



**MAGSON RETAIL AND DISTRIBUTION LIMITED**  
CIN: U74999GJ2018PLC105533

Registered Office	Contact Person	Email and Telephone	Website
204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015 Gujarat, India	Ms. Atula Patel, Company Secretary and Compliance Officer	Email ID: <a href="mailto:cs.magson@gmail.com">cs.magson@gmail.com</a> Tel No.: +91 9978607507	<a href="http://www.magson.in">www.magson.in</a>

**PROMOTERS OF THE COMPANY**

**MR. RAJESH EMMANUEL FRANCIS AND MR. MANISH SHIVNARAYAN PANCHOLI**

**DETAILS OF THE ISSUE**

Type	Fresh Issue Size ₹ In Lakhs	OFS Size ₹ In Lakhs	Total Issue Size ₹ In Lakhs	Eligibility
Fresh Issue	Upto 21,14,000 Equity Shares aggregating to ₹ [●]	NIL	₹ [●]	This issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

**THE ISSUE**

INITIAL PUBLIC OFFER OF UPTO 21,14,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF MAGSON RETAIL AND DISTRIBUTION LIMITED (THE "COMPANY" OR "MRDL" OR "THE ISSUER") FOR CASH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGRAGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH UPTO 1,06,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 20,08,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.93% AND 25.58%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

**DETAILS OF OFFER FOR SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION**

Name	Type	Number of Shares Offered / Amount in ₹	WACA in ₹ Per Equity Share
NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES			

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 85 of this 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 RISKS**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 21 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 makes this 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 offered through this Prospectus are proposed to be listed on the EMERGE Platform of NSE Limited ("NSE"). Our Company has received an In Principal Approval letter dated [●] from NSE Limited for using its name in this offer document for listing our shares on the EMERGE Platform of NSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the NSE Limited ("NSE").

**LEAD MANAGER TO THE ISSUE**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
<b>ISK Advisors Private Limited</b>	Mr. Ronak I. Kadri	Email: <a href="mailto:ncmpl@ncmpl.com">ncmpl@ncmpl.com</a> Tel No.: +91 - 22 - 26431002

**REGISTRAR TO THE ISSUE**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
<b>Bigshare Services Pvt. Ltd.</b>	Mr. Babu Rapheal	Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Tel No.: +91 - 22 - 62638200 Fax: +91 22 62638299

**ISSUE OPENS ON**

[●]

**ISSUE CLOSES ON**

[●]

**MAGSON RETAIL AND DISTRIBUTION LIMITED**

CIN:U74999GJ2018PLC105533

Our company was incorporated as Magson Retail And Distribution Pvt. Ltd. on 10/12/2018 at Ahmedabad as a private limited company under the Companies Act, 2013 with the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, the name of the company was changed to "Magson Retail And Distribution Ltd." pursuant to a special resolution passed by the shareholders of the company at the Extra Ordinary General Meeting held on 30/09/2022. A fresh certificate of incorporation consequent upon change of name was issued on 20<sup>th</sup> December, 2022 by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identity Number of our Company is U74999GJ2018PLC105533. For further details, pertaining to the change of name of our Company upon conversion, please refer the chapter "History and Certain Corporate Matters" on page no. 115 of this Prospectus.

**Registered Office:** 204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015, Gujarat, India.

Tel No.: +91 9978607507; Email: [cs.magson@gmail.com](mailto:cs.magson@gmail.com); Website: [www.magson.in](http://www.magson.in)

**Contact Person:** Ms. Atula Patel, Company Secretary and Compliance Officer.

**Our Promoters:** Mr. Rajesh Emmanuel Francis and Mr. Manish Shivnarayan Pancholi

**THE ISSUE**

**INITIAL PUBLIC OFFER OF UPTO 21,14,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF MAGSON RETAIL AND DISTRIBUTION LIMITED (THE "COMPANY" OR "MRDL" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGRAGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH UPTO 1,06,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 20,08,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.93% AND 25.58%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS [●] TIME OF THE FACE VALUE**

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled "*Issue Related Information*" beginning on page no. 204 of this Prospectus.

All potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "*Issue Procedure*" on page no. 214 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10 each and the Issue Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "*Basis for Issue Price*" beginning on page no. 85 of this 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 RISKS**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" beginning on page no. 21 of this Prospectus.

**COMPANY'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 makes this 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 offered through this Prospectus are proposed to be listed on the EMERGE Platform of NSE Limited ("NSE"). Our Company has received an In Principal Approval letter dated [●] from NSE Limited for using its name in this offer document for listing our shares on the EMERGE Platform of NSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the NSE Limited ("NSE").

**LEAD MANAGER TO THE ISSUE****REGISTRAR TO THE ISSUE**

**Bigshare Services Pvt. Ltd.**

**ISK ADVISORS PRIVATE LIMITED**

501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050

Tel No.: +91 – 22 – 26431002

Email: [ncmpl@ncmpl.com](mailto:ncmpl@ncmpl.com)

Website: [www.iskadvisors.com](http://www.iskadvisors.com)

Investor Grievance Email: [enquiry@ncmpl.com](mailto:enquiry@ncmpl.com)

Contact Person: Mr. Ronak I. Kadri

SEBI Registration No. INM000012625

**BIGSHARE SERVICES PVT. LTD.**

1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059

Tel No.: +91 – 22 – 62638200 Fax: +91 22 62638299

Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com); Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Investor Grievance Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Contact Person: Mr. Babu Rapheal

SEBI Registration No.: INR000001385

**ISSUE OPENS ON****ISSUE CLOSES ON**

[●]

[●]

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### General Terms

<b>Term</b>	<b>Description</b>
Magson Retail And Distribution Ltd./ MRDL/ The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Magson Retail And Distribution Ltd., a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office at B/204, Primate, Nr. Gormoh Restaurant Opp. Mother Dairy, Judges Bungalow Cross Road, Ahmedabad 380015 Gujarat, India.
Promoter(s) / Core Promoter	Mr. Rajesh Emmanuel Francis and Mr. Manish Shivnarayan Pancholi
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page no. 131 of this Prospectus

#### Company related Terms

<b>Term</b>	<b>Description</b>
AoA/ Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Magson Retail And Distribution Ltd.
Auditor of the Company	Ambalal Patel & Co., Chartered Accountants
Audit Committee	The committee of the Board of Directors constituted on March 13, 2023 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013
Board of Directors / Board	The Board of Directors of Magson Retail And Distribution Ltd., including all duly constituted Committees thereof.
Chief Financial Officer	Chief Financial officer of our Company is Mr. Nirav J. Choudhry
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ms. Atula Patel
Director(s)	Director(s) of Magson Retail And Distribution Ltd., unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Group Company	Companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “Our Group Company” beginning on page no. 137 of this Prospectus
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
ISIN	INE0O1S01012
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations as disclosed in the chapter titled “Our Management” on page no. 117 of this Prospectus

Term	Description
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Magson Retail And Distribution Ltd.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on March 13, 2023 as our Company's Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013
Registered Office	The Registered Office of our company which is at 204-B, Primate Complex, Opp. Mother Milk Palace,Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015, Gujarat, India.
Registrar of Companies / RoC	Registrar of Companies, Ahmedabad
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted on March 13, 2023 as our Company's Stakeholders' Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the EMERGE Platform of National Stock Exchange of India Limited i.e. EMERGE Platform of NSE Limited.

#### Issue Related Term

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allotment	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotees	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Prospectus
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled "General Information" on page no.52 of this Draft Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [•]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled "Issue Procedure" beginning on page no. 214 of this Prospectus.

<b>Term</b>	<b>Description</b>
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Issue Account.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Market Maker	Sunflower Broking Pvt. Ltd will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Designated Stock Exchange	Unless the context requires otherwise, refers to, the EMERGE Platform of NSE Limited.
Draft Prospectus	This Draft Prospectus dated [●] issued in accordance with the SEBI ICDR Regulations

<b>Term</b>	<b>Description</b>
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitutes an invitation to purchase the equity shares.
Escrow Agreement	Agreement dated [●] entered into amongst the Company, Lead Managers, the Registrar and the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled " <i>Objects of the Issue</i> " beginning on page no. 78 of thisProspectus
Issue/ Issue Size / Public Issue/ IPO	This Initial Public Issue of upto 21,14,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per equity share aggregating to ₹ [●]lakhs by our Company.
Issue Closing date	The date on which the Issue closes for subscription being [●]
Issue Opening date	The date on which the Issue opens for subscription being [●]
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Lead Managers under this Prospectus being ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share.
LM's / Lead Managers	Lead Managers to the Issue, is ISK Advisors Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and NSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker Reservation Portion	The Reserved portion of upto 1,06,000 Equity shares of ₹10 each at an Issue Price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) aggregating to ₹ [●]lakhs for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Managers and our Company dated [●]
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Net Issue of upto 20,08,000 Equity Shares of ₹ 10 each at ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share aggregating to ₹ [●] Lakhs by our Company.
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus dated [●], to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.

<b>Term</b>	<b>Description</b>
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registrar Agreement	The agreement dated [●] among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/ Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
Revision Form	<p>Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s)</p> <p>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.</p>
Self-Certified Syndicate Bank(s) / SCSBs	<p>The banks registered with SEBI, offering services,</p> <ul style="list-style-type: none"> <li>i. in relation to ASBA where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and</li> <li>ii. in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time</li> </ul>
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	ISK Advisors Private Limited & Sunflower Broking Pvt.Ltd
Underwriting Agreement	The Agreement among the Underwriters and our Company dated _____, 2023
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI ID Linked bank account	Account of the RIIs, Applying in the Issue using the UPI mechanism, which will be blocked upon acceptance of UPI Mandate request by RIIs to the extent of the appropriate Application Amount and subsequent debit of funds in case of Allotment
UPI Mandate Request	Mandate request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment

Term	Description
UPI Mechanism	Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

#### Technical / Industry related Terms

Term	Description
CAGR	Compound Annual Growth Rate
CSO	Central Statistics Office
CV	Commercial Vechile
EBITDA	Earnings Before interest Tax, Depreciation and Amortization
EU	European Union
F.Y	Financial Year
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
FODP	Fiber Optic Distribution Panel
GDP	Gross Domestic Products
GST	Goods and Services Tax
IMF	International Monetry Fund
IPO	Initial Public offer
KG	Kilo Gram
KM	Kilo Metres
KMP	Key Managerial Personnel
LED	Light Emitting Diode
MoEF	Ministry of Environment, Forest and Climate Change
MW	Mega Watts
No	Number
NPB	National Policy on Biofuels
NSGM	National Smart Grid Mission
OECD	Organisation for Economic Co-operation and Development
OEM	Original Equipment Manufacturer
OFC	Optical Fiber Cable
RBI	Reserve Bank of India
REC	Renewable Energy Certificate
ROC	Registrar of Companies
RPO	Renewable Purchase Obligation
TWh	Terawatt-hour
UN	United Nations
USD	United States Dollar
UT	Union Territories

#### Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting

Term	Description
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant's beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CY	Calendar Year
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017

<b>Term</b>	<b>Description</b>
FII	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPI	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
Fugitive economic offender	“fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HNI	High Networth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KM / Km / km	Kilo Meter
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NRE Account	Non Resident External Account
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs

Term	Description
	directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / M	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UPI	Unified Payments Interface
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America

Term	Description
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

## CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references to "India" contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in "lakhs" units. One lakhs represents 1,00,000.

### Financial Data

Unless stated otherwise, the financial data in this Prospectus are derived from our Audited Financial Statements as on 31<sup>st</sup> October, 2022 and for the Fiscal Years ended March 31, 2022, 2021 and 2020 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and Guidance Note on "Reports in Company Prospectus (Revised 2019)" issued by ICAI, as stated in the report of our Statutory Auditor, as set out in the chapter titled "Financial Statements as Restated" beginning on page no. 140 this Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any discrepancy in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled "*Risk Factors*", chapters titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page nos. 21, 98 and 170 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

### Currency, Units of Presentation and Exchange Rates

All references to "Rupees", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US\$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America.

This Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

### Definitions

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page no. 250 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

### **Industry and Market Data**

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "may", "will", "will continue", "will pursue", "contemplate", "future", "goal", "propose", "will likely result", "will seek to" or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The COVID-19 pandemic or any future pandemic or widespread public health emergency could adversely affect our business, results of operations, financial condition and cash flows;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in food retail and distribution and entry of online competitors;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other Countries;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Failure to successfully upgrade our products and service portfolio, from time to time;
- Inability to adequately protect our trademarks and
- Changes in consumer demand

For further discussions of factors that could cause our actual results to differ, please see the section titled "*Risk Factors*", chapters titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page nos. 21, 98 and 170 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Prospectus. Our Company, our Directors, the Lead Managers, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company and the Lead Managers will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

## SECTION II

### OFFER DOCUMENT SUMMARY

#### A. Summary of Business

The Company is in the retail business of selling frozen food, gourmat food products and imported food products. The Company operates the retail stores through and own stores, jointly owned stores and franchise model under it's brand name "**MagSon**". The company has distribution business verticle of food products to various other vendors. Further the Company also runs a separate choclate store which is operated under brand name "**My Choclate World**".

#### Summary of Industry

Retailers play a very important part in the distribution of products in the market as they serve as a link between manufacturers of goods/products and their consumers. Retail industry of India contributes over 10% of the GDP and is projected to grow at 9% p.a. upto the year 2030. With the diversified use of internet in the business field and the Indian e-retail industry having the third highest number of e-retailers, the industry is expected to grow at 25-30% p.a.

#### B. Our Promoters:

Our Company is promoted by Mr. Rajesh Emmanuel Francis and Mr. Manish Shivnarayan Pancholi.

C. Public Issue of upto 21,14,000 Equity Shares of ₹ 10 each ("Equity Shares") of Magson Retail And Distribution Ltd. ("MRDL" or the "Company") for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share (the "Issue Price"), aggregating to ₹ [●] lakhs ("the Issue"), of which upto 1,06,000 equity shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share will be reserved for subscription by Market Makers to the Issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e. Issue of upto 20,08,000 equity shares of ₹ 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.92% and 25.57%, respectively of the Post Issue paid up equity share capital of the Company.

#### D. Object of the Issue

The fund requirements for each of the Object of the Issue are stated as below:

(₹ in lakhs)

Sr. No.	Particulars	Amount	% of Net Proceeds
1	Starting new stores, storage facilities & backward integration of business by food processing & packing under own brand "MagSon".	394	[●]
2	Additional Working Capital Requirement	800	[●]
3	General Corporate Purpose & Issue expense	[●]	[●]
<b>Net Proceeds – Total</b>		<b>[●]</b>	<b>[●]</b>

**E. Pre-Issue Shareholding of our Promoter and Promoter Group as a percentage of the paid-up share capital of the Company**

Set forth is the Pre Issue shareholding of our Promoter and Promoter Group as a percentage of the paid-up share capital of the Company

Category of Promoter	Pre Issue	
	No. of Shares	As a % of Pre-Issued Equity
<b>1. Promoter</b>		
Mr. Rajesh Emmanuel Francis	8,37,100	14.59%
Mr. Manish Shivnarayan Pancholi	8,37,100	14.59%
<b>Sub-Total (A)</b>	<b>16,74,200</b>	<b>29.19%</b>
<b>2. Promoter Group</b>		
Nidhiben M Pancholi	2,47,500	4.31%
Anil Natvarlal Pethani	42,900	0.75%
Ashwin R Thummar	42,900	0.75%
Chintankumar Dashrathbhai Patel	1,78,750	3.12%
Janushi Nirav Choudhry	55,000	0.96%
Jennifer Rajesh Francis (Woman Director)	4,95,000	8.63%
Jitendra Keshavlal Choudhry	55,000	0.96%
Joitaram Shantilal Patel	1,78,750	3.12%
Maheshbhai Naranbhai Patel	5,42,850	9.46%
Maheshkumar Lodha	3,32,750	5.80%
Mann M Pancholi	2,47,500	4.31%
Mitulkumar Dashrathbhai Patel	1,78,750	3.12%
Nirav Jitendra Choudhry	2,19,450	3.83%
Paresh Kalidas Shah	1,06,150	1.85%
Patel Jay	69,850	1.22%
Patel Ranjan Nitinbhai	36,850	0.64%
Rajendra Pratap Maganlal	95,700	1.67%
Rakeshbhai R Thummar	42,900	0.75%
Rekha Tarun Koria	45,100	0.79%
Saumil Paresh Shah	55,000	0.96%
Seema Jitendra Chaudhry	2,19,450	3.83%
Tarun Mahendrabhai Koria	1,29,800	2.26%
Yogeshkumar N Pethani	42,900	0.75%
Shah Shraddha Tejas	82,500	1.44%
Yash Ketan Vimawala Huf	82,500	1.44%
<b>Sub-Total (B)</b>	<b>38,25,800</b>	<b>66.70%</b>
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>55,00,000</b>	<b>95.89%</b>

\* The Company has issued 2,36,000 Equity Shares having face value of Rs. 10 each to Mr. Himanshu Patel on March 03, 2023 at issue price of Rs. 65. Mr. Himanshu Patel is categorized as non-promoter & non-public.

#### F. Summary of Restated Financial Statement

(₹ in lakhs)

Particulars	As of October 31, 2022	For the year ended March 31		
		2022	2021	2020
Share Capital	550.00	01.00	01.00	01.00
Reserves & Surplus	149.58	573.06	349.80	168.04
<b>Net-Worth</b>	<b>699.58</b>	<b>574.06</b>	<b>350.80</b>	<b>169.04</b>
Total Revenue	3635.30	5554.38	5356.12	3240.32
Profit After Tax	125.43	223.36	181.75	166.31
<b>Earnings Per Share</b>				
Basic & Diluted (Post Bonus)	2.28	<b>4.06</b>	<b>3.30</b>	<b>3.02</b>
Net Asset Value Per Share (₹ in lakhs) – Based on actual no. of equity shares at the end of the year.	12.71	574.06	350.80	169.04
Total Borrowings	546.62	344.72	386.60	354.00

\*For the period of seven months and not annualised.

#### G. Qualifications by Auditor

There are no audit qualifications which have not been given effect in the restated financial statements.

#### H. Summary of Outstanding Litigation are as follows

##### a. Cases against Company

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Litigation against our Company</b>	NIL	NIL
(a)	Direct Tax Liabilities	NIL	NIL
(b)	Indirect Tax Liability (Central Excise)	NIL	NIL
2.	<b>Civil Case for Recovery of Dues</b>	NIL	NIL
3.	<b>Criminal Case for Cheque Return</b>	NIL	NIL

##### b. Cases by Company

Sr. No.	Nature of Case	No. of Outstanding cases	Details and Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Litigation filed by our Company</b>	NIL	NIL
(a)	Direct Tax Liabilities	NIL	NIL
(b)	Indirect Tax Liability (Central Excise)	NIL	NIL
2.	<b>Civil Case for Recovery of Dues</b>	3	(1) CASE NO TMSUIT/2/2021&gt; JASRAJ RETAILS LLP ( DIST

			COURT MIRZAPUR,AHM (2) COMM CMA /2/2021 &gt; AKSHAY BHAGAT&gt;DIST COUR MIRZAPUR-AHM (3) PETN.UNDERARBITRATION ACT NO 115 OF 2021&gt;HIGH COUTR OF GUJARAT &gt; AKSHAY BHAGAT AND OTHERS
3.	<b>Criminal Case for Cheque Return</b>	NIL	NIL

**c. Cases by our Director**

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Civil / Criminal Case for</b>	NIL	NIL
2.		NIL	NIL

**d. Cases by our Promoter**

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1	<b>Civil Case for</b>	NIL	NIL
2.	<b>Criminal Case for</b>	NIL	NIL

For further details in relation to legal proceedings involving our Company, Subsidiaries, Promoters and Directors, refer chapter titled “Outstanding Litigation and Other Material Developments” page no.183 of this Prospectus.

