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DURLAXTM

TOP SURFACE LIMITED

Addendum to the Letter of Offer
Dated: Monday, February 16, 2026
For Eligible Shareholders only

DURLAX TOP SURFACE LIMITED

Our Company was originally incorporated as Durlax Archtech Private Limited on May 03, 2010, as a private limited company under the provisions of Companies Act, 1956 pursuant to Certificate of Incorporation issued by RoC, Mumbai, Maharashtra. Further, the name of the company was changed to Durlax India Private Limited vide the Certificate of Incorporation pursuant to change of name dated August 23, 2017, issued by RoC, Mumbai, Maharashtra. Subsequently, the name was changed to Durlax Top Surface Private Limited vide Certificate of Incorporation pursuant to change of name dated January 06, 2023, issued by RoC, Mumbai, Maharashtra. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on January 27, 2023, and the name of our Company was changed to “Durlax Top Surface Private Limited”, and a Fresh Certificate of Incorporation dated March 29, 2023, was issued by RoC, Mumbai, Maharashtra. For details of changes in the registered office of our Company, see ‘General Information’ on page **Error! Bookmark not defined.** of this Letter of Offer.

Registered Office: Unit No 1601, 16th Floor, Synergy Business Park Premises Coop Society Ltd, Bhd Virwani Industrial Estate Sahakarwadi Off Vishweshwar Nagar Road, Mumbai, Goregaon East, Mumbai – 400063, Maharashtra, India;

Contact Number: +91-75067-99831; **E-mail Address:** info@durlaxindia.com; **Website Address:** www.durlax.com;

Contact Person: Ms. Komal Birla, Company Secretary and Compliance Officer;

Corporate Identification Number: L74999MH2010PLC202712

PROMOTERS OF OUR COMPANY ARE SHRAVAN SUTHAR AND LALIT SUTHAR

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

ISSUE OF UPTO 1,23,04,497 EQUITY SHARES OF FACE VALUE ₹10.00/- EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹40.00/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹30.00/- PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING TO ₹4,921.80 LAKHS* ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 37 RIGHTS EQUITY SHARES FOR EVERY 50 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON THURSDAY, FEBRUARY 12, 2026 (THE “ISSUE”). FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE **Error! Bookmark not defined.** OF THIS LETTER OF OFFER.

**Assuming full subscription in the Issue, Allotment and receipt of Issue Price with respect to the Rights Equity Shares. Subject to finalization of Basis of Allotment.*

INVESTORS ARE REQUESTED TO NOTE THAT THE RATIO IN WHICH THE RIGHTS EQUITY SHARES ARE PROPOSED TO BE ISSUED MAY RESULT IN THE CREATION OF ODD LOTS. INVESTORS HOLDING SUCH ODD LOTS MAY BE REQUIRED TO PURCHASE OR SELL ADDITIONAL EQUITY SHARES TO CONSOLIDATE THEIR HOLDINGS INTO MARKETABLE LOT OF 2,000 EQUITY SHARES. GIVEN THE LIMITED LIQUIDITY AND LOWER TRADING VOLUMES GENERALLY OBSERVED ON THE SME PLATFORM OF THE STOCK EXCHANGE, INVESTORS HOLDING SUCH ODD LOTS MAY FACE DIFFICULTIES IN SELLING THEIR EQUITY SHARES. THIS MAY ADVERSELY AFFECT THE LIQUIDITY OF THE EQUITY SHARES AND THE ABILITY OF INVESTORS TO EXIT THEIR INVESTMENT.

LISTING

The existing Equity Shares are listed on National Stock Exchange Limited (“NSE”) (the “Stock Exchange”). Our Company has received “in-principle” approval from National Stock Exchange Of India Limited for listing the Rights Equity Shares through its letter bearing reference number NSE/LIST/1360 dated Wednesday, January 28, 2026. Our Company will also make application to NSE to obtain trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular. For the purposes of the Issue, the Designated Stock Exchange is National Stock Exchange Of India Limited.



