Limited while the figures as on March 31, 2024, and March 31, 2023, are taken from Mehul Telecom (erstwhile proprietorship of Mehul Vasantbhai Raymagiya)
3. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
4. Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period/year minus Revenue from Operations of the preceding period/year divided by Revenue from Operations of the preceding period/year.
5. EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses reduced by other income.
6. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
7. Profit After Tax Means Profit for the period/year as appeared in the Restated Financial Statements.
8. PAT Margin (%) is calculated as Profit for the period/year as a percentage of Revenue from Operations.
9. RoE (Return on Equity) (%) is calculated as net profit after tax for the period/year divided by Average Shareholder Equity.
10. RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by Sum of total equity, non-current borrowings and current borrowings as at the year end.
11. Current Ratio is a liquidity ratio that measures our ability to pay off its short-term obligations (those which are due within one year) using its current assets (those which are convertible to cash within one year) and is calculated by dividing the current assets by current liabilities.
12. Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations with our working capital (i.e., current assets less current liabilities).

Explanation for KPI Metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
EBITDA (₹ in Lakhs)	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.
Profit After Tax (₹ in Lakhs)	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 average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the closing capital employed in the business.

(a) Set forth below are the details of comparison of key performance of indicators with our listed industry peers:

Particulars	Mehul Telecom Limited			Fonebox Retail Limited		
	FY 2025	FY 2024	FY 2023	FY 2025	FY 2024	FY 2023

Revenue from Operations (₹ in Lakhs)	12,088.66	10,719.83	8,015.19	34,273.26	29,760.52	19,582.60
Growth in Revenue from Operations (YoY %)	12.77%	33.74%	25.38%	15.16%	51.97%	115.41%
EBITDA (₹ in Lakhs)	801.79	303.90	73.35	739.86	618.24	346.24
EBITDA Margin (%)	6.63%	2.83%	0.92%	2.16%	2.08%	1.77%
Profit After Tax (₹ in Lakhs)	603.94	219.46	51.44	454.61	343.16	159.86
PAT Margin (%)	5.00%	2.05%	0.64%	1.33%	1.15%	0.82%
RoE (%)	59.84%	99.32%	40.95%	14.11%	21.35%	113.89%
RoCE (%)	47.16%	42.43%	30.05%	20.42%	33.17%	34.55%
Current Ratio	2.62	1.37	1.61	3.91	4.14	1.34
Net Capital Turnover Ratio (in times)	5.71	20.27	19.18	5.80	6.97	23.12

Particulars	Mehul Telecom Limited			Jay Jalaram Technologies Limited		
	FY 2025	FY 2024	FY 2023	FY 2025	FY 2024	FY 2023
Revenue from Operations (₹ in Lakhs)	12,088.66	10,719.83	8,015.19	66,768.46	53,871.85	24,920.48
Growth in Revenue from Operations (YoY %)	12.77%	33.74%	25.38%	23.94%	116.18%	50.80%
EBITDA (₹ in Lakhs)	801.79	303.90	73.35	1,406.77	1,065.72	568.40
EBITDA Margin (%)	6.63%	2.83%	0.92%	2.11%	1.98%	2.28%
Profit After Tax (₹ in Lakhs)	603.94	219.46	51.44	676.08	486.21	250.95
PAT Margin (%)	5.00%	2.05%	0.64%	1.01%	0.90%	1.01%
RoE (%)	59.84%	99.32%	40.95%	14.09%	18.66%	14.63%
RoCE (%)	47.16%	42.43%	30.05%	23.55%	26.40%	17.30%
Current Ratio	2.62	1.37	1.61	2.03	1.76	2.29
Net Capital Turnover Ratio (in times)	5.71	20.27	19.18	7.82	9.23	6.17

Particulars	Mehul Telecom Limited			Bhatia Communications & Retail (India) Limited		
	FY 2025	FY 2024	FY 2023	FY 2025	FY 2024	FY 2023
Revenue from Operations (₹ in Lakhs)	12,088.66	10,719.83	8,015.19	44,271.74	41,379.39	31,348.18
Growth in Revenue from Operations (YoY %)	12.77%	33.74%	25.38%	6.99%	32.00%	34.27%
EBITDA (₹ in Lakhs)	801.79	303.90	73.35	2,185.53	1,844.44	1,480.40
EBITDA Margin (%)	6.63%	2.83%	0.92%	4.94%	4.46%	4.72%
Profit After Tax (₹ in Lakhs)	603.94	219.46	51.44	1,378.50	1,152.14	850.83
PAT Margin (%)	5.00%	2.05%	0.64%	3.11%	2.78%	2.71%
RoE (%)	59.84%	99.32%	40.95%	17.83%	19.10%	16.89%
RoCE (%)	47.16%	42.43%	30.05%	25.86%	27.91%	26.39%
Current Ratio	2.62	1.37	1.61	4.15	2.39	2.16
Net Capital Turnover Ratio (in times)	5.71	20.27	19.18	6.65	8.64	8.67

Source: The Figure of our company has been certified by our Peer Reviewed Auditors M/s. S V P S & Co Chartered Accountants vide their certificate April 06, 2026.

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (If applicable) sourced from their respective audited financial results and/or annual report uploaded on the BSE/NSE website.

(b) Weighted average cost of acquisition:

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

Other than as mentioned below, there has been no issuance of Equity Shares or convertible securities, during the 18 months preceding the date of the RHP, 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-issue capital before such transaction(s) and excluding g issuance of bonus shares and employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span

of 30 days.

Date of Allotment	Total Shares allotted	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Total Consideration
January 10, 2025	4,38,000	10	94	Preferential issue	Cash	₹ 4,11,72,000.00
Total	4,38,000					₹ 4,11,72,000.00
Weighted average cost of acquisition (WACA)						₹ 94.00

* The shares allotted and the issue price have been adjusted to reflect the effect of the bonus issue of 71,84,000 equity shares of face value ₹10/- each, allotted on December 18, 2024, in the ratio of 63:1 (i.e., 63 bonus equity shares for every 1 equity share held).

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities) There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, 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), 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-issue 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 secondary transactions

Since there are no secondary transactions involving the Promoter, Promoter Group entities, or shareholder(s) having the right to nominate director(s) on the Board of our Company within the last three years prior to the date of the Red Herring Prospectus, no disclosure is required under clause (b) above. Accordingly, details of the last five such secondary transactions are not applicable.

d) Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price* (i.e. ₹ 96)	Cap price* (i.e. ₹ 98)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a)	94.00	1.02 times	1.04 times
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph	NA	NA	NA
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph	NA	NA	NA

Note: * To be updated at Prospectus stage.

e) Justification for Basis of Issue Price

Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as set out above) along with our Company's key performance indicators for the stub period ended December 31, 2025, Financial Years 2024-25, 2023-24 and 2022-23.

f) The Issue Price is [●] times of the Face Value of the Equity Shares

The Issue Price will be [●] times of the face value of the Equity Shares. The Issue Price of ₹ [●] has been determined by our Company in consultation with BRLM, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company in consultation with BRLM, is justified of the issue Price in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "Risk Factors" beginning on page 22 or any other factors that may arise in the future and you may lose all or part of your investments.