

PUBLIC ANNOUNCEMENT



PRINCE PIPES AND FITTINGS LIMITED

Our Company was incorporated as 'Prince Pipes and Fittings Private Limited' on November 13, 1987 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956. Thereafter, pursuant to Section 43A(1A) of the Companies Act, 1956, our Company became a deemed public limited company with effect from July 1, 1998. Further, pursuant to Section 43A (2A) of the Companies Act, 1956, our Company converted back into a private company on May 18, 2001. Subsequently, upon conversion into a public limited company pursuant to a special resolution of our Shareholders dated August 7, 2017, the name of our Company was changed to 'Prince Pipes and Fittings Limited', and a fresh certificate of incorporation was issued by the Registrar of Companies, Goa, Daman and Diu ("RoC") on August 11, 2017. For further details in relation to changes in the name and Registered Office of our Company, see the section titled "History and Certain Corporate Matters" on page 155 of the draft red herring prospectus dated October 15, 2018 ("DRHP") filed with Securities and Exchange Board of India.

Registered Office: Plot No.1, Honda Industrial Estate, Phase II, Honda Sattari, Honda, Goa 403 530, India;

Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg (Tulsi Pipe Road), Dadar West, Mumbai 400 028, Maharashtra, India;

Contact Person: Aayushi Poddar, Company Secretary and Compliance Officer; **Tel:** +91 22 66022222; **Facsimile:** +91 22 66022220; **E-mail:** investor@princepipes.com;

Website: www.princepipes.com; **Corporate Identity Number:** U26932GA1987PLC006287

PROMOTERS OF OUR COMPANY: JAYANT SHAMJI CHHEDA, TARLA JAYANT CHHEDA, PARAG JAYANT CHHEDA, VIPUL JAYANT CHHEDA AND HEENA PARAG CHHEDA

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF PRINCE PIPES AND FITTINGS LIMITED (OUR "COMPANY" OR THE "ISSUER" AND SUCH EQUITY SHARES, THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING UP TO ₹ 6,000 MILLION (THE "OFFER"), COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 4,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 2,000 MILLION, INCLUDING UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 150 MILLION BY JAYANT SHAMJI CHHEDA, UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 1,000 MILLION BY TARLA JAYANT CHHEDA, UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 500 MILLION BY PARAG JAYANT CHHEDA AND UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 350 MILLION BY VIPUL JAYANT CHHEDA (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS" AND SUCH OFFERS THE "OFFER FOR SALE"). THE OFFER CONSTITUTES [•] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

ADDENDUM : NOTICE TO INVESTORS

This is in connection with the draft red herring prospectus dated October 15, 2018 ("DRHP"), filed by Prince Pipes and Fittings Limited ("Company") with the Securities and Exchange Board of India, in relation to the Offer. We refer to the disclosures in relation to the Pre-IPO Placement made in the DRHP. In this regard please note the following:

All references in relation to the Pre-IPO Placement (of Equity Shares) should be hereinafter read as *a private placement of up to 6,000,000 Equity Shares or such number of fully paid up convertible securities, including compulsorily convertible preference shares, which will be convertible into up to 6,000,000 Equity Shares, by the Company, for cash consideration aggregating up to ₹ 1,200 million.* In the event convertible securities are issued in the Pre-IPO Placement, such securities shall be converted into Equity Shares, prior to filing the Red Herring Prospectus.

All capitalized terms used herein and not defined shall have the meaning assigned to such terms in the DRHP.

Note: This notice should be read in conjunction with the DRHP and references to the Pre-IPO Placement in the DRHP, including on the cover page and pages 4, 5, 6, 38, 61, 72, 87, 89 and 175, accordingly stand amended to the extent stated herein above. Relevant updates in relation to the above Pre-IPO Placement will be reflected in the Red Herring Prospectus and Prospectus.

For PRINCE PIPES AND FITTINGS LIMITED
On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer

Place : Mumbai
Date : November 19, 2019

PRINCE PIPES AND FITTINGS LIMITED is proposing subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations to make an initial public offer of its Equity Shares and has filed the DRHP with SEBI. The DRHP shall be available on the websites of SEBI at www.sebi.gov.in, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and is available at the respective websites of the BRLMs at www.jmfl.com and www.edelweissfin.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 16 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the "US Securities Act"), or an exemption from registration. Any public offering of the Equity Shares to be made in the United States will be made by means of a prospectus that may be obtained from our Company and that will contain detailed information about our Company and management, as well as financial statements. However, the Equity Shares have not been and will not be registered under the US Securities Act and there will be no public offering of the Equity Shares in the United States.