- I.** Investors should read chapter titled “*Risk Factors*” beginning on page no. 21 of this Prospectus to get a more informed view before making any investment decisions.

**J. Summary of contingent liabilities**

Summary table of our contingent liabilities as indicated in our Restated Financial Statements and also certified by our statutory auditors is as follows:

(₹.in lakhs)

Particulars	As of October 31, 2022	As at March 31,		
		2022	2021	2020
NIL	NIL	NIL	NIL	NIL

For further information, please refer of *Financial Information* on page no.140 of this Prospectus.

**K. Summary of related party transactions**

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

Particulars	As of October 31, 2022	For the year ended March 31,		
		2022	2021	2020
<b>1) Unsecured Loan</b>				
Opening	1,66,99,944	2,74,90,729	3,25,33,766	40,34,799
Loan Taken in Current F.Y.	50,67,050			2,84,98,967
Repayment of loan in Current F.Y.		1,07,90,785	50,43,037	
Closing balance	2,17,66,994	1,66,99,944	2,74,90,729	3,25,33,766
<b>2) Salary</b>				
<b>Relative of KMP</b>	27,12,328	39,66,626	15,20,000	20,46,224
KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	30,30,000	45,60,000	41,80,000	46,70,000
<b>3) Rent</b>				
<b>Relative of KMP</b>		2,00,000	2,40,000	3,99,984
KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	3,05,000	3,60,000		
<b>4) Dividend</b>	0	0	0	0
<b>5) Issue of Bonus Shares</b>		0	0	0
<b>No. of Shares</b>	54,90,000			
<b>Amount(₹)</b>	5,49,00,000			

For further information, please refer of *Financial Information* on page no.140 of this Prospectus

**L.** There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Prospectus.

**M.** The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

Sr. No.	Promoter	No. of Equity Shares Acquired in the last one year	Average cost (₹)
1	Mr. Rajesh Emmanuel Francis	835578	Negligible
2	Mr. Manish Shivnarayan Pancholi	835578	Negligible

**Note:** For further details refer chapter titled “*Capital Structure*” beginning on page no. 62 of this Prospectus.

**N.** The average cost of acquisition of Equity Shares by our Promoters is:

Promoter	Average cost (₹)
Mr. Rajesh Emmanuel Francis	Negligible

Mr. Manish Shivnarayan Pancholi	Negligible
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**O.** Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

**P.** Equity Shares for consideration other than cash in last one year:

Except as mentioned below, our Company has not issued any Equity Shares in the year preceding the date of this Draft Prospectus, which may be at a price lower than the Offer price.

Date Of Allotment	No. Of Equity Shares Allotted	Face Value (₹)	Issue Price(₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
September 30, 2022	54,90,000	10	N.A	Bonus Issue	27	Expansion of capital
March 03, 2023	2,36,000	10	65	Prefrential Issue	1	Broadening the Capital base and meeting working capital requirements

**Note:** For further details refer chapter titled “*Capital Structure*” beginning on page no. 62 of this Prospectus

**Q.** Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus.

## SECTION III RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page nos. 98 and 170 of this Prospectus respectively as well as other financial and statistical information contained in this Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

*This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.*

### **Materiality**

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material individually but may be found material collectively.
4. Some events may not be material at present but may be having material impact in future.

### **INTERNAL RISK FACTORS**

1. *Our Company is party to certain legal proceedings under Civil Laws and other Act/s. Any adverse decision in such proceedings may have effect on our business, results of operations and financial condition.*

Our Company/ promoters are party to certain legal proceedings under Civil Laws and other Act/s. These legal proceedings are pending at different levels of under the law. Mentioned below are the details of the proceedings involving our company and directors as on the date of this prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on 13<sup>th</sup> March 2023.

**a. Cases against Company**

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Litigation against our Company</b>		
(a)	Direct Tax Liabilities	NA	
(b)	Indirect Tax Liability (Central Excise)	NA	
2.	<b>Civil Case for Recovery of Dues</b>	NA	
3.	<b>Criminal Case for Cheque Return</b>	NA	

**b. Cases by Company**

Sr. No.	Nature of Case	No. of Outstanding cases	Details and Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Litigation against our Company</b>		
(a)	Direct Tax Liabilities	NA	
(b)	Indirect Tax Liability (Central Excise)	NA	
2.	<b>Civil Case for Recovery of Dues</b>	3	1. Case No Tmsuit/2/2021> Jasraj Retails LLP ( Dist Court Mirzapur,Ahmedabad 2. Comm Cma /2/2021 > Akshay Bhagat>Dist Court Mirzapur-Ahmedabad 3. Petn.Underarbitration Act No 115 Of 2021>High Court Of Gujarat > Akshay Bhagat And Others
3.	<b>Criminal Case for Cheque Return</b>	NA	

**c. Cases by our Director**

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Criminal Case for Cheque Return</b>	NA	

**d. Cases by our Promoter**

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1	Civil Case for Recovery of Dues	NA	
2.	Criminal Case for Cheque Return	NA	

There can be no assurance that these litigations will be decided in favour of our Company, its Promoters and its Directors and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases filed by and against our Company, Promoters and Directors please refer to the chapter titled "*Outstanding Litigations and Material Developments*" beginning on page no. 183 of this Prospectus.

2. *Some of the statutory approvals and property (ies) taken on lease by our Company are required to be transferred in the name of "Magson Retail and Distribution Ltd." from "Magson Retail and Distribution Pvt. Ltd.", pursuant to conversion from private limited to public limited company. Any failure to obtain and renew them or failure to transfer them in name of "Magson Retail and Distribution Ltd." in a timely manner may affect our business operations*

Our Company is in the process of updating some of its certificates/ licenses with respect to the details of our offices or updating of its name from "Magson Retail and Distribution Private Limited" to "Magson Retail and Distribution Limited" after the conversion. For more information on the licenses obtained by our Company and the licenses applied for by our Company, please refer chapter titled "Government and other Key Approvals" beginning on page no.188 of this Prospectus and the property owned by our company are mentioned in chapter titled "Our Business" beginning on page no.98 of the Prospectus.

3. *We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licenses in timely manner or comply with such rules and regulations or at all may adversely affect our operations.*

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has received. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. We cannot guarantee that we have taken or applied for all the approvals required and if we have not taken any particular approval at all, the same may lead to penalties, both monetary and operational. Details of the approvals obtained by us or are under process of application or which are pending before the appropriate authorities are more particularly mentioned in the chapter titled "*Government and Other Key Approvals*" beginning on page no. 1878 of this Prospectus.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove

compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "Key Industry Regulations and Policies" and "Government and Other Key Approvals" at page nos. 111 and 1878 respectively of this Prospectus.

**4. Our company has availed financing facility from HDFC bank aggregating to 1 Crore and has provided moveable and personal guarantee of promoters.**

The Company has been paying the instalments to our dues on timely basis since it is availed, but in future the Company may face cashflow related concerns due to which company may fail to pay the said interest and dues.

**5. The company is planning to increase 10 stores under franchise model.**

Presently the company is having 26 stores. Out of these 16 stores are operated by the company and balance 7 stores are under franchise agreement and 3 stores are running under 2 Joint Ventures. Now the company propose to start more stores under franchise agreement. Financial performance will depend on efficient management of stores by franchisee. If it is not managed efficiently, will adversely affect the brand image and financial performance of the company.

**6. Our third-party suppliers, on whom we rely for various / several products for the store, may fail to deliver raw material of sufficient quality or in a timely manner, which could adversely affect our reputation, net sales and profitability.**

We seek to source our raw materials from reputed suppliers and typically seek quotations from multiple suppliers and presently we are procuring our major part of raw material from very few suppliers. We typically do not enter into long-term agreements with our suppliers. We may be required to track the supply demand dynamics and regularly negotiate prices with our suppliers in case of significant fluctuations in raw material prices or foreign currency fluctuations.

**7. Our business derives a major portion of its revenue from retail customers and franchisees. The loss of customers or a significant reduction and sales of, or demand for our products from franchisees, may adversely affect our business, financial condition.**

A majority of our income from operations is from sales to retail customers & franchisees. We cannot assure that we can maintain the historical levels of sales to customers & franchisees or that we will be able to find new customers or franchisees in case we lose any of them. Further, major events affecting our customers includes franchisees, such as adverse market conditions, regulatory changes, adverse cash flows, change of management, mergers and acquisitions by customers could adversely affect our business. If any of our customers / franchisees default in payment, we may lose some or all of our business from some customer and our receivables from that customer may have to be written off, thus impacting our cash flows and financial condition.

**8. Our revenues and profits are difficult to predict and can vary significantly from period to period, which may impact our ability to pay dividend as well as cause the price of our Equity Shares to fluctuate.**

Compared to a normal manufacturing / services / trading company, our business is not of continuous standardized revenue generating business. Our revenue is dependent on factors such, online supply, orders in hand, completion, changes in government policies and general market conditions. The combination of these factors may result in significant variations in revenues and profits and as a result period-to-period results may not be comparable and should not be relied upon as indicative of future performance. In past, our company had faced fluctuation in net profit e.g. in fiscal 2020, our Net profit of 166.31 lakhs and in fiscal 2021 it was increased to 181.75 lakhs and in fiscal 2022, it increased to 223.36 lakhs and as of October, 2022 (Seven months audited) it is 125.43 lakhs already. Any significant shortfall in revenue from the production may have a material adverse effect on its business, operating results and financial condition.

Hence our result of operation may not be seamless / similar for different quarters or different operating periods. Our inability to complete orders in time or monitor our inventory assets could affect our results of operations and financial conditions.

**9. *The holding of Inventory is higher as compared to Total Sales.***

The company is holding comparatively large stock of Raw Material as on October 31, 2022 as compared to Total Sales. The management has adopted this policy to keep display of stock uninterrupted for ready delivery as a retailer & take advantage of bulk buying discount.

**10. *Our lenders have charge over our movable and immovable assets in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable's and immoveable assets in respect of credit facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 100 Lakhs as on October 31, 2022. In the event we default in repayment of the credit facilities availed by us and any interest thereof, hypothecation and the mortgage charge on our movable's assets may be invoked by the lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer chapter titled "*Financial Indebtedness*" beginning page 180 of the Prospectus.

**11. *Changes in marketing and sales like online and e marketing may affect our business.***

We face competition across our business activities from various peers. We face competition from other organized retail supermarket chains including D-Mart, Big Bazaar, Reliance Retail, Star Bazaar on one hand, and unorganized retail kirana and gourment shops on the other. Further, we face competition from e-tailing companies such as Big Basket, Amazon pantry, Blinkit, Jio Mart and Swiggy Instamart because of their online sales and schemes. We cannot assure you that we can continue to compete effectively with our competitors. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

**12. *The industry in which we operate we need good number of skilled and unskilled staff to operate our store and business.***

The industry in which we operate requires staff for carrying out its activity. Although we have not experienced any short fall of staff but we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any short fall of staff directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to

disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

**13. *Our efforts to protect our intellectual property and to avoid infringing on the intellectual property rights of others may not be successful, which could affect the reputation of our brands and business operations.***

Our Company has registered trademarks i.e.  under class 35 of the Trademarks Act, 1999 in respect of Business Management, Business Administration Retail Services For Fresh, Frozen And Packaged Food. For further details, see Government and Other approvals on page 188. We believe that our trademarks are key drivers to sustain our branding. The infringement or the inability to protect our intellectual property rights could materially and adversely affect our business, financial condition, results of operations and prospects.

We believe that our intellectual property rights, gives us a competitive advantage that protects the goodwill, promote our brand name recognition, enhance our competitiveness and otherwise support our business goals and objectives. The precautions we take to protect our intellectual property rights, may be inadequate and unauthorized use or other misappropriation of our trademarks may cause a decline in our revenues and force us to incur costs related to enforcing our rights or protecting and promoting our brands. While we have taken and will continue to take protective actions with respect to our intellectual property, these actions may not be sufficient to prevent, and we may not be aware of all incidents of, unauthorized usage or imitation by others. Moreover, other parties may challenge the validity, scope and protection of our intellectual property. Any such unauthorized usage or imitation of our intellectual property, including the costs related to enforcing our rights, any legal action or time could adversely affect our business and results of operations.

**14. *Trade Receivables and Inventories form a substantial part of our current assets and net worth. Failure to manage our trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

Our business is working capital intensive and hence, Trade Receivables forms substantial part of our current assets and net worth. Our, Trade Receivables as on October 31, 2022, March 31, 2022, March 31, 2021 and March 31, 2020 were ₹ 257.34, ₹ 136.58, ₹ 108.91 and ₹ 79.17 respectively. The Inventory as on October 31, 2022, March 31, 2022, March 31, 2021 and March 31, 2020 were ₹ 959.60 lakhs, ₹ 611.55 lakhs, ₹ 641.01 lakhs and ₹ 385.68. The results of operations of our business are dependent on our ability to effectively manage our inventory (raw material and finished goods) and trade receivables.

We generally procure raw materials on the basis of management estimates based on past requirements and future estimates. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the finished inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

**15. Our business will suffer if we fail to keep pace with rapid changes in technology, product, demand & competition on which we focus.**

Our industry is subject to change in product design, customer's requirement and technology for efficient production of quality products. Further competition from unorganised sector and domestic manufacturers also affect the demand of our products.

We may not be successful in anticipating or responding to our customers' requirements on a timely and cost-efficient basis. We may also be unsuccessful in stimulating customer demand for new and upgraded products. Additionally, during the regular course of operating our business, we may adjust our future plans as a result of our research, experience and market demand. We cannot guarantee that any change in Market situation will become successful or be more successful than our current and proposed technology.

**16. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.**

We may have to confront pressures in respect of pricing; product quality etc. from the clients and such pressures may put strain on our profit margins which may consequently affect the financial position of our Company. Competition emerges not only from the organized sector but also from the unorganized sector and from both small and big players. Our Competitiveness also depends on the existing & new supply of products and our inability to compete with this intense competition; will have material adverse impact on our Company's financial position.

**17. We have not made any alternate arrangements for meeting shortfall in our fund requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.**

As on date, we have not made any alternate arrangements for meeting capital cost for expansion which is to be part funded by proposed IPO and our working capital requirements for the Objects of the Issue. We meet our fund capital requirements through bank borrowing, our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer "Objects of the Issue" on page no.78 of this Prospectus.

**18. We are dependent on third party transportation providers for the delivery of our raw material and Finished products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for them, as well the extent and reliability of Indian infrastructure may have an adverse effect on our business, financial condition, results of operations and prospects.**

We use third party transportation providers for the delivery of our raw material and Finished products. Transportation strikes could have an adverse effect on our receipt of raw materials and our ability to deliver our products to our customers. In addition, transportation costs in India have been steadily increasing over the past several years. Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects.

In addition, India's physical infrastructure is less developed than that of many developed nations, and problems with its road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity, including our supply of raw materials and the delivery of our products to customers by third-party transportation providers. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have a material adverse effect on our results of operations and financial condition.

**19. *Improper handling of our products, or spoilage and damage to our products, could damage our reputation and may have an adverse effect on our business, results of operations and financial condition.***

Our products are subject to risks during their transport or storage. Any shortcoming in the transport or storage of our products due to negligence, human error or otherwise, may damage our products and result in noncompliance with applicable quality standards. Any claim that our products do not match requisite quality standards could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. We sell our products, directly to customers and if the products sold by those customers are found to be faulty on account of our products, our customers may return our goods, terminate their relationships with us and initiate legal proceedings against us. We cannot assure you that we will not be subject to such product liability claims in the future. Should any of our products be perceived or found to be faulty, we may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected. We may also be exposed to liability from consumers for defects in the quality of our products.

**20. *We may face several risks associated with the setting up of our proposed new store under expansion plan, which could hamper our growth, cash flows and business and financial condition.***

We intend to utilize a portion of the Net Proceeds of the Issue for opening new magson stores. For additional details in respect of the foregoing, see "Objects of the Issue" on page 78 of this Prospectus. We may need to allocate a significant part of our cash flows from our business operations for capital expenditures for opening of new stores. In establishing, we may encounter cost overruns or delays for various reasons, including, but not limited to, delays in delivery of raw materials, statutory and other regulatory approvals including FSSAI, permits, delays in, setting up the store by agreement If our new stores that we propose to set up is not completed in a timely manner, or at all, our business, prospects and results of operations may be adversely affected. We cannot assure that we will be able to set up the aforesaid stores in accordance with the proposed schedule of implementation. Any delay in setting up such proposed stores in a timely manner, or at all, could have an adverse impact on our growth, prospects and results of operations.

**21. *Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us.***

Our success also depends upon the continued services of our promoters and our ability to attract, train and retain them. Our promoters Mr. Rajesh Emmanuel Francis, and Mr. Manish Shivnarayan Pancholi are actively involved in the business development and have been in this business and industry for more than four years now. Our Promoters share various functional responsibilities amongst themselves for effective management and are well supported by qualified and experienced staff at different levels with appropriate functional responsibilities.

Our Promoters, along with the managerial personnel, have over the years built relations with customers, government agencies and other persons who are connected with us. The loss of their services could

impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

**22. Following is the list of Owned Stores, Joint ventures and Franchisee:**

**Own Stores**

Sr.No.		Address
<b>AHMEDABAD</b>		
1	VASTRAPUR	5, Amar Complex, Opp Chanakya Tower, Sandesh Press Road, Vastrapur, A'bad.
2	PRAHLAD NAGAR	37-38, Riviera Arcade, Opp. Starbucks, Prahlad Nagar,A'bad.
3	SINDHU BHAVAN	Shop No. 6, K 158 Complex, Next to ICICI Bank, Nr.Sindhu Bhavan Road, Bodakdev,A'bad.
4	SAL HOSPITAL ROAD	3,4 & 5, Shailly Complex, Opp. Surdhara Bungalows Society, SAL Hospital Rd, Thaltej,A'bad.
5	NEW C.G ROAD	18, Trishla Complex, Nr Poddar School, Opp Sakar School,New CG Road,Chandkheda, A'bad.
<b>BARODA</b>		
6	ALKAPURI	Panorama Complex, Opp. Welcome Hotel, Alkapuri, Vadodara.
7	GOTRI MAIN ROAD	Shop No. 1, GF, Madhu's Icon, Nr. Yes Complex, Gotri Main Road, Gotri, Vadodara
8	VASNA BHAYLI ROAD	10-11, Nilkanth Gold, Nr. Nilambar Bungalow-1, Vasna-Bhayli Road, Vadodara.
<b>SURAT</b>		
9	ADAJAN	G-11,12 Millenium Arcade, Below You Broadband, Gujarat Gas Circle, Adajan, Surat.
10	PARLE POINT	U-6/7, Malhar Complex, Opp. Sargam Shopping Centre, Nr. SVNIT, Parle Point, Surat.
11	VESU	G-37, Exult Shoppers, Near Siddhi Vinayak Temple, Vesu, Surat.
<b>RAJKOT</b>		
12	UNIVERSITY ROAD	Ground Floor, Fortune Square, Kotecha Chowk, University Road, Below Bank of India, Rajkot.
<b>JAMNAGAR</b>		
13	DIGJAM CIRCLE	5, Vinayak Complex, Nr Fortune Hotel, Digjam Circle, Jamnagar.
<b>GANDHIDHAM</b>		
14	MAIN MARKET Rd E	116 Dbz, Chandan Complex, Nr.Khanna Market, Gandhidham.