CORPORATE SOLUTIONS SIMPLIFIED

REGISTRAR TO THE OFFER**Integrated Registry Management Services Private Limited****Branch Office:** 30 Ramana Residency, 4th Cross Sampige, Malleswaram, Bengaluru – 560003, Karnataka, India**Contact Number:** 080 - 23460815/16/17/18**Email:** irg@integratedindia.in**Website:** www.integratedregistry.in**Contact Person:** Mr. J Gopinath
**ADDENDUM TO THE LETTER OF OFFER DATED MONDAY, FEBRUARY 09, 2026, PURSUANT TO REVISION IN THE
ISSUE PROGRAMME**

Eligible Equity Shareholders and investors are requested to note the following modification in the Issue Programme, the Last Date for On-Market Renunciation of Rights Entitlements shall be Thursday, February 26, 2026. Accordingly, any reference to the “Last date for on-market renunciation of rights entitlements” appearing in the Letter of Offer, including but not limited to the Issue Programme table and under the section titled “Terms of the Issue”, shall stand modified to read as: “Thursday, February 26, 2026”.

Last date for credit of rights entitlements (on or about)	Monday, February 16, 2026	Date of finalization of basis of allotment (on or about)	Friday, March 06, 2026
Date of opening of the Issue	Monday, February 23, 2026	Date of allotment (on or about)	
Last date for on-market renunciation of rights entitlements	Thursday, February 26, 2026	Date of credit of rights equity shares (on or about)	Monday, March 09, 2026
Date of closing of the Issue	Thursday, March 05, 2026	Date of listing (on or about)	Tuesday, March 10, 2026

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Except as specifically revised by this Addendum, all other terms and conditions of the Letter of Offer remain unchanged. This Addendum forms an integral part of the Letter of Offer and should be read in conjunction with the Letter of Offer. Investors are advised to read this Addendum carefully before making any investment decision in the Issue.

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Issue Related Terms	
Term	Description
“On Market Renunciation”	The renouncement of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the National Stock Exchange of India Limited through a registered stock broker in accordance with the SEBI ICDR Master Circular, circulars issued by the stock exchange from time to time and other applicable laws, on or before Thursday, February 26, 2026
“Renunciation Period”	The period during which the Eligible Equity Shareholders can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on Thursday, February 26, 2026, in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date

SECTION VI – ISSUE INFORMATION

TERMS OF THE ISSUE

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA NDI Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA NDI Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the National Stock Exchange of India Limited (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation

and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a. *On Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Designated Stock Exchange through a registered stockbroker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI ICDR Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN: INE0OUW20013 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Designated Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1,480 Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Monday, February 23, 2026 to Thursday, February 26, 2026 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stockbrokers by quoting the ISIN INE0OUW20013 band indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of National Stock Exchange of India Limited under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

b. *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE0OUW20013, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to

their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	MONDAY, FEBRUARY 16, 2026
ISSUE OPENING DATE	MONDAY, FEBRUARY 23, 2026
LAST DATE FOR ON-MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#	THURSDAY, FEBRUARY 26, 2026
ISSUE CLOSING DATE*	THURSDAY, MARCH 05, 2026
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	FRIDAY, MARCH 06, 2026
DATE OF ALLOTMENT (ON OR ABOUT)	FRIDAY, MARCH 06, 2026
DATE OF CREDIT OF RIGHTS EQUITY SHARES (ON OR ABOUT)	MONDAY, MARCH 09, 2026
DATE OF LISTING (ON OR ABOUT)	TUESDAY, MARCH 10, 2026

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

* Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., Monday, March 02, 2026, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., Thursday, February 26, 2026. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar to the Issue i.e., www.integratedregistry.in. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar to the Issue (i.e. www.integratedregistry.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company.

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shravan Suthar
Chairman and Managing Director
DIN: 02985316

Date: Monday, February 16, 2026
Place: Mumbai

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Lalit Suthar
Whole-Time Director
DIN: 02985324

Date: Monday, February 16, 2026
Place: Mumbai

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Narayan Samantra
Non-Executive Independent Director
DIN: 09798498

Date: Monday, February 16, 2026
Place: Mumbai

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Bhavesh Jain
Non-Executive Independent Director
DIN: 10745884

Date: Monday, February 16, 2026
Place: Mumbai

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Palak Jain
Non-Executive Independent Director
DIN: 09182098

Date: Monday, February 16, 2026
Place: Mumbai

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Kalpana Nigam
Chief Financial Officer

Date: Monday, February 16, 2026
Place: Mumbai

DECLARATION

I hereby certify that no statement made in this contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Komal Birla
Company Secretary and Compliance Officer

Date: Monday, February 16, 2026
Place: Mumbai