



(Please scan the QR Code to view the DRHP)



SHIVALAYA CONSTRUCTION LIMITED

Shivalaya Construction Limited (our "Company") was originally incorporated as 'Shivalaya Construction Co. Private Limited' at Delhi, India as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 10, 1997, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Thereafter, pursuant to a board resolution September 24, 2024 and shareholders' resolution dated September 27, 2024, the name of our Company was changed to 'Shivalaya Construction Private Limited' and a fresh certificate of incorporation dated December 20, 2024 was issued by Registrar of Companies, Central Processing Centre. Further, pursuant to resolutions by our board of directors and shareholders, each dated June 10, 2025, our Company was converted into a public limited company and the name of our Company was changed to 'Shivalaya Construction Limited', and a fresh certificate of incorporation dated June 30, 2025 was issued by the Registrar of Companies, Central Processing Centre. For details in relation to the changes in the name and registered office of our Company, see "History and Certain Corporate Matters - Changes in our registered office" on page 251 of the DRHP.

Corporate Identity Number: U45201DL1997PLC091051

Registered and Corporate Office: Plot No. 137, Second Floor, Avtar Enclave, Paschim Vihar, North-West, New Delhi 110 063, Delhi, India

Contact Person: Vijay Gupta, Company Secretary and Compliance Officer | Telephone: +91 011 4508 8679 | E-mail: compliance@scggroup.co.in | Website: www.scggroup.co.in

NOTICE TO INVESTORS (THE "NOTICE")

OUR PROMOTERS: SHRIPAL AGGARWAL, PRADEEP NANDAL, SUMITRA NANDAL, SAHIL AGGARWAL AND SUMIT NANDAL

In reference to the draft red herring prospectus dated September 5, 2025 ("DRHP") filed with the Securities and Exchange Board of India and the Stock Exchanges, potential Bidders should note the following:

- Our Company has received intimation letters each dated June 17, 2026 in relation to certain transfer of Equity Shares executed on June 10, 2026, from Pradeep Nandal, our Promoter (also a Promoter Selling Shareholder) and Sumitra Nandal, our Promoter (also a Promoter Selling Shareholder), respectively, for transfer of 90,000,000 Equity Shares by way of gift representing 19.08% of our Company's pre-Offer Equity Share capital ("Relevant Transfer").
- The details of the Relevant Transfer are as follows:

| Date of transfer | Name of transferor | Name of transferee | Category of the transferee | Nature of transaction | Number of Equity Shares transferred | Percentage of pre-Offer Equity Share capital of our Company (%) | Transfer price (in ₹) | Total consideration (in ₹ million) |
|------------------|--------------------|--------------------|--|-----------------------|-------------------------------------|---|-----------------------|------------------------------------|
| June 10, 2026 | Pradeep Nandal | Sumitra Nandal | Promoter (also a Promoter Selling Shareholder) | Secondary sale | 90,000,000 | 19.08% | Nil* | N.A.* |

*Transfer by way of gift.

- The post Relevant Transfer shareholding of Sumitra Nandal and Pradeep Nandal are provided below:

| Name | Number of Equity Shares held post the Relevant Transfer | Percentage of Equity Shares held post the Relevant Transfer |
|----------------|---|---|
| Sumitra Nandal | 192,361,805 | 40.78% |
| Pradeep Nandal | 19,713,905 | 4.18% |

- Please note that our Company has intimated the Relevant Transfer to the Stock Exchanges in accordance with Regulation 54 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations").
- Further, please note that this Notice is being made in accordance with the SEBI's correspondence dated July 4, 2026 to Association of Investment Bankers of India, as the aggregate number of Equity Shares transferred constituted 19.08% of the total paid-up share capital of our Company, which exceeds the threshold of 1.00% of the paid-up share capital.
- The aforementioned transferee is the Promoter of our Company and is associated with the Promoters, Promoter Group, Directors, Key Managerial Personnel of our Company and with the directors of our Subsidiaries. Except as disclosed, the transferee is not associated with the Senior Management, Subsidiaries and Group Companies of our Company, key managerial personnel of our Subsidiaries and the directors and key managerial personnel of our Group Companies, in any manner.

The above Notice is to be read in conjunction with the DRHP. This Notice does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the DRHP and till the date of this Notice. Accordingly, this Notice does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus as and when filed with the RoC, the SEBI and the Stock Exchanges, as applicable.

All capitalized terms used in this Notice shall, unless the context otherwise requires, have the same meaning as ascribed in the DRHP.

| BOOK RUNNING LEAD MANAGERS | | | REGISTRAR TO THE OFFER |
|---|--|--|---|
| IIFL CAPITAL | AXIS CAPITAL | JM Financial | MUFG MUFG Intime |
| IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24 th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India; Telephone: +91 22 4646 4728 E-mail: shivalaya ipo@iiflcap.com Investor grievance e-mail: ig_ib@iiflcap.com Contact person: Nishita Mody/ Pawan Kumar Jain Website: www.iiflcap.com SEBI registration number: INM000010940 | Axis Capital Limited 1 st Floor, Axis House P.B. Marg, Worli, Mumbai 400 025 Maharashtra, India Telephone: +91 22 4325 2183 E-mail: shivalaya ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Contact person: Simran Gadhi/ Pratik Pednekar Website: www.axiscapital.co.in SEBI registration number: INM000012029 | JM Financial Limited 7 th Floor, Energy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: +91 22 6630 3030 E-mail: shivalaya ipo@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com Contact person: Prachee Dhuri Website: www.jmfl.com SEBI registration number: INM000010361 | MUFG Intime India Private limited (Formerly Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West) Mumbai 400 083, Maharashtra, India Telephone: +91 810 811 4949 E-mail: shivalayaconstruction.ipo@in.mpms.mufg.com Investor grievance e-mail: shivalayaconstruction.ipo@in.mpms.mufg.com Contact person: Shanti Gopalkrishnan Website: https://in.mpms.mufg.com/ SEBI registration number: INR000004058 |

For Shivalaya Construction Limited

Sd/-

Vijay Gupta

Company Secretary and Compliance Officer

Place: New Delhi, India

Date: June 17, 2026

Shivalaya Construction Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed a DRHP dated September 5, 2025 with SEBI and the Stock Exchanges. The DRHP is available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.scggroup.co.in and the websites of the Book Running Lead Managers, namely, IIFL Capital Services Limited (formerly known as IIFL Securities Limited), Axis Capital Limited and JM Financial Limited on www.iiflcapital.com, www.axiscapital.co.in and www.jmfl.com, respectively. Potential investors should note that investment in equity shares involves a high degree of risk. For details, potential investors should refer to the RHP as and when it is filed with the RoC, SEBI and the Stock Exchanges in the future, including the section titled "Risk Factors" of the RHP. Potential investors should not rely on the DRHP filed with SEBI and the Stock Exchanges in making any investment decision.

This announcement does not constitute an offer of the Equity Shares for sale in any jurisdiction, including the United States, and the Equity Shares may not be offered or sold in the United States absent registration under the US Securities Act of 1933 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 the Company and that will contain detailed information about the Company and management, as well as financial statements. However, the Equity Shares are not being offered or sold in the United States.