UDAIPUR		
15	SAHELI MARG	20 – B/2, Saheli Marg, Broadway Hotel Building, UIT Puliya, Udaipur, Rajasthan.
16	MY CHOCOLATE WORLD	5,Aaron Spectra, Behind Rajpath Club Rajpath Rangoli Road, Bodakdev.

### Joint ventures

Sr.No.		Address
1	FOOD BOOK ASSOCIATE LLP, NAVRANGPURA	1,2, Vijay Plaza, Opp. Brand Factory, Vijay Char Rasta, Navrangpura, A'bad.
2	FOOD BOOK ASSOCIATE LLP, HEBATPUR	G-4, Earth Essence, Nr. Hebatpur Cross Roads, Zydus Hospital Road, Thaltej, A'bad.
3	FARMAGS ASSOCIATE LLP, SOUTH BOPAL	Shop No. 1, Binori Gracia, Opp. Axis Bank, Near SOBO Centre, South Bopal, A'bad.

### Franchise

Sr.No.		Address
1	SAVVY SWARAAJ	GF 5 & 6, High Street Retail Annexe,Opp. Sports Complex,Jagatpur,A'bad.
2	ADANI SHANTIGRAM	Shop No. 112,113, Shoppers Plaza, Adani Shantigram, Nr. Vaishnodevi Circle, A'bad.
3	INDIRA BRIDGE	Plot No. 20, Nr. Kyra Hotel, Indira Bridge Circle, Hansol, A'bad.
4	GANDHINAGAR	36, Super Mall-1, Infocity, Nr. SBI Infocity Branch, SG Road, Gandhinagar.
5	MAKARPURA	Shop No. 1 & 2, Greenwood Complex, Nr. Shell Petrol Pump, Makarpura Road, Vadodara.
6	ANAND	Care 32 Dental Center, Beside Time Cinema, Anand.
7	MUMBAI	1, Vesta 'A' Wing, Lodha Paradise, Opp Lodha World School, Majiwada, Thane (W), Mumbai.

Any change in terms agreement or delay in obtaining required permission for these stores may adversely affect our business.

23. *The fund requirement mentioned as a part of the objects of the Issue is based on internal management estimates and has not been appraised by any bank or financial institution.*

We intend to utilize Issue proceeds towards meeting the fund required for Opening of new stores, Working Capital Requirement and General Corporate Purposes is based on Internal Management

estimates and strategy which our company believes to implement in future and has not been appraised by Bank or any financial Institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Furthermore, we may need to vary the objects of the Issue due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be beyond our control. However, pursuant to Section 27 of the Companies Act, 2013, any variation in Object of the Issue requires authorization of shareholders by way of Special resolution

- 24. Our Company is yet to set up organization for franchisee office this is involving new requirement of experienced skilled persons and subordinate staff any delay in creating efficient organization for franchisee departments may adversely affect our projected business plans and profitability.**

We propose to set up organization to add more retail stores under franchisee arrangement it is proposed to invest Rs. 194 lakhs and additional working capital from the proceeds of proposed IPO as mentioned in the Chapter "Object of the ISSUE" on page no.78 any delay in creating organization, tie-up with franchisees, supply chain may affect our projections for profitability

- 25. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.**

The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

- 26. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to and this may have a material adverse effect on our business.**

We have Insurance cover which may not be adequate to cover all our losses or liabilities that may arise from our operations. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

- 27. If we are unable to open new stores and franchises, we may not achieve our financial objectives.**

To grow our business, we will need to open new stores and franchises and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such new stores and franchises will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**28. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have entered into related party transactions with our Promoters, Promoter Group and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details, please refer "Restated Standalone Financial Statements" under section "Statement of Related Parties & Transaction" on page no. 140 of this prospectus.

**29. *Our success largely depends on our ability to attract and retain our Key Managerial Personnel. Any loss of our Promoters and Key Managerial Personnel could adversely affect our business, operations and financial condition.***

Our Company is depending significantly on the expertise, experience, and continued efforts of our Promoters or Key Managerial & Production Personnel. If one or more members of our Promoters or Key Managerial Personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Our industry requires personnel with specific technical knowledge and experience.

Competition for Key Managerial & Production Personnel in our industry is intense and it is possible that our Company may not be able to retain existing Key Managerial Personnel or may fail to attract/ retain new employees at equivalent positions in the future. As such, loss of Key Managerial Personnel could adversely affect our business, results of operations and financial condition as our Promoters and Key Managerial Personnel hold an expertise in retail business. For further details on the key managerial personnel of our Company, please refer to the chapter titled "Our Management" beginning on page no.117 of this Prospectus.

**30. *In addition to normal remuneration, rent, /other benefits and reimbursement of expenses to Directors (including our Promoters) and Key Management Personnel are interested in the Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, rent, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you

that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

**31. *Certain unsecured loans availed by us from our Promoter Directors and relative of Director may be recalled at any time. This may affect our business and financial conditions adversely.***

We have availed unsecured loans from our Promoter Directors, as on October 31, 2022 of ₹ 217.67 lakhs and which may be recalled at any time. Any such recall by the Promoter Directors would have an adverse impact on our cash flows as well as the finance available for the purposes of running our business. Further, such a recall could also result in a breach of the financial covenants undertaken by us while procuring secured loans from banks and financial institutions which require us to maintain these unsecured loans thereby, leading to a termination of one or more of our credit facilities, triggering cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For further details, see "Financial Indebtedness" on page 181 of this Prospectus.

**32. *Our Company if not able to manage our growth or to successfully implement our business plan could have an effect on our business, results of operations and financial condition.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and Increasing Operational efficiency. For further details, see the section titled "Our Business" on page no.968 of this Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to open new stores effectively;
- Our ability to develop efficient system for developing business via new franchisees;
- Our ability to procure better the quality of our products;
- Changes in the Indian regulatory environment in field

If our Company is not able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have an effect on our business, financial condition and profitability.

**33. *Our Promoters and Promoter Group will continue to retain majority shareholding after the Issue, which will allow them to exercise significant influence and potentially create conflicts of interest.***

Our Promoter and Promoter Group may beneficially own approximately 70.06% of our post-Issue equity share capital. As a result, the Promoter Group may have the ability to control our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

**34. Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.**

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

**35. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.**

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

**36. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our existing or proposed products which in turn could adversely affect the value of our brand, and our sales could diminish if we are associated with negative publicity.**

While we consistently carry out tests to check the quality of our products before delivery and ensure that it meets the quality standards and customer requirements, we cannot assure that all our traded products would be of uniform quality, which in turn could adversely affect the value of our brand and reputation. Further, our business is dependent on the trust our customers have in the quality of our products. Although we attempt to maintain high quality standards, any defect in products could result in cancellation of orders or loss of customers for future orders thereby affecting our business, financial condition and results of operations.

**37. The deployment of the Net Proceeds from the Issue are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company's management will have flexibility in utilizing the Net Proceeds from the Issue.**

Our Company intends to primarily use the Net Proceeds from the Issue towards capital cost for expansion and working capital as described in "Objects of the Issue" on page no. 78 of this Prospectus. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹ 100 crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our

Company's management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Further, estimates of certain costs are based on quotations received from various vendors from time to time. However, we have not entered into any definitive agreements with any of the above vendors and there can be no assurance that the same vendor would be engaged to eventually supply the above-mentioned items at the same costs. We may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. Additionally, various risks and uncertainties, including those set forth in this section "*Risk Factors*", may limit or delay our Company's efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.

**38. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirement, expected orders accordingly. If our management has misjudged expected demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

**39. *We may not be able to sustain effective implementation of our business and growth strategies.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

**40. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter "*Objects of the Issue*" on page no.78 of the Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

**41. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses

that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

**42. *The Company has issued Shares to a non-promoter, non-public investor after the restatement of accounts and before the IPO.***

The Company has allotted 2,36,000 equity shares having face value of Rs. 10 each at a issue price of Rs. 65 which includes preium of Rs. 55 per equity share to Mr. Himanshu Patel who is non-promoter, non-public investor aggregating to Rs. 153.40 Lakhs on March 03, 2023 i.e. after the date of restatement of accounts. The said proceeds were utilized towards the repayment of unsecured loan ₹ 97 Lakhs and ₹56.40 were utilized towards the repayment to trade creditors. The said issue price of Rs. 65 was derived from valuation report given by registered valuer Ms. Vanita Agarwal. The Company and non-promoter, non-public investor will comply with regulations of SEBI (ICDR) Regulations, 2018 with regard to issue price which will be determined as per prospectus.

#### RISK FACTORS RELATED TO EQUITY SHARES

**43. *The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.***

The Issue price based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

**44. *The Equity Shares issued pursuant to the Issue may not be listed on the Stock Exchange(s) in a timely manner, or at all, and any trading closures at the Stock Exchange(s) may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares.

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in developed economies. The Stock Exchanges have in the past experienced problems, including temporary exchange closures, broker

defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of the Equity Shares.

**45. Any further issuance of Equity Shares by our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares**

Any future issuance of Equity Shares by our Company could dilute the investors' shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

**46. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment**

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;
- Future sales of the Equity Shares;
- Variations in our half-yearly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of Power (Transmission and Distribution) companies generally;
- Performance of our competitors in the Power (Transmission and Distribution) industry and the perception in the market about investments in the Trading sector;
- Significant developments in the regulation of the trading and distribution industry in our key trade locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share.

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

**47. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, the Equity Shares at a particular point in time***

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

**48. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India, upto an amount of ₹ 1 lakh, if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

**49. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

Our Company is gujarat's largest Retail Chain of Gourmet & frozen food leading 26 stores.

Our future ability to pay dividends will depend on the earnings, financial condition and capital requirements of our Company. We cannot assure you that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders.

Our business is working capital intensive and we may plan to invest additional working capital expenditures to effect purchase of inventory or pay creditors. Our ability to pay dividends could also be restricted under certain financing arrangements that we may enter into. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital

requirements and financing arrangements for the products proposed to purchased, financial condition and results of operations.

## EXTERNAL RISK FACTORS

50. *Certain Board Resolutions and Resolutions for Extra Ordinary General Meetings approved by the Board and Shareholders respectively has been filed with the Registrar of Companies (ROC) via eforms, further there are certain forms which are yet to be filed due to pending of approval of the eforms already filed by the Company and also some of the filings are approved but the effect of the same is not reflected on MCA website due to a continual technical glitch at the MCA website since the introduction of new company e-forms in MCA21 Version 3.0 vide General Circular No. 01/2023 dated 09.01.2023. Any penalty or action taken by any regulatory authorities in future for non-compliance with the provisions of corporate and other applicable laws could impact the financial position of the Company to that extent.*

The following eform are filed by the Company and the eforms are approved but are not given effect on the MCA website and eforms pending for filing are as per the table below:

Date of Event	Agenda	E-form filed for the same	Status of the E-form
02/01/2023	<ul style="list-style-type: none"> <li>1. Appointment of Kavin Dave as Additional Independent Director</li> <li>2. Appointment of Jennifer Francis as Additional Non-Executive Director</li> <li>3. Appointment of Nishat Brahmhatt as Additional Independent Director</li> <li>4. Change in Designation of Rajesh Francis as Managing Director of the Company</li> <li>5. Resignation of Rajendra Pratap Maganlal from the Directorship</li> <li>6. Resignation of Nirav Choudhry from the Directorship</li> </ul>	DIR-12	Approved

	<p>7. Resignation of Chintankumar Patel from the Directorship</p> <p>8. Appointment of Nirav Choudhry as CFO of the Company.</p>		
13/03/2023	<p>1. Appointment of Atulaben Patel as Company Secretary of the Company.</p>	DIR-12	Approved

Due to the above technical glitch on MCA, certain information provided in this Draft Prospectus shall not be traceable with the MCA website which includes Change in Designation of Rajesh Francis as Managing Director of the Company, Appointment of Kavin Dave as Additional Independent Director, Appointment of Jennifer Francis as Additonal Non-Executive Director, Appointment of Nishat Brahmbhatt as Additional Independent Director, Resgination of Rajendra Pratap Maganlal from the Directorship, Resignation of Nirav Choudhry from the Directorship, Resignation of Chintankumar Patel from the Directorship, Appointment of Nirav Choudhry as CFO of the Company, Appointment of Atulaben Patel as Company Secretary of the Company.Except as mentioned in this Draft Prospectus, till date, there has been no penalty levied on the Company for the above mentioned. However, it cannot be assured that even in future no such penalty will be levied. Any penalty or action taken by any regulatory authorities in future for non-compliance with the provisions of corporate and other applicable laws could impact the financial position of the Company to that extent.

**51. The outbreak of COVID-19, or outbreak of any other similar severe communicable disease could have a potential impact on our business, financial condition and results of operations**

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. There is currently substantial medical uncertainty regarding COVID-19 and no government-certified treatment or freely accessible vaccine for larger section of the population is available yet. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak

harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty.

It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but we cannot assure that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people. Further if the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company.

**52. *The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs***

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013, and amendments there to, has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such

overlapping requirements. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**53. *Environmental and safety regulations impose additional costs and may affect our Company's results of operations.***

Our Suppliers are subject to various central, state and local environmental and safety laws, concerning issues such as harm caused by air or waste water emission and the investigation and contamination. While we believe that our suppliers are currently in compliance with all material respects with applicable environmental laws and regulations, additional costs and liabilities related to compliance with these laws and regulations are an inherent part of their business. Further, while they currently intend to continue to comply with applicable environmental legislation and regulatory requirements, any changes in the applicable laws and regulations in the future may create substantial environmental compliance or remediation liabilities and costs, including monetary fines, criminal penalties on our Suppliers for violation of applicable laws, or imposition of restrictions on our Suppliers operations (which may include temporary suspension or closure of its operations). This may also increase our Company's cost and affect our revenues in the future.

**54. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, financial condition, results of operations and prospects.***

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "Key Industry Regulations and Policies" on page no. 111 of this Prospectus for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences.

In the absence of any precedents on the subject, the application of these provisions is uncertain. The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

**55. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.**

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**56. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance**

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities in India or any region of our trade may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**57. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.**

Terrorist attacks and other acts of violence or war in any region of our trade may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India, Africa and Middle East are regions that have witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in any such region could have a negative impact on the value of business and eventually the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

**58. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The**

*proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.*

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010. These "IFRS based / synchronized Accounting Standards" are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS)) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

**59. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

**60. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.**

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities

of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time-to-time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

## SECTION IV – INTRODUCTION

### THE ISSUE

#### PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

<b>Equity Shares<sup>(1)</sup>:</b> Present Issue of Equity Shares by our Company <sup>(2)</sup>	Upto 21,14,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
<i>Of which:</i>	
<b>Issue Reserved for the Market Maker</b>	Upto 1,06,000 equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs
<b>Net Issue to the Public</b>	<p>Upto 20,08,000 equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs</p> <p><i>Of Which<sup>(3)</sup>:</i></p> <p>Upto 10,04,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs</p> <p>Upto 10,04,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs</p>
<b>Equity Shares outstanding prior to the Issue</b>	57,36,000 Equity Shares <sup>4</sup>
<b>Equity Shares outstanding after the Issue</b>	Upto 78,50,000 Equity Shares
<b>Objects of the Issue</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 78 of this Prospectus

<sup>(1)</sup> This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled “Issue Related Information” beginning on page no 204 of this Prospectus.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated September 30, 2022 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra ordinary General Meeting of our shareholders held on February 25, 2023.

<sup>(3)</sup> The allocation’ is the net issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI (ICDR) Regulations, as amended from time to time:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

(i) Individual applicants other than retail individual investors; and

(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

The unsubscribed portion in either of the categories specified in clauses (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

For further details please refer to the chapter titled "Issue Structure" beginning on page no. 2111 of this Prospectus.

(4). Out of 57,36,000 the Company has issued 2,36,000 Equity Shares having face value of Rs. 10 each to Mr. Himanshu Patel on March 03, 2023 at issue price of Rs. 65. Mr. Himanshu Patel is categorized as non-promoter & non-public.

**SUMMARY OF FINANCIAL INFORMATION**  
**RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(₹ in lakhs)

Particulars	As on 31 <sup>st</sup> October, 2022 (for 7 months)	As at 31st March,		
		2022	2021	2020
<b>EQUITY AND LIABILITIES</b>				
<b>1. Shareholder's fund</b>				
a) Equity Share Capital	550.00	01.00	01.00	01.00
b) Reserves and surplus	149.58	573.06	349.80	168.04
<b>Total Shareholders Fund (1)</b>	<b>699.58</b>	<b>574.06</b>	<b>350.8</b>	<b>169.04</b>
<b>2. Non-current liabilities</b>				
a) Long Term Borrowings	333.20	202.21	319.69	345.23
b) Deferred tax liabilities (Net)	07.54	06.05	-	-
c) Long term provisions	-	-	-	-
<b>Total (2)</b>	<b>340.74</b>	<b>208.26</b>	<b>319.69</b>	<b>345.23</b>
<b>3. Current liabilities</b>				
a) Short term Borrowings	213.42	142.51	66.91	08.77
b) Trade payables				
i) Due to MSME	-	-	-	-
ii) Due to Others	664.10	265.83	349.68	218.68
c) Short-term provisions	127.36	123.86	128.97	80.63
d) Other Current Liabilities	204.45	178.98	67.79	11.09
<b>Total (3)</b>	<b>1209.33</b>	<b>711.18</b>	<b>613.35</b>	<b>319.19</b>
<b>TOTAL (1+2+3)</b>	<b>2249.65</b>	<b>1491.31</b>	<b>1283.84</b>	<b>833.45</b>
<b>ASSETS</b>				
<b>1. Non - Current Assets</b>				
a) Property, Plant & Equipment				
i.) Tangible assets	466.06	456.63	237.52	160.72
ii) Intangible assets	2.30	2.42	3.48	-
iii) Capital Work in Progress	-	-	-	-
iv) Not Put to use	5.02	-	45.07	-
b) Non-Current Investment	32.11	39.77	-	-
c) Deferred Tax Assets (net)	-	-	8.79	2.81
d) Long Term Loans & Advances	82.17	80.44	82.17	47.05
e) Other Non Current Assets	-	-	-	-
<b>Total (1)</b>	<b>587.66</b>	<b>579.26</b>	<b>377.03</b>	<b>210.58</b>
<b>2. Current Assets</b>				
a) Inventories	948.73	599.65	641.01	385.68
b) Trade Receivables	273.20	140.69	108.91	79.17
c) Cash and Cash equivalents	292.83	11.20	25.18	94.92
d) Short-term loans and advances	147.24	160.52	131.71	63.09
e) Other Current Assets	-	-	-	-
<b>Total (2)</b>	<b>1662</b>	<b>912.06</b>	<b>906.81</b>	<b>622.86</b>
<b>TOTAL(1+2)</b>	<b>2249.65</b>	<b>1491.31</b>	<b>1283.84</b>	<b>833.45</b>

**RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT**  
(₹ in lakhs)

Particulars	As on 31st October, 2022 (for 7 months)	For the year ended 31st March,		
		2022	2021	2020
<b>INCOME:</b>				
Revenue from Operations	3607.69	5460.83	5332.62	3240.32
Other Income	12.97	31.00	23.50	-
<b>Total income</b>	<b>3620.66</b>	<b>5491.83</b>	<b>5356.12</b>	<b>3240.32</b>
<b>EXPENSES:</b>				
Cost of Materials Consumed				
Purchase of Stock in Trade	2864.75	3747.28	4259.36	2533.08
Changes in Inventories of finished goods, work-in-progress	(349.08)	41.37	-255.33	-284.98
Employee Benefit Expenses	334.82	549.41	457.30	349.84
Depreciation & Amortization cost	39.15	70.80	68.04	33.48
Finance Cost	35.95	62.40	60.03	30.84
Other Expenses	510.15	780.40	525.99	351.99
<b>Total expenses</b>	<b>3435.73</b>	<b>5251.66</b>	<b>5115.37</b>	<b>3014.26</b>
<b>Restated Profit before extra- ordinary items and tax</b>	<b>184.93</b>	<b>254.21</b>		
Extraordinary Items	0	51.63	-	-
<b>Restated Profit before tax</b>	<b>184.93</b>	<b>305.84</b>	<b>243.55</b>	<b>226.96</b>
<b>Less: Tax expense</b>				
Provision for income tax	55.50	68.00	67.75	63.70
Provision for deferred tax asset	01.49	14.84	-5.98	-3.06
Prior Period tax Adjustments	02.51	(0.36)	0.02	-
<b>Total</b>	<b>59.50</b>	<b>82.48</b>	<b>61.79</b>	<b>60.64</b>
<b>Restated Profit after Tax</b>	<b>125.43</b>	<b>223.36</b>	<b>181.75</b>	<b>166.31</b>
Earnings per equity share (Basic and Diluted) (in Rs)	15.50	2233.57	1817.54	1663.12
<b>Nominal Value Per Share</b>	<b>10</b>	<b>10</b>	<b>10</b>	<b>10</b>

## RESTATED STANDALONE CASH FLOW STATEMENT

(₹ in lakhs)

Particulars	As on 31st October, 2022 (for 7 months)	For the year ended 31st March,		
		2022	2021	2020
<b>Cash Flow From Operating Activities</b>				
<b>Net Profit Before Taxes and Exceptional Items:</b>	<b>184.93</b>	<b>254.21</b>	<b>243.55</b>	<b>226.96</b>
Adjustments for :				
Depreciation/Amortisation	39.15	(05.62)	68.04	33.48
Profit on Sale of fixed assets	-	62.00	1.93	-
Interest and other Financial Charges	35.95	70.80	60.03	30.84
Dividend Income	-	(0.10)	-	-
Interest received	-	-	-	-
<b>Operating Profit Before Working Capital Adjustments</b>	<b>260.03</b>	<b>381.68</b>	<b>373.54</b>	<b>291.29</b>
<b>Adjustment for Changes in Working Capital</b>				
Increase / decrease in trade receivables	(132.51)	(9.99)	-29.74	-13.72
Increase / decrease in inventories	(349.08)	41.37	-255.33	-284.98
Increase / decrease in Direct Tax Paid	(70.41)	(67.39)	-63.72	-00.54
Loans and Advances	11.54	(27.08)	-103.74	-82.38
Increase / decrease in other current liabilities and provisions	441.92	(02.00)	231.99	78.31
Other Adjustment	-	-	-	-
<b>Cash Flow Generated from Operations</b>	<b>161.50</b>	<b>316.59</b>	<b>153.01</b>	<b>-12.03</b>
<b>Net Cash flow from Operating activities (A)</b>	<b>161.50</b>	<b>316.59</b>	<b>153.01</b>	<b>-12.03</b>
<b>Cash Flow From Investing Activities</b>				
(Purchase)/ Sale of Fixed Assets	(53.47)	(178.13)	-195.32	-187.66
(Purchase)/ Sale of Investments	7.66	(39.77)	-	-
(Increase)/ Decrease in Long term loans and advances	-	-	-	-
(Increase)/ Decrease in Short term loans and advances	-	-	-	-
Increase /( Decrease) in Long Term Provisions	-	-	-	-
(Increase)/ Decrease in Other Non Current Assets	-	-	-	-
(Increase) in Misc. Expenses	-	-	-	-
Gain on Sale of Shares	-	-	-	-
Interest & Other Income	-	-	-	-

Particulars	As on 31st October, 2022 (for 7 months)	For the year ended 31st March,		
		2022	2021	2020
<b>Net Cash (Used in) / from Investing Activities (B)</b>				
	(45.81)	(217.90)	-195.32	-187.66
<b>Cash flow from financing activities</b>				
Interest and Finance Cost	(35.95)	(70.80)	-60.03	-30.84
Proceeds from Shares Issued	-	-	-	-
Proceeds from Share Premium	-	-	-	-
(Repayments)/ Proceeds of long term borrowings	83.75	(01.34)	32.59	313.65
(Repayments)/ Proceeds of short term borrowings	118.15	(40.54)	-	-
Dividend Paid	-	-	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>165.95</b>	<b>(112.68)</b>	<b>-27.43</b>	<b>282.81</b>
<b>Net Increase/ ( Decrease) in Cash and Cash Equivalents ( A + B + C)</b>	<b>281.63</b>	<b>(13.98)</b>	<b>-69.75</b>	<b>83.12</b>
<b>Opening Cash &amp; Cash equivalent</b>	<b>11.20</b>	<b>25.18</b>	<b>94.92</b>	<b>11.81</b>
<b>Closing Cash &amp; Cash Equivalent</b>	<b>292.83</b>	<b>11.20</b>	<b>25.18</b>	<b>94.92</b>

## GENERAL INFORMATION

Our company was incorporated as Magson Retail And Distribution Pvt. Ltd. under the provisions of Companies Act, 2013 with the Registrar of Companies, Ahmedabad bearing Registration No. 105533 and the certificate of incorporation was issued by the Registrar of Companies at Ahmedabad. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders on 30<sup>th</sup> September, 2022 and the name of our Company was changed to "Magson Retail And Distribution Limited". Consequently, a fresh certificate of incorporation consequent upon change of name upon conversion into public company was issued by the ROC on 20<sup>th</sup> December, 2022.

The Corporate Identity Number of our Company is U74999GJ2018PLC105533.

For further details, please refer to the chapter titled "*History and Certain Corporate Matters*" beginning on page no. 115 of this Prospectus.

## BRIEF COMPANY AND ISSUE INFORMATION

<b>Registered Office</b>	<b>Address:</b> 204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015 Gujarat, India. <b>Tel No:</b> +91- 9978607507 <b>Email:</b> cs.magson@gmail.com  <b>Website:</b> <a href="http://www.magson.in">www.magson.in</a>
	For details relating to, "History and Corporate Structure" of our company please refer page 115 of this Draft Prospectus.
<b>Date of Incorporation</b>	December 10, 2018
<b>Company Registration No.</b>	105533
<b>Company Identification No.</b>	U74999GJ2018PLC105533
<b>Address of Registrar of Companies</b>	<b>Address:</b> ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013. <b>Tel:</b> +91 079 27438531 <b>Fax:</b> +91 079 27438371
<b>Issue Programme</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Designated Exchange</b>	<b>Stock</b> NSE Limited EMERGE Platform of NSE Limited ("NSE EMERGE")
<b>Company Secretary &amp; Compliance Officer</b>	<b>Ms. Atula Patel</b> <b>Address:</b> 204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015 Gujarat, India. <b>Tel No:</b> +919978607507 <b>Email:</b> <a href="mailto:cs.magson@gmail.com">cs.magson@gmail.com</a> <b>Website :</b> <a href="http://www.magson.in">www.magson.in</a>

## BOARD OF DIRECTORS OF OUR COMPANY

The following table sets forth the Board of Directors of our Company:

Name	Designation	Address	DIN
Mr. Rajesh Emmanuel Francis	Managing Director	B/41, Century Towers, Near Samkit Bunglows, Bodakdev, Near Jupiter Tower, Judges Bunglows Road, Ahmedabad- 380054.	08299619
Mr. Manish Shivnarayan Pancholi	Whole time Director	B/12, Shukan Apartment, Nr. Gita School, Ranip, Ahmedabad-382480.	08299620
Mr. Kavin Dineshkumar Dave	Non Executive Independent Director	G-204, Indraprastha-5, Near Surdhara Bunglows-2, Prahlad Nagar, Ahmedabad-380015.	00926054
Mrs. Jennifer Rajesh Francis	Chairperson & Non Executive Director	B-41, Century Towers, Nr Samkit Bunglows Bodakdev, Ahmedabad-380054.	09832497
Mr. Nishat Harshadray Brahmbhatt	Non Executive Independent Director	31, Shree Rang Earth, Shreerang City Tp 44 Chandkheda, Ahmedabad-382424.	09844916

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “Our Management” beginning on page no. 117 of this Prospectus.

*Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre or Post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds. All grievances relating to the Application process may be addressed to the Registrar to the Issue with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB where the Application Form was submitted by the Applicants.*

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

### LEAD MANAGERS TO THE ISSUE



#### ISK ADVISORS PRIVATE LIMITED

501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-

400 050

**Tel No.:** +91 – 22 – 26431002 or +91 079 26464023

**Email:** ncmpl@ncmpl.com

**Website:** www.iskadvisors.com

**Investor Grievance Email:** enquiry@ncmpl.com

**Contact Person:** Mr. Ronak I. Kadri

**SEBI Registration No.** INM000012625

## REGISTRAR TO THE ISSUE



### **Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building, Opp. Oasis,  
Makwana Road, Marol, Andheri East, Mumbai – 400  
059

**Tel No.:** +91 – 22 – 62638200 **Fax:** +91 22 62638299

**Email:** ipo@bigshareonline.com;

**Website:** www.bigshareonline.com

#### **Investor Grievance**

**Email:** investor@bigshareonline.com

**Contact Person:** Mr. Babu Rapheal

**SEBI Registration No.:** INR000001385

## LEGAL COUNSEL TO THE ISSUE

### **MR. AYAAN A. PATEL, ADVOCATE**

Office: Plot No. 7, Rambaug, Spring Valley - Gate 'A',  
Behind Karnavati Club, S.G. Road, Ahmedabad – 380 058.

**Mobile No.:** +91 – 7359050212

**Email:** adv.ayaanpatel@yahoo.in

**Contact Person:** Mr. Ayaan A. Patel

## STATUTORY AUDITOR OF THE COMPANY

### **Ambalal Patel & Co., Chartered Accountants**

1st Floor, Sapphire Business Centre,  
Above Sbi Vadaj Branch, Usmanpura, Ahmedabad- 380013

**Phone No.:** 079-35338370

**Email:** nikunj@apcca.com

**Contact Person:** Mr. Nikunj B Patalia, Partner

**Membership No.:** 131220

**Firm Registration No.:** 100305W

**Peer Review No.:** 013224

## CHANGES IN THE AUDITORS

There has been no change in the statutory auditors during the three years immediately preceding the date of this Prospectus.

## BANKER(S) TO OUR COMPANY

#### BANKER(S) TO THE ISSUE



#### ICICI BANK LIMITED

Capital Market Division, 1st Floor, 122, Mistry Bhavan Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020  
 Tel: 022- 66818911/23/24  
 Email: [kmr.saurabh@icicibank.com](mailto:kmr.saurabh@icicibank.com)  
 Website: [www.icicibank.com](http://www.icicibank.com)  
 Contact Person: Mr. Saurabh Kumar  
 SEBI Registration Number: INBI00000004

#### SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above mentioned SEBI link.

#### BROKERS TO THIS ISSUE

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

#### REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

#### COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

#### MONITORING AGENCY

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 the requirement of Monitoring Agency is not mandatory if the issue size is below ₹ 10,000 lakhs and hence our Company has not appointed a monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

## TRUSTEES

This being an Issue of Equity Shares, the appointment of trustees is not required.

## DETAILS OF THE APPRAISING AUTHORITY

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## CREDIT RATING

This being an Issue Equity Shares, credit rating is not required.

## EXPERT OPINION

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor namely, Ambalal Patel & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated January 25, 2023 and the Statement of Tax Benefits dated January 25, 2023, issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## FILING OF OFFER DOCUMENT

In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the draft prospectus will be filed with the Board through the Lead Manager, immediately upon filing of the draft offer document with the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the draft offer document. In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of draft prospectus and this prospectus shall also be furnished to the Board in a soft copy. A copy of the Draft Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company, Ahmedabad, situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013.

## ISSUE PROGRAMME

An indicative time table in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]

Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

## UNDERWRITING

This Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

<b>Details of the Underwriters</b>	<b>No. of Shares Underwritten</b>	<b>Amt Underwritten (₹in Lakhs)</b>	<b>% of the Total Issue Size Underwritten</b>
<b>ISK ADVISORS PRIVATE LIMITED</b> 501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050 <b>Tel No.:</b> +91 – 22 – 26431002 <b>Email:</b> ncmpl@ncmpl.com <b>Website:</b> www.iskadvisors.com <b>Investor Grievance Email:</b> enquiry@ncmpl.com <b>Contact Person:</b> Mr. Ronak I. Kadri <b>SEBI Registration No.</b> INM000012625	20,08,000	[●]	95.00%
<b>SUNFLOWER BROKING PRIVATE LIMITED</b> Sunflower House, 5 <sup>th</sup> Foor, 80 Feet Road, Near Bhaktinagar Circle, Rajkot-36002 <b>Tel No-</b> 0281-2361935/ 079 4039 6993 <b>Email-</b> compliance@sunflowerbroking.com <b>Website-</b> www.sunflowerbroking.com <b>Contact Person-</b> Mr Bhavik Vora/ Mr. Nikunj Mehta <b>SEBI Registration No-</b> INZ000195131 <b>CIN :</b> U65923GJ1998PTC011203	1,06,000	[●]	5.00%
<b>Total</b>	21,14,000	[●]	<b>100.00%</b>

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue at any stage including after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

## MARKET MAKER

### SUNFLOWER BROKING PRIVATE LIMITED

SUNFLOWER HOUSE,  
5<sup>th</sup> FLOOR, 80 FEET ROAD,  
NEAR BHAKTINAGAR CIRCLE  
RAJKOT-360002

Tel No- 0281-2361935/ 079 4039 6993

Email- compliance@sunflowerbroking.com

Website- www.sunflowerbroking.com

Contact Person- Mr. Bhavik Vora / Mr. Nikunj Mehta

SEBI Registration No- INZ000195131

CIN: U65923GJ1988PTC011203

#### Details of the Market Making Arrangement for this Issue

Our Company and the Lead Managers, have entered into an agreement dated [●]with Sunflower Broking Private Limited, a Market Maker registered with SME Platform of NSE in order to fulfil the obligations of Market Making

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and EMERGE Platform of NSE from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on EMERGE Platform of NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable

for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

8. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

10. **Risk containment measures and monitoring for Market Maker:** SME Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** SME Platform of NSE will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

12. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to M 250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

The following spread will be applicable on the SME Exchange Platform:

Sr. No.	Market Price Slab (in ₹)	Proposed Spread (in % to total Sale Price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

13. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹ 20 Crore	25%	24%
₹ 20 Crore to ₹ 50 Crore	20%	19%
₹ 50 Crore to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
<b>A</b>	<b>Authorised Share Capital</b>		
	1,10,00,000 Equity Shares of face value of ₹10 each	1100.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue</b>		
	55,00,000 Equity Shares of face value of ₹10 each	550.00	-
	Issued after 31 <sup>ST</sup> October 2022 to Investors	23.60	
<b>C</b>	<b>Present Issue in terms of this Prospectus<sup>(1)</sup></b>		
	Issue of 21,14,000 Equity Shares of ₹10 each at a price of ₹ [●] including a Share premium of ₹ [●] per Equity Share) per equity Share	211.40	[●]
	<i>Which comprises:</i>		
	1,06,000 equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share reserved as Market Maker Portion	10.60	[●]
	Net Issue to Public of 20,08,000 equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share to the Public	200.80	[●]
	<i>Of which<sup>(2)</sup>:</i>		
	10,04,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	100.40	[●]
	10,04,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	100.40	[●]
<b>D</b>	<b>Paid-up Equity Share Capital after the Issue</b>		
	78,50,000 Equity Shares of ₹ 10 each	785.00	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)	129.80	
	After the Issue		[●]

<sup>(1)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated 30th September, 2022 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Annual General Meeting of our shareholders held on 25<sup>th</sup> February, 2023.

<sup>(2)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Our Company has no outstanding convertible instruments as on the date of this Prospectus.

## Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The initial authorized Share Capital of ₹ 27,000 divided into 2700 shares of ₹10 each was increased to ₹ 1,00,000 divided into 10,000 Equity Shares of ₹10 each, pursuant to resolution of shareholders passed at the EGM held on March 5, 2019.
2. The authorised share capital of the company was further increased from ₹ 1,00,000 divided into 10,000 Equity Shares of ₹10 each to ₹ 11,00,00,000 divided into 1,10,00,000 Equity Shares of ₹10 each, pursuant to resolution of shareholders passed at the AGM held on September 30, 2022.

Notes to the Capital Structure

### 1) Share Capital History of our Company:

#### a) Equity Share Capital

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation <sup>(1)</sup>	2700	10	10	Subscription to MOA	Cash	2700	27000	Nil
March 29, 2019 <sup>(2)</sup>	7300	10	10	Further Allotment	Cash	10,000	1,00,000	Nil
September 30, 2022 <sup>(3)</sup>	54,90,000	10	10	Bonus Issue	Other than Cash	55,00,000	5,50,00,000	Nil
March 03, 2023 <sup>(4)</sup>	2,36,000	10	65	Prefential Allotment	Cash	57,36,000	5,73,60,000	Nil

<sup>(1)</sup> Allotment of 2700 equity shares of face value of ₹ ₹10 each to Mr. Rajesh Emmanuel Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (900 equity shares) & Mr. Maheshbhai Naranbhai Patel (900 equity shares) as a result of subscription to the MoA.

<sup>(2)</sup> Further allotment of 7300 Equity Shares of Face Value ₹ ₹10 each to Mr. Rajesh Emmanuel Francis (100 equity shares), Ms. Jennifer Rajesh Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (100 equity shares), Ms. Nidhiben M. Pancholi (450 equity shares), Mr Mann M. Pancholi (450 equity shares), Mr. Maheshkumar Lodha (479 equity shares), Mr. Nirav Jitendra Choudhry (330 equity shares), Ms. Janushi N. Choudhry (100 equity shares), Ms. Seema J. Choudhry (330 equity shares), Mr. Jitendra K. Choudhry (100 equity shares), Mr. Paresh K. Shah(153 equity shares), Mr. Saumil P. Shah (100 equity shares), Mr. Tarun M. Koria (100 equity shares), Ms. Rekha T. Koria ( 82 equity shares), Mr. Mahendra Singh Rajput (536 equity shares), Ms. Lata Rajput (536 equity shares), Mr. Akshay K. Bhagat (536 equity shares), Ms. Janki A. Bhagat (536 equity shares), Mr. Ashwin R. Thummar(48 equity shares), Mr. Rakeshbhai R. Thummar (47 equity shares), Mr. Chintankumar D. Patel (280 equity shares), Mr. Joitram S. Patel (280

equity shares), Mr. Mitulkumar Df. Patel(280 equity shares), Mr. Yogeshkumar N. Pethani (65 equity shares), Mr. Anil N. Pethani (65 equity shares), Mr. Jay Patel (100 equity shares), Mr. Ranjan N. Patel (67 equity shares) and Mr. Rajendra P. Maganlal (150 equity shares)

<sup>(5)</sup> Pursuant to Board Meeting held on September 30, 2022 our Company has issued 54,90,000 Bonus Shares in the ratio of 549:1 to all the existing shareholders of the Company.

Sr. No.	Name Of Allottees	No. of Equity Shares
1	Mr. Rajesh Emmanuel Francis	835578
2	Mr. Manish Shivnarayan Pancholi	835578
3	Mr. Maheshbhai Naranbhai Patel	541863
4	Ms. Jennifer Rajesh Francis	494100
5	Ms. Nidhiben M Pancholi	247050
6	Mr. Mann M Pancholi	247050
7	Mr. Maheshkumar Lodha	332145
8	Mr. Nirav Jitendra Choudhry	219051
9	Mr. Janushi Nirav Choudhry	54900
10	Ms. Seema Jitendra Chaudhry	219051
11	Mr. Jitendra Keshavlal Choudhry	54900
12	Mr. Paresh Kalidas Shah	105957
13	Mr. Saumil Paresh Shah	54900
14	Mr. Tarun Mahendrabhai Koria	129564
15	Ms. Rekha Tarun Koria	45018
16	Mr. Ashwin R Thummarr	42822
17	Mr. Rakeshbhai R Thummarr	42822
18	Mr. Chintankumar Dashrathbhai Patel	178425
19	Mr. Joitaram Shantilal Patel	178425
20	Mr. Mitulkumar Dashrathbhai Patel	178425
21	Mr. Yogeshkumar N Pethani	42822
22	Mr. Anil Natvarlal Pethani	42822
23	Mr. Patel Jay	69723
24	Mr. Patel Ranjan Nitinbhai	36783
25	Mr. Rajendra Pratap Maganlal	95526
26	Ms. Shah Shraddha Tejash	82350
27	Yash Ketan Vimawala Huf	82350
<b>TOTAL</b>		<b>5490000</b>

<sup>(4)</sup> Pursuant to EGM held on February 25, 2023 our Company has issued 2,36,000 Equity Shares of Face Value ₹10 each to Himanshu Patel by way of preferential issue in the Board meeting for the allotment held on March 03, 2023.

Our Company has not issued any Equity Shares for consideration other than cash expect for the Equity Shares as mentioned under:

Date Of Allotment	No. Of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
September 30, 2022	54,90,000	10	N. A	Bonus Issue	27	Expansion of capital

- b) No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.
- c) Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
- d) No shares have been issued at a price lower than the Issue Price within the last one year from the date of this Prospectus except as mentioned below:

We have issued Bonus shares within last one year from the date of this prospectus for which no consideration was received and have made allotment to non promoter non-public investor by way of preferential issue at issue price of Rs. 65 per equity share.

Date of Allotment	No. of Equity Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment
September 30, 2022	54,90,000	10	NIL	Bonus Issue
March 03, 2023	2,36,000	10	65	Prefrential Issue

- e) Our Company has completed the process of ISIN activation with NSDL we are currently in the process of corporate action for credit of such shares to demat account of shareholders and dematerialization of physical shares in order to achieve 100% dematerialization of pre-issue paid up capital of our Company.
- f) Shareholding pattern of our Company

The following is the shareholding pattern of the Company as on the date of this Prospectus

Category (I)	Category of Share-holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository	Number of Voting Rights held in each Class of securities (IX)			Total As a %of(A+B+C)	No of Outstanding Convertible securities (incl. Warrants)(X)	No. (a)	Number of Locked In shares (XII)	No. of shares Pledged Or Otherwise encumbered (XIII)	No. of Equity shares held in De-mat form (XIV)
						Total Nos. Shares held (VI) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII) As a % of (A+B+C)	No of voting Right	Class-Equity	Clas s	Total			
(A) Promoter & Promoter Group	27	55,00,000	-	-	55,00,000	95.89%	55,00,000	-	55,00,000	95.89%	-	55,00,000	-	55,00,000
(B) Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C) Non Promoter Non Public	1	2,36,000	-	-	2,36,000	4.11%	2,36,000	-	2,36,000	4.11%	-	2,36,000	-	2,36,000
(C1) Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2) Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>28</b>	<b>57,36,000</b>	<b>-</b>	<b>-</b>	<b>57,36,000</b>	<b>100.00 %</b>	<b>57,36,000</b>	<b>-</b>	<b>57,36,000</b>	<b>100.00 %</b>	<b>-</b>	<b>57,36,000</b>	<b>-</b>	<b>57,36,000</b>

- The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre - Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	837100	15.22
2	Mr. Manish Shivnarayan Pancholi	837100	15.22
3	Mr. Maheshbhai Naranbhai Patel	542850	9.87
4	Ms. Jennifer Rajesh Francis	495000	9
5	Ms. Nidhiben M Pancholi	247500	4.5
6	Mr. Mann M Pancholi	247500	4.5
7	Mr. Maheshkumar Lodha	332750	6.05
8	Mr. Nirav Jitendra Choudhry	219450	3.99
9	Ms. Janushi Nirav Choudhry	55000	1
10	Ms. Seema Jitendra Chaudhry	219450	3.99
11	Mr. Jitendra Keshavlal Choudhry	55000	1
12	Mr. Paresh Kalidas Shah	106150	1.93
13	Mr. Saumil Paresh Shah	55000	1
14	Mr. Tarun Mahendrabhai Koria	129800	2.36
15	Mr. Chintankumar Dashrathbhai Patel	178750	3.25
16	Mr. Joitaram Shantilal Patel	178750	3.25
17	Mr. Mitulkumar Dashrathbhai Patel	178750	3.25
18	Mr. Patel Jay	69850	1.27
19	Mr. Rajendra Pratap Maganlal	95700	1.74
20	Ms. Shah Shraddha Tejash	82500	1.5
21	Ms. Yash Ketan Vimawala Huf	82500	1.5
<b>Total</b>		<b>52,46,450</b>	<b>95.39%</b>

- The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	837100	15.22
2	Mr. Manish Shivnarayan Pancholi	837100	15.22
3	Mr. Maheshbhai Naranbhai Patel	542850	9.87
4	Ms. Jennifer Rajesh Francis	495000	9
5	Ms. Nidhiben M Pancholi	247500	4.5
6	Mr. Mann M Pancholi	247500	4.5
7	Mr. Maheshkumar Lodha	332750	6.05
8	Mr. Nirav Jitendra Choudhry	219450	3.99
9	Ms. Janushi Nirav Choudhry	55000	1
10	Ms. Seema Jitendra Chaudhry	219450	3.99
11	Mr. Jitendra Keshavlal Choudhry	55000	1
12	Mr. Paresh Kalidas Shah	106150	1.93
13	Mr. Saumil Paresh Shah	55000	1
14	Mr. Tarun Mahendrabhai Koria	129800	2.36
15	Mr. Chintankumar Dashrathbhai Patel	178750	3.25
16	Mr. Joitaram Shantilal Patel	178750	3.25
17	Mr. Mitulkumar Dashrathbhai Patel	178750	3.25
18	Mr. Patel Jay	69850	1.27
19	Mr. Rajendra Pratap Maganlal	95700	1.74
20	Ms. Shah Shraddha Tejash	82500	1.5
21	Ms. Yash Ketan Vimawala Huf	82500	1.5
<b>Total</b>		<b>52,46,450</b>	<b>95.39%</b>

- The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	1522	15.22
2	Mr. Manish Shivnarayan Pancholi	1522	15.22
3	Mr. Maheshbhai Naranbhai Patel	987	9.87
4	Ms. Jennifer Rajesh Francis	900	9
5	Ms. Nidhiben M Pancholi	450	4.5
6	Mr. Mann M Pancholi	450	4.5
7	Mr. Maheshkumar Lodha	605	6.05
8	Mr. Nirav Jitendra Choudhry	399	3.99
9	Ms. Janushi Nirav Choudhry	100	1

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
10	Ms. Seema Jitendra Chaudhry	399	3.99
11	Mr. Jitendra Keshavlal Choudhry	100	1
12	Mr. Paresh Kalidas Shah	193	1.93
13	Mr. Saumil Paresh Shah	100	1
14	Mr. Tarun Mahendrabhai Koria	236	2.36
15	Mr. Chintankumar Dashrathbhai Patel	325	3.25
16	Mr. Joitaram Shantilal Patel	325	3.25
17	Mr. Mitulkumar Dashrathbhai Patel	325	3.25
18	Mr. Patel Jay	127	1.27
19	Mr. Rajendra Pratap Maganlal	174	1.74
20	Ms. Shah Shraddha Tejash	150	1.5
21	Ms. Yash Ketan Vimawala Huf	150	1.5
<b>Total</b>		<b>9539</b>	<b>95.39%</b>

- The top ten Shareholders of our Company two years prior to date of this Prospectus.

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	1522	15.22
2	Mr. Manish Shivnarayan Pancholi	1522	15.22
3	Mr. Maheshbhai Naranbhai Patel	987	9.87
4	Ms. Jennifer Rajesh Francis	900	9
5	Ms. Nidhiben M Pancholi	450	4.5
6	Mr. Mann M Pancholi	450	4.5
7	Mr. Maheshkumar Lodha	605	6.05
8	Mr. Nirav Jitendra Choudhry	399	3.99
9	Ms. Janushi Nirav Choudhry	100	1
10	Ms. Seema Jitendra Chaudhry	399	3.99
11	Mr. Jitendra Keshavlal Choudhry	100	1
12	Mr. Paresh Kalidas Shah	193	1.93
13	Mr. Saumil Paresh Shah	100	1
14	Mr. Tarun Mahendrabhai Koria	236	2.36
15	Mr. Chintankumar Dashrathbhai Patel	325	3.25
16	Mr. Joitaram Shantilal Patel	325	3.25
17	Mr. Mitulkumar Dashrathbhai Patel	325	3.25
18	Mr. Patel Jay	127	1.27
19	Mr. Rajendra Pratap Maganlal	174	1.74
20	Ms. Shah Shraddha Tejash	150	1.5

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
21	Ms. Yash Ketan Vimawala Huf	150	1.5
	<b>Total</b>	<b>9539</b>	<b>95.39%</b>

- g) Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.

**h) Shareholding of our Promoters**

Set forth below are the details of the build-up of shareholding of our Promoter:

<b>Mr. Rajesh Emmanuel Francis</b>									
Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post - Issue Paid Up Capital	Lock in Period
December 10, 2018	Upon Incorporation <sup>(1)</sup>	Cash	900 <sup>(1)</sup>	10	10	900	0.016%		1 Year
March 29, 2019	Further Allotment <sup>(2)</sup>	Cash	100 <sup>(2)</sup>	10	10	1000	0.018%		1 Year
March 4, 2020	Transfer-purchase <sup>(3)</sup>	Cash	63 <sup>(3)</sup>	10	10	1063	0.019%		1 Year
March 4, 2020	Transfer-purchase <sup>(4)</sup>	Cash	62 <sup>(4)</sup>	10	10	1125	0.02%		1 Year
October 24, 2020	Transfer-purchase <sup>(5)</sup>	Cash	397 <sup>(5)</sup>	10	10	1522	0.027%		1 Year
September 30, 2022	Bonus allotment <sup>(6)</sup>	N.A.	835578 <sup>(6)</sup>	10	10	837100	15.22%		1 Year and 3 Year

<sup>(1)</sup> Allotment of 2700 equity shares of face value of ₹₹10 each to Mr. Rajesh Emmanuel Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (900 equity shares) & Mr. Maheshbhai Naranbhai Patel (900 equity shares) as a result of subscription to the MoA.

<sup>(2)</sup> Further allotment of 7300 Equity Shares of Face Value ₹₹10 each to Mr. Rajesh Emmanuel Fracis (100 equity shares), Ms. Jennifer Rajesh Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (100 equity shares), Ms. Nidhiben M. Pancholi (450 equity shares), Mr Mann M. Pancholi (450 equity shares), Mr. Maheshkumar Lodha (479 equity shares), Mr. Nirav Jitendra Choudhry (330 equity shares), Ms. Janushi N. Choudhry (100 equity shares), Ms. Seema J. Choudhry (330 equity shares), Mr. Jitendra K. Choudhry (100 equity shares), Mr. Paresh K. Shah(153 equity shares),

Mr. Saumil P. Shah (100 equity shares), Mr. Tarun M. Koria (100 equity shares), Ms. Rekha T. Koria ( 82 equity shares), Mr. Mahendra Singh Rajput (536 equity shares), Ms. Lata Rajput (536 equity shares), Mr. Akshay K. Bhagat (536 equity shares), Ms. Janki A. Bhagat (536 equity shares), Mr. Ashwin R. Thummar(48 equity shares), Mr. Rakeshbhai R. Thummar (47 equity shares), Mr. Chintankumar D. Patel (280 equity shares), Mr. Joitram S. Patel (280 equity shares), Mr. Mitulkumar D. Patel(280 equity shares), Mr. Yogeshkumar N. Pethani (65 equity shares), Mr. Anil N. Pethani (65 equity shares), Mr. Jay Patel (100 equity shares), Mr. Ranjan N. Patel (67 equity shares) and Mr. Rajendra P. Maganlal (150 equity shares)

<sup>(3)</sup> Purchased shares from Akshay K. Bhagat 63 Shares.

<sup>(4)</sup> Purchased shares from Janki A. Bhagat 62 Shares.

<sup>(5)</sup> Purchased shares from Akshay K. Bhagat 397 Shares.

<sup>(6)</sup> Pursuant to AGM held on September 30, 2022 our Company has issued 54,90,000 Bonus Shares in the ratio of 65:1 to all the existing shareholders of the Company.

- upto 7850000 Equity Shares of Mr. Rajesh Emmanuel Francis will be locked-in for a period of three years and remaining for a period of one year.

<b>Mr. Manish Shivnarayan Pancholi</b>									
Date of Allotment / Transfer	Nature of Transaction	Conside ration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulati ve no. of Shares	% of Pre-Issue Paid Up Capital	% of Post - Issue Paid Up Cap ital	Lock in Period
December 10, 2018	Upon Incorporatio n <sup>(1)</sup>	Cash	900 <sup>(1)</sup>	10	10	900	0.016%		1 Year
March 29, 2019	Further Allotment <sup>(2)</sup>	Cash	100 <sup>(2)</sup>	10	10	1000	0.018%		1 Year
March 04, 2020	Transfer-purchase <sup>(3)</sup>	Cash	62 <sup>(3)</sup>	10	10	1062	0.019%		1 Year
March 04, 2020	Transfer-purchase <sup>(4)</sup>	Cash	63 <sup>(4)</sup>	10	10	1125	0.020%		1 Year
October 24, 2020	Transfer-purchase <sup>(5)</sup>	Cash	247 <sup>(5)</sup>	10	10	1372	0.024%		1 Year
October 24, 2020	Transfer-purchase <sup>(6)</sup>	Cash	150 <sup>(6)</sup>	10	10	1522	0.027%		1 Year
September 30, 2022	Bonus allotment <sup>(7)</sup>	N.A.	835578 <sup>(7)</sup>	10	10	837100	15.22%		1 Year and 3 Year

<sup>(1)</sup> Allotment of 2700 equity shares of face value of ₹10 each to Mr. Rajesh Emmanuel Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (900 equity shares) & Mr. Maheshbhai Naranbhai Patel (900 equity shares) as a result of subscription to the MoA.

<sup>(2)</sup> Further allotment of 7300 Equity Shares of Face Value ₹₹10 each to Mr. Rajesh Emmanuel Fracis (100 equity shares), Ms. Jennifer Rajesh Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (100 equity shares), Ms. Nidhiben M. Pancholi (450 equity shares), Mr Mann M. Pancholi (450 equity shares), Mr. Maheshkumar Lodha (479 equity shares), Mr. Nirav Jitendra Choudhry (330 equity shares), Ms. Janushi N. Choudhry (100 equity shares), Ms. Seema J. Choudhry (330 equity shares), Mr. Jitendra K. Choudhry (100 equity shares), Mr. Paresh K. Shah(153 equity shares), Mr. Saumil P. Shah (100 equity shares), Mr. Tarun M. Koria (100 equity shares), Ms. Rekha T. Koria ( 82 equity shares), Mr. Mahendra Singh Rajput (536 equity shares), Ms. Lata Rajput (536 equity shares), Mr. Akshay K. Bhagat (536 equity shares), Ms. Janki A. Bhagat (536 equity shares), Mr. Ashwin R. Thummar(48 equity shares), Mr. Rakeshbhai R. Thummar (47 equity shares), Mr. Chintankumar D. Patel (280 equity shares), Mr. Joitram S. Patel (280 equity shares), Mr. Mitulkumar D. Patel(280 equity shares), Mr. Yogeshkumar N. Pethani (65 equity shares), Mr. Anil N. Pethani (65 equity shares), Mr. Jay Patel (100 equity shares), Mr. Ranjan N. Patel (67 equity shares) and Mr. Rajendra P. Maganlal (150 equity shares)

<sup>(3)</sup> Purchased shares from Lata Rajput 62 Shares.

<sup>(4)</sup> Purchased shares from Mahendrasingh Rajput 63 Shares.

<sup>(5)</sup> Purchased shares from Mahendrasingh Rajput 247 Shares.

<sup>(6)</sup> Purchased shares from Janki A. Bhagat 150 Shares.

<sup>(7)</sup> Pursuant to AGM held on September 30, 2022 our Company has issued 54,90,000 Bonus Shares in the ratio of 549:1 to all the existing shareholders of the Company.

- upto 7850000 Equity Shares of Mr. Manish Shivnarayan Pancholi will be locked-in for a period of three years.

#### Notes:

- None of the shares belonging to our Promoter have been pledged till date.
- The entire Promoter' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- Our Promoters have confirmed to the Company and the Lead Managers that the Equity Shares held by our Promoter have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.
- Shares issued to Mr. Himanshu Patel pre issue will be subject to lockin for one year.

i) Our Company has Seven (7) Shareholders, as on the date of this Prospectus.

#### j) Pre-Issue and Post Issue Shareholding of our Promoter and Promoter' Group

- i. Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed Issue:

Category of Promoter	Pre-Issue		Post Issue	
	No. of Shares	% Of Pre-Issue Paid Up Capital	No. of Shares	% of Post-Issue Paid Up Capital
<b>1. Promoter</b>				
Mr. Rajesh Emmanuel Francis	8,37,100	14.59	8,37,100	10.66
Mr. Manish Shivnarayan Pancholi	8,37,100	14.59	8,37,100	10.66
<b>Total</b>	<b>16,74,200</b>	<b>29.18</b>	<b>16,74,200</b>	<b>21.32</b>
<b>2. Promoter Group (as defined by SEBI (ICDR) Regulations)</b>				
Mr. Maheshbhai Naranbhai Patel	542850	9.87	542850	6.92
Ms. Jennifer Rajesh Francis	495000	9	495000	6.31
Ms. Nidhiben M Pancholi	247500	4.5	247500	3.15
Mr. Mann M Pancholi	247500	4.5	247500	3.15
Mr. Maheshkumar Lodha	332750	6.05	332750	4.24
Mr. Nirav Jitendra Choudhry	219450	3.99	219450	2.80
Ms. Janushi Nirav Choudhry	55000	1	55000	0.70
Ms. Seema Jitendra Chaudhry	219450	3.99	219450	2.80
Mr. Jitendra Keshavlal Choudhry	55000	1	55000	0.70
Mr. Paresh Kalidas Shah	106150	1.93	106150	1.35
Mr. Saumil Paresh Shah	55000	1	55000	0.70
Mr. Tarun Mahendrabhai Koria	129800	2.36	129800	1.65
Ms. Rekha Tarun Koria	45100	0.82	45100	0.57
Mr. Ashwin R Thummar	42900	0.78	42900	0.55
Mr. Rakeshbhai R Thummar	42900	0.78	42900	0.55
Mr. Chintankumar Dashrathbhai Patel	178750	3.25	178750	2.28
Mr. Joitaram Shantilal Patel	178750	3.25	178750	2.28
Mr. Mitulkumar Dashrathbhai Patel	178750	3.25	178750	2.28
Mr. Yogeshkumar N Pethani	42900	0.78	42900	0.55
Mr. Anil Natvarlal Pethani	42900	0.78	42900	0.55
Mr. Patel Jay	69850	1.27	69850	0.89
Mr. Patel Ranjan Nitinbhai	36850	0.67	36850	0.47

Category of Promoter	Pre-Issue		Post Issue	
	No. of Shares	% Of Pre-Issue Paid Up Capital	No. of Shares	% of Post-Issue Paid Up Capital
Mr. Rajendra Pratap Maganlal	95700	1.74	95700	1.05
Mr. Shah Shraddha Tejash	82500	1.5	82500	1.05
Yash Ketan Vimawala Huf	82500	1.5	82500	1.05
<b>Total</b>	<b>38,25,800</b>	<b>66.69</b>	<b>38,25,800</b>	<b>48.74</b>
<b>3. Other Persons, Firms or Companies whose shareholding is aggregated for the purpose of disclosing in the Prospectus under the heading "Shareholding of the Promoter Group".</b>	-	-	-	-
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>55,00,000</b>	<b>95.89%</b>	<b>55,00,000</b>	<b>70.06%</b>

- ii. None of the members of the Promoter, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of the Prospectus.
- iii. None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Prospectus.

**k) Promoter' Contribution and other Lock-In details:**

i. *Details of Promoter' Contribution locked-in for 3 years*

Pursuant to the Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoter shall be considered as promoter' contribution ("Promoter' Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

**The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:**

Name of Promoter	No. of Shares locked in <sup>(a)</sup>	As a % of Post Issue Share Capital
Mr. Rajesh Emmanuel Francis	785000	10%
Mr. Manish Shivnarayan Pancholi	785000	10%
<b>Total</b>	<b>1570000</b>	<b>20%</b>

<sup>(a)</sup>For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 1(h) under "Notes to Capital Structure".

We confirm that in compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Issue except of Bonus Shares.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoter and offered for minimum 20% Promoter's Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter' Contribution subject to lock-in.

**We further confirm that our Promoter' Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.**

ii. *Details of Shares locked-in for one year*

- a) Pursuant to Regulation 238(b) of the SEBI (ICDR) Regulations, in addition to the Promoter' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue, other than the Equity Shares allotted and subscribed pursuant to the Offer for Sale.
- b) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoter have been pledged to any person, including banks and financial institutions.
- c) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- d) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- l) Neither the Company, nor it's Promoter, Directors or the Lead Managers have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- m) None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "*Our Management*" beginning on page no. 117 of this Prospectus.

- n) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "Issue Procedure" beginning on page no.214 of this Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
- o) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- p) An over-subscription to the extent of 10% of the Net Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue.

Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

- q) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
- r) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
- s) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
- t) As on date of this Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares issued through this Public Issue will be fully paid up.
- u) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- v) Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only. Also, as on the date of this Prospectus the entire pre-issue share capital of the Company has been made fully paid up.
- w) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus.
- x) As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- y) Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.

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- z) Our Promoter and Promoter Group will not participate in the Issue.
    - aa) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
    - bb) Our Company has not revalued its assets and we do not have any revaluation reserves till date.

Our Company has not made any public issue (including any rights issue to the public) since its incorporation

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

#### **Issue Proceeds & Net Issue Proceeds**

The details of the proceeds of the Issue are set forth in the table below:

(₹ in lakhs)

Sr. No.	Particulars	Amount
1	Gross Proceeds of the Issue	[●]
2	Issue related Expenses <sup>(1)</sup>	[●]
	<b>Net Proceeds of the Issue</b>	<b>[●]</b>

<sup>(1)</sup> The Issue related expenses are estimated expenses and subject to change.

#### **Net Issue**

The Objects of the Net Issue is to raise funds for:

- (a) To set up new organisation and stores under franchise model & tie up with major suppliers.
- (b) Working Capital Requirement
- (c) General Corporate Purpose

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Issue. Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

#### **Proposed Schedule of Implementation and Deployment of the Net Proceeds**

The Net Proceeds of the Issue (“Net Proceeds”) are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

Sr. No.	Object	Amount to be funded from Net Proceeds (F. Y. 2022-23)
1.	For opening new stores under franchise model	[●]
2.	Working Capital Requirement	[●]
3.	General Corporate Purpose	[●]
	<b>Net Proceeds - Total</b>	<b>[●]</b>

#### **Requirement of Funds and Means of Finance**

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in

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part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Lead Manager or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the "*Risk Factors – 23 The deployment of the Net Proceeds from the Issue are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company's management will have flexibility in utilizing the Net Proceeds from the Issue.*

#### **DETAILS OF THE FUND REQUIREMENT**

**Opening of new Magson stores either under franchise agreement or own stores.**

Presently the company is running 16 own stores, 7 under franchise agreement and 3 stores under joint venture.

It is proposed to open 10 new stores under franchise arrangement. For this purpose, we need to develop:

- 1) Organization to handle stores under franchise arrangement for operating the stores.
- 2) Standard franchise agreement.
- 3) Standard operating manuals & store operating system.
- 4) Standardization of design of stores, appointment & training of staff to support & monitor the stores operating under franchise arrangement.
- 5) Tie up with manufacturers & major suppliers for bulk purchase at best possible lower rate for own & franchise stores.

We also propose to get software for smooth operation of such stores.

The company will identify the location in selected cities and will invite franchisee to own & operate the stores as per standard operating manual.

Presently the company is having arrangement with certain manufacturers, distributor and importers for bulk purchase at special reduced rates. With increase in no of stores, the company will enter into more agreements with larger quantity to get further discount on purchases made by own stores and stores under franchise arrangement.

This arrangement is expected to increase investment in stock & debtors (supply to franchisee on credit) and increase the profit margin.

### 1) To set up New Magson Stores under Franchise Model

We propose to set up additional 10 stores in various cities of India in next 18 months under franchise model. We will establish well planned organisation to operate Magson stores to add new stores and operate the same under standard operating procedure as per our operating manual with well defined franchise agreements.

#### Details of Fund Requirement & Utilization

Rs. In Lacs

Sr. No.	Particulars	Amount Rs.
1.	To set up organization for opening & operating additional 10 stores under franchise model	
i.	Lease deposit & expenses	[•]
ii.	Lease rentals for six months	[•]
iii.	Manpower & training cost	[•]
iv.	Furniture & fixtures	[•]
v.	Computer & software	[•]
vi.	Legal & other charges for franchise agreement	[•]
vii.	For drafting standard operating agreement	[•]
	<b>Sub Total (A)</b>	[•]
2.	Brand building	[•]
3.	Additional working capital	[•]
4.	General corporate purpose	[•]
	<b>Sub Total (B)</b>	[•]
5.	Issue Expenses (C)	[•]
	<b>Total (A) + (B) + (C)</b>	[•]

## 2) Working Capital Requirements

(₹. in lakhs)

Particulars	Fiscal 2020 (Restated)	Fiscal 2021 (Restated)	Fiscal 2022 (Restated)	Fiscal 2023 (Projected)	Fiscal 2024 (Projected)
<b>Current Assets</b>					
Inventories	385.68	641.01	611.55	1055.56	1372.23
Debtors	79.17	108.91	136.58	283.08	368.00
Cash and Cash Equivalent	94.92	25.18	19.75	39.49	51.34
Short term loans and Advances	63.09	131.71	163.85	172.09	223.72
Other Current Assets	00.00	00.00	00.00	00.00	00.00
<b>Total Current Assets (A)</b>	<b>622.86</b>	<b>906.81</b>	<b>931.72</b>	<b>1550.23</b>	<b>2015.29</b>
<b>Less: Current Liabilities</b>					
Short-term borrowings	08.77	66.91	142.51	156.76	172.44
Sundry Creditors	218.68	349.68	265.83	292.41	321.65
Other Current Liabilities	11.09	67.79	178.98	196.88	216.57
Short-term provisions	80.63	128.97	125.06	137.56	151.32
<b>Total Current Liabilities (B)</b>	<b>319.17</b>	<b>613.35</b>	<b>712.37</b>	<b>783.61</b>	<b>861.97</b>
<b>Working Capital Gap (A-B)</b>	<b>303.69</b>	<b>293.46</b>	<b>219.35</b>	<b>766.61</b>	<b>1153.32</b>
<b>Source of Working Capital</b>					
Proceeds from IPO	134.64	-	-	00.00	800.00
Long Term Borrowings	-	-	-	-	-
Short Term Borrowings	169.04	-	-	-	-
Internal Accrual	303.69	293.46	219.35	766.61	353.32
<b>Total</b>	<b>303.69</b>	<b>293.46</b>	<b>219.35</b>	<b>766.61</b>	<b>1153.32</b>

### Holding Periods

Particulars		Fiscal 2020 (Restated)	Fiscal 2021 (Restated)	Fiscal 2022 (Restated)	Fiscal 2023 (Projected)	Fiscal 2024 (Projected )
Sundry Debtors Holding period	Months	0.29	0.25	0.30	0.55	0.55
Inventory Holding Period	Months	1.03	1.54	1.96	2.10	2.35
Sundry Creditor Holding Period	Months	1.04	0.99	0.84	0.71	0.60

## Justification for holding period levels

Particulars	Details
<b>Current Assets</b>	
Inventories	Inventories days are computed from the historic Restated Standalone Financial Statements and are adjusted for future expected, inventories for finished goods 1 month level for Fiscal 2022 and 2023 for supply of stock to franchisees on credit.
Trade Receivables	Trade Receivables days are computed as a function of revenue from operations from the Restated Standalone Financial Statements and are adjusted for future estimates for supply of stock to franchisees on credit. Our Company has estimated the holding level for Trade Receivable as of revenue from operations for the Financial Year 2022 and 2023, considering normal credit period.
<b>Particulars</b>	
<b>Current Liabilities</b>	
Trade Payables	Trade Payables are computed from the historic Restated Standalone Financial Statements and are adjusted for future expected with substantial decrease in projected trade payables as cost of goods consumed/ traded for the Financial Year 2022 and 2023. By making early payments to the suppliers (i.e. availing lower credit periods), the company shall be able to get competitive prices for its materials which would result in a reduction in the material cost as a percentage of sales thereby increasing the profitability of the Company. Thus the Company has estimated lower credit period which would in turn help in reducing the cost of sales and improve profitability margins.

		<i>Rs. In Lacs</i>
1.	To set up organization for opening & operating additional 10 stores under franchise model	[●]
2.	Brand building	[●]
3.	Additional working capital	[●]
4.	General corporate purpose	[●]
	<b>Total</b>	<b>[●]</b>

### 3) General Corporate Purpose

Our management will have flexibility to deploy ₹ [●], aggregating to [●]% of the Net Proceeds of the Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing leased stores or premises, or any other purposes as may be approved by our Board , subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230 (2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

## ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars, underwriters and other out of pocket expenses.	[●]	[●]	[●]
2	Brokerage and selling commission <sup>(2)(3)(4)</sup>	[●]	[●]	[●]
3	Printing & Stationery, Distribution, Postage, etc.	[●]	[●]	[●]
4	Advertisement and Marketing Expenses	[●]	[●]	[●]
5	Stock Exchange Fees, Regulatory and other Expenses	[●]	[●]	[●]
<b>Total</b>		[●]	[●]	[●]

<sup>(2)</sup> The SCSBs and other intermediaries will be entitled to a commission of ₹ 10/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

<sup>(3)</sup> The SCSBs would be entitled to processing fees of ₹ 10/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

<sup>(4)</sup> Further the SCSBs and other intermediaries will be entitled to selling commission of 0.01% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

The Issue expenses are estimated expenses and subject to change. The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

## Appraisal and Bridge Loans

No appraisal is carried out by any bank or financial institution estimates are made by the company.

## Year wise Deployment of Funds / Schedule of Implementation

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2023 – 24.

## Monitoring of Utilization of Funds

Since the proceeds from the Issue do not exceed ₹ 10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that

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all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

### **Working Capital Requirement**

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from various banks and financial institutions.

### **Interim Use of Funds**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

### **Other Confirmations / Payment to Promoters and Promoter's Group from the IPO Proceeds**

Except as mentioned under the section 'Details of Funds Requirement' in this Chapter above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business in compliance with applicable law.

## BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Shares and is [●] times of the face value. Investors should read the following basis with the sections titled "Risk Factors" and "Restated Financial Information" and the chapter titled "Our Business" beginning on page nos. 21, 140 and 968 respectively, of this 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 the Issue Price are:

- Existing stores visibility & footsteps
- Good market prospects for retail business
- Experienced Promoters in retail business and a well-trained employee base
- Proposed franchise model with firm tie up with supply chain to get best possible low cost for products to be sold.
- Optimal Utilization of Resources
- Unique Shopping Experience
- Wide Product Mix
- Strong Distribution Network
- Investment in Software/ technology/ Mobile App for online shopping
- Strong Marketing Strategy

For more details on qualitative factors, refer to chapter "Our Business" on page no. 968 of this Prospectus.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled "Restated Financial Information" beginning on page no. 140 of this Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

#### 1) Basic and Diluted Earnings Per Share ("EPS")

Particulars	Basic & Diluted	
	EPS (in ₹) <sup>(2)</sup>	Weights
Year ended on March 31, 2022	4.06	3
Year ended on March 31, 2021	3.30	2
Year ended on March 31, 2020	3.02	1
<b>Weighted Average</b>	<b>3.63</b>	
Seven months ended on October 31, 2022	2.28	
Estimated EPS for the year to be ended on March 31, 2023	4.54	

<sup>(1)</sup> For the period of seven months and not annualised

<sup>(2)</sup> Based on Standalone Restated Financials of our Company.

**Notes:**

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated,attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

- b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated , attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

- c. Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 "Earnings per Share", notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014
- d. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in "*Financial Information*" beginning on page no. 140 Prospectus.

**2) Price Earnings Ratio ("P/E") in relation to the Price of ₹ [●] per share of ₹ 10 each**

Particulars	Standalone Restated Financials
P/E ratio based on Basic and Diluted EPS as at March 31, 2022	[●]
P/E ratio based on Weighted Average EPS	[●]

**Industry Peer Group P/E Ratio**

We are unable to identify the direct listed peers of our Company hence we are unable to mention P/E ratio of listed peers.

**3) Return on Net worth (RoNW)**

**Standalone**

	RoNW (%)	Weight
Year ended on March 31, 2022	38.91	3
Year ended on March 31, 2021	51.81	2
Year ended on March 31, 2020	98.38	1
<b>Weighted Average</b>		<b>53.12</b>
Seven months ended on October 31, 2022		<b>17.93</b>

\* For the period four months and not annualised

**Note:** Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

**4) Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2022**

The minimum return on increased net worth as per standalone restated financials i.e. after Issue, required to maintain Pre-Issue Basic / Diluted EPS of ₹ 4.06 for the F.Y. 2021-22 is [●].

**Note:**

*Net worth is the sum of the share capital, the reserves and the surplus less miscellaneous expenditure not written off.*

**5) Net Asset Value (NAV) per share**

Financial Year	Standalone NAV (₹)
NAV as at March 31, 2022*	10.43
NAV as at October 31, 2022	12.71
NAV after Issue	[●]
Issue Price (₹)	[●]

\* After giving effect of Bonus share issued in September 30, 2022

**Note:** Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$$

**6) Comparison of Accounting Ratios with Listed Industry Peers:**

We are unable to identify the direct listed peers of our Company hence we are unable to mention accounting ratio of listed peers for comparision of the same.

**Financial**

- 7) The Company in consultation with the Lead Manager believes that the Issue price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is [●] times of the face value i.e. ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share.



### STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors**  
**MAGSON RETAIL AND DISTRIBUTION LIMITED,**  
 Office No. B/204, Primate, Nr. Gormoh Restaurant,  
 Opp. Mother Dairy, Judges Bungalow Cross Road,  
 Ahmedabad, Gujarat 380015 India.

Dear Sir,

**Sub:** Statement of possible Special tax benefit ('the Statement') available to Magson Retail and Distribution Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by Limited ('the Company') states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

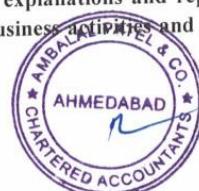
The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

We do not express any opinion or provide any assurance as to whether:

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.



Page 1 of 3

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

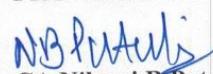
Signed in terms of our separate report of even date.

**For, AMBALAL PATEL & CO.**

**Chartered Accountants**

**Firm Reg. No: 100305W**

**PRC No:013224**

  
CA Nikunj B Patalia

Partner

Membership No:131220

Place: Ahmedabad

Date: 25/01/2023



UDIN No:23131220BGUZGY5720

#### Annexure to the statement of possible Tax Benefits

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

**1. Special Tax Benefits available to the Company under the Act:**

The Company is not entitled to any Special tax benefits under the Act.

**2. Special Tax Benefits available to the shareholders of the Company**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

**Notes:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

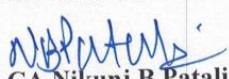
Signed in terms of our separate report of even date.

**For, AMBALAL PATEL & CO.**

**Chartered Accountants**

**Firm Reg. No: 100305W**

**PRC No:013224**

  
CA Nikunj B Patalia

Partner

Membership No:131220

Place: Ahmedabad

Date: 25/01/2023



**UDIN No: 23131220BGUZGY5720**

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## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this chapter includes extracts from publicly available information, data, statistics and has been derived from various government publications and industry sources. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 21 and 140, respectively of the Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 21 of the Prospectus. Accordingly, investment decisions should not be based on such information.

#### GLOBAL ECONOMIC OVERVIEW

Global Per-Capita Income on a Rebound After the Bump in Pandemic-Induced Calendar 2020 Historical data shows that global per-capita income has been rising despite some aberrations. For example, 2020 per-capita declined due to the COVID-19 impact, but has recovered and is projected to rise in 2022 and 2023, implying growth in the standard of living.

*Source: IMF World Economic Outlook, 2022*

Global real GDP is forecasted to grow by 2.2 percent in 2023, down from 3.2 percent in 2022. Outsized contributions to growth in 2023 are expected from China – driven by a rebound in activity following the removal of its zero covid policy – and other economies in the region, most notably India. At the same time, the US and European economies are expected to stagnate in 2023 due to brief, yet shallow, recessions.

Global real GDP growth should pick up steam in 2024 to 2.6 percent and be more evenly distributed among regions. Tailwinds to growth in 2024 will largely come from fading shocks related to the pandemic, elevated inflation, and monetary tightening.

The 10-year economic outlook signals a prolonged period of disruptions and uncertainties for businesses, but there are also opportunities. Global growth will return to its slowing trajectory once the 2022-2023 regional recessions end, with mature markets making smaller contributions to global GDP over the next decade. Nonetheless, there are still opportunities for firms to invest in both mature markets—given their wealth and need for innovation to compensate for shrinking labour forces—and emerging markets—given their need for both physical and digital infrastructure to support their sizable and young labour forces. Keys to ensuring growth over the longer term include developing new lines of business; strengthening corporate culture; embracing digital transformation and automation.

(source: <https://www.conference-board.org/topics/global-economic-outlook>)

Growth in Low-income countries LICs is projected to firm gradually to 5.1 percent in 2023 and 5.6 percent in 2024 as cost-of-living increases moderate, post-pandemic recoveries regain strength, and several countries complete the expansion of large extractive projects (figure B1.2.2.A). A small downward revision to this year's aggregate growth forecast masks a wide range of downward forecast revisions. The negative impact from high inflation is anticipated to persist in many smaller countries, being further amplified by the expected sharp

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Inflation will remain high in 2023, but will moderate. Inflationary pressures have intensified, largely due to the war in Ukraine, which has pushed up energy and food commodity prices. The higher price of energy has helped trigger increasing prices across a broad basket of goods and services. Tighter monetary policy and decelerating growth will help to eventually moderate inflation.

(Source: <https://www.oecd.org/economic-outlook/november-2022/>)

global economic slowdown and tight global financing conditions. Although, growth in the three largest LICs—Democratic Republic of Congo, Ethiopia, and Uganda, which account for over a half the group output—was revised upward slightly; projections for 2023 and 2024 had been revised down for about 65 and 50 percent of LICs, respectively. As a result, aggregate growth projections for LICs, excluding three largest economies, were revised down by 0.5 percentage point for 2023 and by 0.3 percentage point for 2024.

(Source: <https://openknowledge.worldbank.org/bitstream/handle/10986/38030/GEP-January-2023.pdf>)

With increasing prices continuing to squeeze living standards worldwide, taming inflation should be the first priority for policymakers. Tighter monetary policy will inevitably have real economic costs, but delay will only exacerbate them. Targeted fiscal support can help cushion the impact on the most vulnerable, but with government budgets stretched by the pandemic and the need for a disinflationary overall macroeconomic policy stance, such policies will need to be offset by increased taxes or lower government spending. Tighter monetary conditions will also affect financial stability, requiring judicious use of macroprudential tools and making reforms to debt resolution frameworks all the more necessary. Policies to address specific impacts on energy and food prices should focus on those most affected without distorting prices. And as the pandemic continues, vaccination rates must rise to guard against future variants. Finally, mitigating climate change continues to require urgent multilateral action to limit emissions and raise investments to hasten the green transition.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/07/26/world-economic-outlook-update-july-2022>)

## INDIAN ECONOMY OVERVIEW

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalisation of the tariff structure and digitisation of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Kharif sowing helped the agriculture sector gain momentum. As of July 11, 2022, the South-West monsoon has covered the entire country, resulting in 7% higher rainfall than the normal level.

India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships. (Source: <https://www.ibef.org/economy/indian-economy-overview>)

## GOVERNMENT INITIATIVES

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Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over the recent decade, India's rapid economic growth has led to a substantial increase in demand for exports. Moreover, many of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- In June 2022:
  - Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow.
  - The projects encompass diverse sectors such as Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace and Handloom & Textiles.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners, including major trade agreements such as the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP)..
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.

- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected 2% and 6%, respectively, in FY22.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23. (*Source: <https://www.ibef.org/economy/indian-economy-overview>*)

## GLOBAL GOURMET/ SPECILITY & FOOD RETAIL STORES MARKET:

- **Speciality Food Store: Market**

The demand for specialty food stores is projected to rise at a rate of 10.50% in the forecast period of 2021 to 2028. Improving economic condition of developing countries and change in consumer preferences is likely to serve as a factor in the forecast period for the specialty food stores market.

Specialty stores are specialized retailers of premium food products such as baked goods, candy and chocolate, snacks, soft drinks, gourmet foods, dairy products, coffee and tea.

Specialty stores market is majorly driven by increased per capita income of the consumer. Though, because of COVID-19 outbreak, national employment rate is declined but once the situation is get back to normal, it is likely to increase in the consumer spending on discretionary products which is expected to fuel the growth of the specialty food stores market in the forecasted period. Additionally, growing consumer base due to busy life style along with growing food trends are accelerating the growth of specialty food stores market. On the other side growing competition from other industries present in the market such as traditional supermarkets and grocery stores are anticipated to hamper the growth of the specialty food stores market. Nonetheless, changing consumer preference to natural food due to increasing awareness regarding health issues is expected to provide huge opportunities for specialty food stores market during the forecasted period. Whereas, specialty stores industry is facing challenges in disruption of supply chain due to outbreak of COVID-19 across the globe. North America dominates the specialty food stores market due to wider availability of specialty food through mass-market outlets and huge product innovation in the region. (*Source: <https://www.databridgemarketresearch.com/reports/global-specialty-food-stores-market>*)

## Speciality Stores Segments

The specialty stores market is segmented on the basis of type and industry products and services. The growth among segments helps you analyse niche pockets of growth and strategies to approach the market and determine your core application areas and the difference in your target markets.

- On the basis of type, the specialty food stores market is segmented into grocery stores, specialty food stores, convenience stores and beer, wine and liquor stores.
- Based on industry products and services, the specialty stores market is segmented into bakery products, candy, chocolate and snacks, dairy products, meat, eggs and seafood and other.

(Source: <https://www.databridgemarketresearch.com/reports/global-specialty-food-stores-market>)

## • Overall Food & Grocery retail Market

The global food & grocery retail market size was valued at USD 11,324.4 billion in 2021 (this includes Online and retail and both speciality and daily grocery market) and is expected to grow at a compound annual growth rate (CAGR) of 3.0% from 2022 to 2030. The growth can be primarily attributed to COVID-19 lockdown-induced higher spending on groceries, increased online-grocery sales volume, and consumer polarization. The pandemic resulted in the emergence of consumer polarization where some consumers scaled up to purchase expensive products. Furthermore, the pandemic-induced increased cooking at home has been a major growth driver for the market growth. The COVID-19 pandemic has altered the food and grocery retail industry. (Source: <https://www.grandviewresearch.com/industry-analysis/food-grocery-retail-market>)

According to Public Health England's report "Impact of COVID-19 Pandemic on Grocery Shopping Behaviours", grocery sales surged by nearly 11.1% in the U.K. when the first shutdown began in March 2020 up to the week ending June 2020, compared to the same period in 2019 (Source: <https://www.grandviewresearch.com/industry-analysis/food-grocery-retail-market>)

USA is the largest market of Food & Grocery retail market, USA consumers spend an estimate of USD 1.77 trillion on food and beverages each year. The Largest food retailer in the world is Walmart with a revenue of USD 559.151 Billion and a net income of USD14.88 billion. (Source: <https://www.zippia.com/advice/largest-food-retailers>)

## • Global Speciality Foods Market.

The global speciality food market grew from USD 159.01 billion in 2021 to USD 167.46 billion in year 2022 at a CAGR rate of 5.3%. the speciality foods market is expected to grow to USD 204.06 billion by year 2026 at a CAGR rate of 5.1%

The growth in the number of millennials preferring at-home and healthy meals, coupled with a growing interest in having nutritious food for a healthy lifestyle, is increasing the demand for specialty foods. According to Specialty Foods Association (SFA), millennials are twice likely to plan at-home meals and giving high preferences for specialty products to create interesting and healthy eating experiences. Moreover, according to the research from the NDP Group in 2019, millennials, Gen X, and baby boomers are expected to eat more meals at home. Thus, growth in millennials' at-home cooking activities and preferences for healthy foods are expected to boost revenue for the specialty foods market in the coming years (Source: <https://www.thebusinessresearchcompany.com/report/specialty-foods-global-market-report>)

The global specialty foods market is segmented as under-

- 1) Product Type: Cheese and Plant-based cheese, Frozen or refrigerated meat, poultry, and seafood, Chips, Pretzels, and Snacks, Bread and Baked goods, Chocolate and Other Confectionery, Other Product Types
- 2) Distribution Channel: Food Service, Retail, Online
- 3) Consumer Generation: Gen-Z, Millennials, Gen-X, Baby Boomers

## • Global Frozen Food Market.

The global frozen food market size was valued at USD 244.3 billion in year 2020 and is projected to reach the value of about USD 312.3 billion by year 2025, at a CAGR of 5%. Developments in the retail landscape,

rising demand for convenience food, and technological advancement in the cold chain market are major driving factor for the growth in market.

The offline segment is expected to account for the largest share in the market in years to come. The infrastructure of convenience stores and hypermarkets including freezing and temperature-controlled facilities, which are driving the growth of this segment as a distribution channel for frozen products.

Europe accounted for the largest market share in the market. Population growth, rapid urbanization and the rise in consumer awareness about the benefits of frozen food are the demand for frozen in the region.

(Source:[https://www.marketsandmarkets.com/Market-Reports/global-frozen-and-convenience-food-market-advanced-technologies-and-global-market-130.html?gclid=CjwKCAjwzY2bBhB6EiwAPPUpZoOhk5\\_iTGjcgN\\_xhW4TNB3SrLIDE9pYeBONnn-DyPuHxFEVG1SMBoC4xUQAvD\\_BwE](https://www.marketsandmarkets.com/Market-Reports/global-frozen-and-convenience-food-market-advanced-technologies-and-global-market-130.html?gclid=CjwKCAjwzY2bBhB6EiwAPPUpZoOhk5_iTGjcgN_xhW4TNB3SrLIDE9pYeBONnn-DyPuHxFEVG1SMBoC4xUQAvD_BwE))

## INDIAN GOURMET/ SPECILITY & FOOD RETAIL STORES MARKET

Food and grocery are the most significant segments in the Indian retail sector, with an opportunity worth \$570 bn and accounting for 66 per cent of the country's total retail spend, as per a report done by Invest India forum Organised food and grocery retail market to reach \$60 bn by 2025.

The market is expected to grow at a CAGR of 8 per cent, supported by macro drivers such as increasing per capita income, urbanisation, and rising nuclear families. Conversion from unpackaged to packaged, premiumisation, and demand for convenience are some key drivers at a segment level.

Due to evolving lifestyles and purchasing habits, more consumers are shopping at modern retail stores and stocking up on groceries instead of shopping frequently at neighbourhood Kirana's. Convenience stores have also become popular in urban clusters to cater to the increasingly busy lifestyle.

Although conventional categories like Staples and Fresh account for ~80 per cent of the total food retail spend, emerging categories of packaged snacks, confectionery, and beverages are overgrowing at a compounded rate of 15 per cent. Increasing awareness around health and wellness is set to shape consumer preferences across categories increasingly. (Source:<https://thermalcontrolmagazine.com/guest-column/trends-in-food-retail-in-india-2/>)

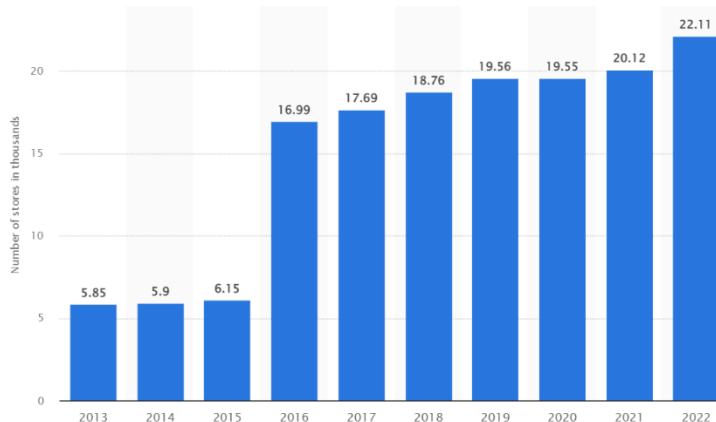
The number of modern retail grocery retailers across India amounted to over 22 thousand in 2022. Even though this format has grown consistently since 2013, it was a small portion compared to the number of traditional grocery retailers which was over 12 million in number the same year. Traditional stores include kiranas or corner shops, which account for a significant share of the retail market in the country. Modern Retail grocery store are growing fast in Indian due to various factors influencing the buying behaviour of the consumers.

Highlights of Indian Gourmet and Food Industry:

- Revenue in the Food market amounts to US\$963.60bn in 2023. The market is expected to grow annually by 7.23% (CAGR 2023-2027).
- The market's largest segment is the segment Bread & Cereal Products with a market volume of US\$173.90bn in 2023.
- In global comparison, most revenue is generated in China (US\$1,386.00bn in 2023).
- In relation to total population figures, per person revenues of US\$678.70 are generated in 2023.
- In the Food market, 1.2% of total revenue will be generated through online sales by 2023.

- In the Food market, volume is expected to amount to 663.70bn kg by 2027. The Food market is expected to show a volume growth of 6.0% in 2024.
- The average volume per person in the Food market is expected to amount to 419.30kg in 2023.

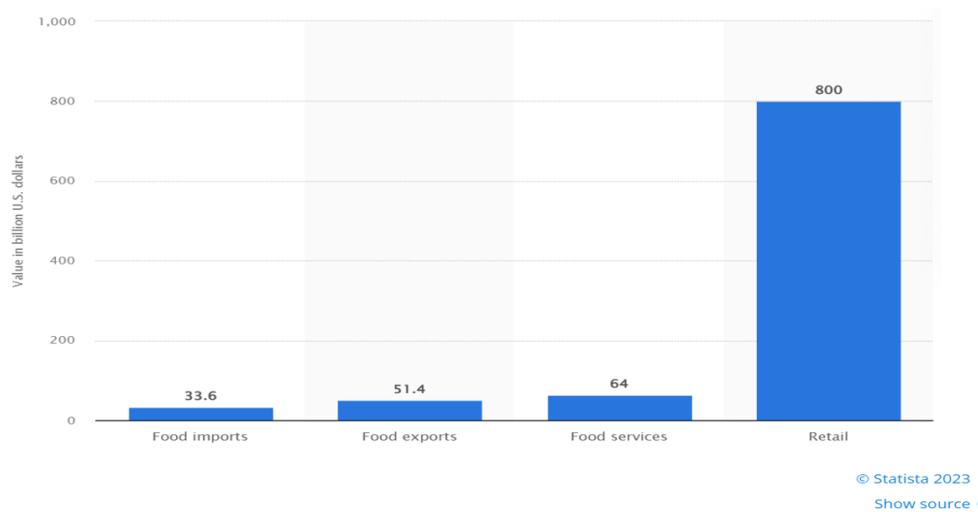
Source: <https://www.statista.com/outlook/cmo/food/india>



(Source: <https://www.statista.com/statistics/1048739/india-number-of-modern-grocery-retail-stores/>)

### Product segments in food and Gourmet Industry.

The Food market includes all kinds of fresh and processed foods. The market is divided into following segments: Dairy Products & Eggs, Meat, Fish & Seafood, Vegetables, Fruits, Bread & Cereal Products, Oils & Fats, Spreads & Sweeteners, Sauces & Condiments, Convenience Food, Confectionery & Snacks, Baby Food and Pet Food. Food represents a significant part of household expenditure, but its relative importance compared to other products decreases with increasing income.



The retail food market was most valuable among other segments in the food industry in India. Retail accounted for about 800 billion U.S. dollars in 2021. Food services ranked second that year, at 64 billion dollars.

Source: <https://www.statista.com/statistics/1278187/india-food-industry-value-by-channel/>

## OUR BUSINESS

*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled 'Risk Factors' and 'Financial Statements' and the chapter titled 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page nos.21, 140 and 170 respectively, of this Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Prospectus, all references to "we", "us", "our" and "our Company" are to Magson Retail and Distribution Limited.*

### OVERVIEW

Our company was incorporated as Magson Retail & Distribution Private Limited on December 10, 2018 under Companies Act, 2013. Further the name of the company was subsequently changed to "Magson Retail & Distribution Limited" pursuant to a special resolution passed by the shareholders of the company at the Annual General Meeting held on 30<sup>th</sup> September, 2022. A fresh certificate of incorporation consequent upon change of name was issued on 20<sup>th</sup> December 2022 by the Registrar of Companies, Ahmedabad, Gujarat.

The company is engaged in the retail and Distribution business of gourmet, frozen food and speciality foods. Company has its corporate office located in Ahmedabad, Gujarat. Following is the detail about the companies retail and distribution business.

- **Retail Business**

Currently company operates 26 retail stores/outlets of which 16 are operated by the company and 7 are operated by franchise owners and 3 stores are operated under 2 joint ventures, MRDL operates all its stores under the registered brand name "MagSon". The said stores/outlets are located across Western India with 26 outlets in prominent cities which includes one each in Thane, Maharashtra, Udaipur, Rajasthan, Gandhinagar, Gujarat, Anand, Gujarat, Rajkot, Gujarat, Jamnagar, Gujarat and Gandhidham, Gujarat. Three store each in Surat, Gujarat, Vadodara, Gujarat and thirteen stores/outlets in Ahmedabad (including one chocolate store). The total retail space of 26 outlets/stores is more than 30,000 sq.ft. with total stock (SKU) count in store being more than 3000 units.

MRDL has also has a presence on e-commerce and online shopping, we have developed an e-commerce mobile app available both for Apple and Android users. With the help mobile application customers can order online and get the products delivered. Mobile application also helps sending regular updates to customers and built customer relations.

- **Business under own Brand RF Gourmet**

In December 2021 we launched Rf Gourmet our own brand having a range of premium products such as French Fries, Fiery Fries, Chilli Garlic Potato Shots, Delhi Aloo Tikki, Veggie Burger Tikki, Chunky Fries, Eggs and a range of Chicken Seekh Kababs. All our products in this brand are sourced from top vendors ensuring premium quality and then are packed marketed by Magson under this Brand. All the products under this brand are introduced after analysing the prevailing market gap and increasing demand for our products.

- **Distribution Business**

With regard to distribution business of MRDL, company has on rent a warehouse of more than 14,000 sq.ft. in Ahmedabad, Gujarat from where it manages its inventory. MRDL procures 75% of the products directly from the manufacturers thereby eliminating the middle men which enable the company to earn higher margins. Other 25% is supplied directly from other distributors/wholesalers.

## Product Offerings

Company has wide range of product offerings with over 3000 SKU count. MRDL product offerings can be divided in to following categories

- Frozen food Vegetarian and Non vegetarian
- Premium Cheese and Dairy products
- Exotic Vegetables and fruits
- Ambient Products
- Imported/ luxury Chocolates
- Imported packed products

- **About "MagSon" Brand name**

The brand was established in 2009 by Mr. Rajesh Francis and Mr. Manish Pancholi, MagSon became a popular with its target customer for buying Frozen food products. As the promoters started expanding the product range Brand name MagSon become popular to buy premium food products, Imported and gourmet exotic products. Today the Brand MagSon is well known for its product range and also a unique customer experience.

- **About Management**

Mr. Rajesh Francis, Mr. Rajendra Maganlal and Mr. Manish Pancholi are the driving force behind the business and are focused to grow the business. Following is the brief background about key management persons and there rolls and responsibilities in managing the business

- **Mr. Rajesh Francis**

Mr. Rajesh has over 25 years of experience in the Advertising, Banking, Restaurant & Retail sector. He looks after business development & Finance department in the company.

- **Mr. Rajendra Maganlal**

Mr. Rajendra has over 45 years of experience in Food Retail & Distribution business. He looks after Strategic Planning & Corporate Development of MRDL

- **Mr. Manish Pancholi**

Mr Manish is a co-founder of Magson. Along with Mr. Francis, His vision and business acumen has helped Magson to grow its business and explore business opportunities.

## STRENGTHS

Following are the key strength of MRDL which makes it stand out from other retail stores.

- **Unique Shopping Experience**

We have designed our store layout to give a unique shopping experience to our customers. Customer experience is backed by trained employees to help customers in shopping. Further to add to the shopping experience is that we maintain a standard shopping experience across all of our stores which makes customer shopping easy and quick.

- **Wide Product Mix**

Our stores have a wide product range which includes Frozen food Vegetarian and Non vegetarian, Premium Cheese and Dairy products, Exotic Vegetables and fruits, Ambient Products, Imported/ luxury Chocolates, Imported packed products. With over 3000 plus products on offer to our customers, MRDL has a edge over its competition

- **Strong Distribution Network**

MRDL has a strong product sourcing network and 75% of our products are sourced directly from the manufactures which helps us to offer the products at a competitive price to the customers and also maintain a good profit margin. With 14,000 sq.ft of warehouse located at a strategic location to manage the inventory levels.

- **Investment in Software/ technology/ Mobile App for online shopping**

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MRDL has invested in Software for customer relationship management, which helps us to be connected with our customers. We developed a mobile app for our online order, where the customers can view the wide range of products and place orders, locate stores and get updates on products and offers. Over the years we also have invested in software and technology for inventory management and other internal control to manage the retail business efficiently.

- **Strong Marketing Strategy**

MRDL is focused to cater the needs of its target customers, We have a clear marketing strategy to attract our customers. We have time again run marketing campaign on radio, news paper advertisements and on social media to promote our brand MagSon.

### Awards & Achievements

Our company has won several awards over the years. Following are some of the awards and Achievements of MRDL

- **COCA COLA GOLDEN SPOON AWARDS 2017**  
For RETAILER OF THE YEAR (IMPORTED & GOURMET FOODS) Published in AHMEDABAD TIMES in February 2017.
- **TIMES NETWORK AWARD FOR MARKETING EXCELLENCE 2018**  
In IMPORTED & GOURMET FOODS category
- **ET NOW GLOBAL AWARDS FOR RETAIL EXCELLENCE 2018**  
For RETAILER OF THE YEAR (IMPORTED & GOURMET FOODS)
- **GUJARAT BRAND LEADERSHIP AWARDS 2019**  
For BRAND EXCELLENCE IN REAIL SECTOR
- **Coca Cola Golden Spoon Awards 2019**  
For IMAGES Most Admired Food & Grocery Retailer of the Year
- **THE TIMES OF INDIA EMERGING ICONS OF GUJARAT 2020**  
Published in EMERGING ICONS OF GUJARAT in February 2020.
- **MYFM LEADERSHIP Award 2020**  
For Excellence in Gourmet Food in February 2020
- **Coca Cola Golden Spoon Awards 2020**  
For IMAGES Most Admired Speciality Store of The Year Published in PROGRESSIVE GROCER in February 2021.
- **TIMES ICONS OF VADODARA 2021**  
In the Category Gourmet Food Chain Published in THE TIMES OF INDIA, VADODARA in February 2021.
- **TIMES ICONS OF SURAT 20-2021**  
In the Category Excellence in Gourmet Food Chain Published in THE TIMES OF INDIA, SURAT in March 2021.
- **MagSon Udaipur Store Launch Article Published in PROGRESSIVE GROCER in April 2021**
- **MagSon Journey Article Published in INDIA FORBES in April 2021.**
- **TIMES REALTY & RETAIL ICONS -2021, AHMEDABAD in September, 2021**
- **Coca Cola Golden Spoon Awards 2022**  
In the category Most Admired in Food & Grocery Retailers Published in the PROGRESIVE GROCER in April 2022.
- **IMAGES Food & Grocery Retail Icons of India**
- **For Outstanding and Creative achievers in Grocery Retail 2022. Published in the PROGRESIVE GROCER in April 2022.**

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- **IMAGES Food & Grocery Retail Icons of India**

For Outstanding and Creative achievers in Grocery Retail 2022. Published in the PROGRESIVE GROCER in April 2022.

- **RETAIL OF THE YEAR 2022**

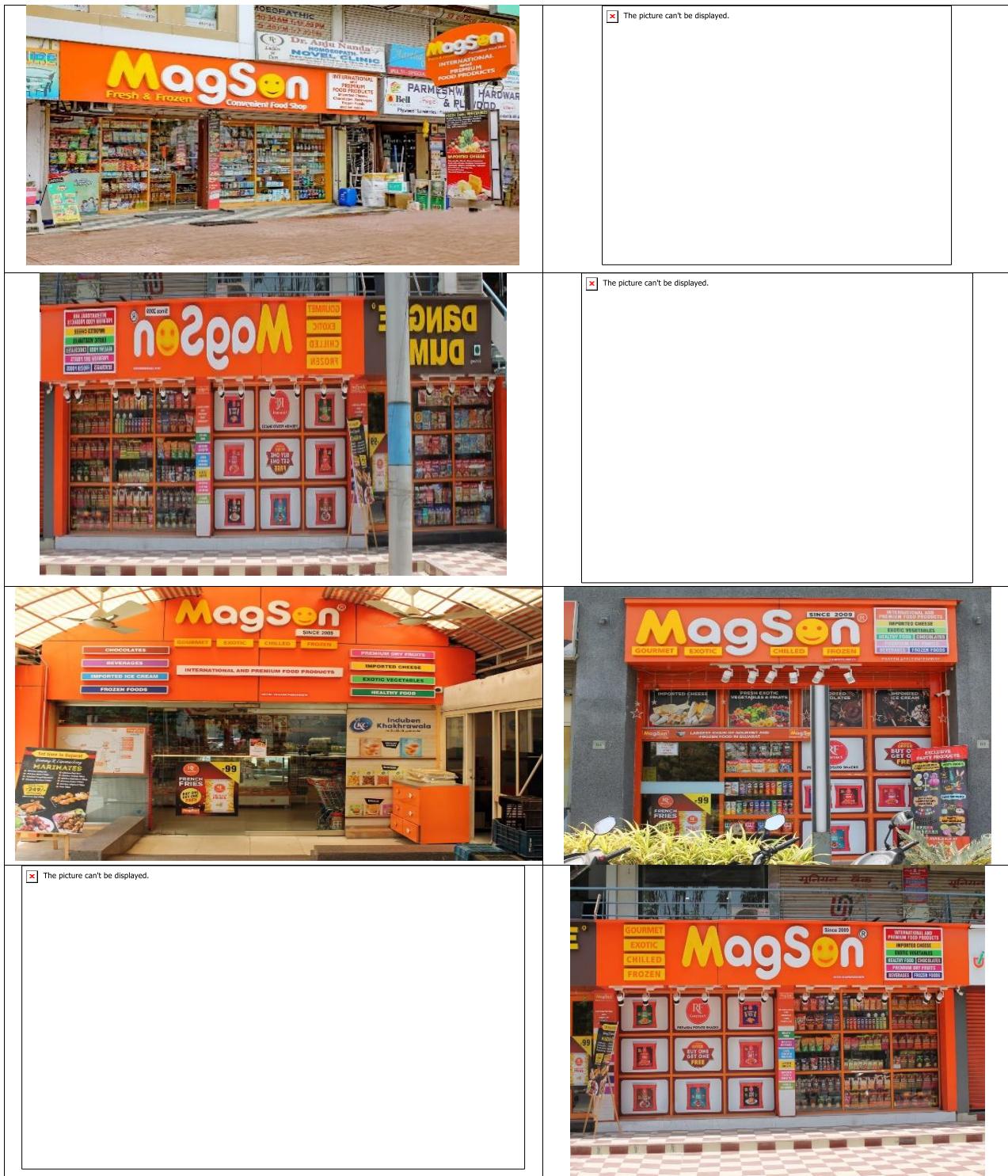
In the Gourmet Food category at Gujarat Brand Leadership Awards in August 2022.

Retail products in MagSon Store

MRDL retails following brand products



## Store Photos at different locations



## DETAILS OF OUR BUSINESS

### Location

#### **Registered Office:**

Registered office of our company is located at 204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015, Gujarat, India.

#### **List of stores :**

"Magson Retail And Distribution Ltd." is running 26 stores under the brand name "Magson" in various places of India.

The Company is presently operating 26 retail stores at following locations:

Sr. No.	Area / Location of the Store	No. of Stores
1.	Ahmedabad	12
2.	Vadodara	4
3.	Surat	3
4.	Gandhinagar	1
5.	Rajkot	1
6.	Jamnagar	1
7.	Gandhidham	1
8.	Anand	1
9.	Udaipur	1
10	Thane, Mumbai	1
	Total	26

Sr.No.		Address
<b>AHMEDABAD</b>		
1	VASTRAPUR	5, Amar Complex, Opp Chanakya Tower, Sandesh Press Road, Vastrapur, A'bad.
2	PRAHLAD NAGAR	37-38, Riviera Arcade, Opp. Starbucks, Prahlad Nagar,A'bad.
3	SINDHU BHAVAN	Shop No. 6, K 158 Complex, Next to ICICI Bank, Nr.Sindhu Bhavan Road, Bodakdev,A'bad.
4	SAL HOSPITAL ROAD	3,4 & 5, Shailly Complex, Opp. Surdhara Bungalows Society, SAL Hospital Rd, Thaltej,A'bad.
5	NEW C.G ROAD	18, Trishla Complex, Nr Poddar School, Opp Sakar School,New CG Road,Chandkheda, A'bad.
<b>BARODA</b>		
6	ALKAPURI	Panorama Complex, Opp. Welcome Hotel, Alkapuri, Vadodara.
7	GOTRI MAIN ROAD	Shop No. 1, GF, Madhu's Icon, Nr. Yes Complex, Gotri Main Road, Gotri, Vadodara

8	VASNA BHAYLI ROAD	10-11, Nilkanth Gold, Nr. Nilambar Bungalow-1, Vasna-Bhayli Road, Vadodara.
<b>SURAT</b>		
9	ADAJAN	G-11,12 Millenium Arcade, Below You Broadband, Gujarat Gas Circle, Adajan, Surat.
10	PARLE POINT	U-6/7, Malhar Complex, Opp. Sargam Shopping Centre, Nr. SVNIT, Parle Point, Surat.
11	VESU	G-37, Exult Shoppers, Near Siddhi Vinayak Temple, Vesu, Surat.
<b>RAJKOT</b>		
12	UNIVERSITY ROAD	Ground Floor, Fortune Square, Kotecha Chowk, University Road, Below Bank of India, Rajkot.
<b>JAMNAGAR</b>		
13	DIGJAM CIRCLE	5, Vinayak Complex, Nr Fortune Hotel, Digjam Circle, Jamnagar.
<b>GANDHIDHAM</b>		
14	MAIN MARKET RD E	116 Dbz, Chandan Complex, Nr.Khanna Market, Gandhidham.
<b>UDAIPUR</b>		
15	SAHEL MARG	20 – B/2, Saheli Marg, Broadway Hotel Building, UIT Puliya, Udaipur, Rajasthan.
16	MY CHOCOLATE WORLD	5,Aaron Spectra, Behind Rajpath Club Rajpath Rangoli Road, Bodakdev.

### Joint ventures

Sr.No.		Address
1	NAVRANGPURA	1,2, Vijay Plaza, Opp. Brand Factory, Vijay Char Rasta, Navrangpura, A'bad.
2	HEBATPUR	G-4, Earth Essence, Nr. Hebatpur Cross Roads, Zydus Hospital Road, Thaltej, A'bad.
3	SOUTH BOPAL	Shop No. 1, Binori Gracia, Opp. Axis Bank, Near SOBO Centre, South Bopal, A'bad.

### Franchise

Sr.No.		Address
1	SAVVY SWARAAJ	GF 5 & 6, High Street Retail Annexe,Opp. Sports Complex,Jagatpur,A'bad.
2	ADANI SHANTIGRAM	Shop No. 112,113, Shoppers Plaza, Adani Shantigram, Nr. Vaishnodevi Circle, A'bad.
3	INDIRA BRIDGE	Plot No. 20, Nr. Kyra Hotel, Indira Bridge Circle, Hansol, A'bad.

4	GANDHINAGAR	36, Super Mall-1, Infocity, Nr. SBI Infocity Branch, SG Road, Gandhinagar.
5	MAKARPURA	Shop No. 1 & 2, Greenwood Complex, Nr. Shell Petrol Pump, Makarpura Road, Vadodara.
6	ANAND	Care 32 Dental Center, Beside Time Cinema, Anand.
7	MUMBAI	1, Vesta 'A' Wing, Lodha Paradise, Opp Lodha World School, Majiwada, Thane (W), Mumbai.

#### Warehouse

Sr.No.		Address
1	1ST AND 2ND FLOOR :- APROX 14000 SQR FIT  CAPACITY :- APROX RS 2 CR	No 13- V L Estate, Near Ujala Chokdi, Sarkhej-Bavla Road, Sarkhej Ahmedabad Gujarat 382210

#### Utilities

##### Power & Water

Our company meets its power requirements for our registered office and all stores by purchasing electricity from concerned electricity company in respective areas. Water is required only for human consumption cleaning and rest rooms at office, stores and warehouse which is provided by the local authorities.

##### Export and Export Obligation

The company do not have any export obligations as on the date of this Prospectus.

##### Human Resource

We believe that a motivated and empowered employee base is the key to our operations and business strategy. Currently, our company has at its disposal a dynamic team of manpower. These professionals are assisted by office & administration staff and finance professionals who work in unison in order to meet requirements of the Company and attain organizational goals and targets within the set time frame.

We employ 165 employees as on October 31, 2022. The details of manpower employed as on october 31, 2022 are as under:

Sr. No	Category	Number of employees
1.	Executive Director & Key Managerial Personnel	07
2.	Other Employees	158
	<b>Total</b>	<b>165</b>

## Insurance

Details of major insurances taken by us are given below:

Sr. No.	Name of Insurance Company	Details of Assets /Goods covered under the policy	Policy No.	Validity Period	Sum Insured	Premium p.a.
1.	NATIONAL INSURANCE CO LTD	(OFFICE) COMPUTERNDELL SERVER,IBALL ,CC TV CAMERA ,,,FURNITURE,CASH ON HAND CABINET,ELECTRONICS LCD MONITOR,TV,AC,ELECTRICALS	(1)301200592210000095 (2)30120044221000007	24-4-22 TO25-4-23	1059937	3065
2.	HDFC ERGO	(SARKHEJ)COMPUTERS,COLD ROOM ,DEEP FREEZER,CASH ON HAND ,AC,STOCK,FURNITURE AND FIXTURE,ELECTRICALS,CC TV CAMERA , TV LED BOARD	:2949 2049 3159 960000	28-9-23 TO27-9-23	25698944	61497
3.	HDFC ERGO	( VASNA BARODA) CASH ON HAND,FURNITURE,ELECTRICA LS COMPUTERS,,CCTV CAMERA ,DEEP FREZER, AC,STOCK,TV LED BOARD	:2949 2049 3502 460000	28-9-23 TO27-9-23	6134238	5408
4	NATIONAL INSURANCE CO LTD	(ALKAPURI BARODA) CASH ON HAND,FURNITURE,ELECTRICA LS COMPUTERS,,AC,DEEP FREZER,STOCK,CC LED BOARD TV CAMERA,TV,STOCK	301200592210001074	21-1-23 TO20-1-24	5978762	17271
5	NATIONAL INSURANCE CO LTD	( GOTRI) FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREZER,STOCK,CC LED BOARD TVCAMERA,TV,STOCK	30120059221000631	9-9-22 TO8-9-23	5604975	16242
6	NATIONAL INSURANCE CO LTD	( SINDHUBHAVAN) CASH ON HAND,FURNITURE,ELECTRICA LS COMPUTERS,,AC,DEEP FREZER,STOCK,CC TVCAMERA,TV,LED BOARD,	30120059221000358	25-6-22 TO24-6-23	8165000	23139
7	HDFC ERGO	( SURDHARA) CASH ON HAND,FURNITURE,ELECTRICA LS COMPUTERS,,AC,DEEP FREZER,STOCK,CC, TVCAMERA,TV,LED BOARD	:2949 2041 5654 9301000	18-5-22 TO17-5-23	8301545	10267
8	HDFC ERGO	(MCW) CASH ON HAND,FURNITURE,ELECTRICA LS COMPUTERS,,AC,DEEP FREZER,STOCK,CC, STOCK,TVCAMERA,TV,LED	2949 2049 3793 970000	28-9-22 TO27-9-23	5339152	7794
9	NATIONAL INSURANCE CO LTD	(PARLE POINT ) CASH ON HAND,FURNITURE,ELECTRICA LS COMPUTERS,,AC,DEEP FREEZ,COMPUTER,CC TV CAMERA ,TV,LED BOARD,STOCK	30120059221000803	26-10-22 TO25-10-23	3600000	10519

10	ORIENTAL INSURANCE	(JMN)CASH ON HAND,FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREEZ,COMPUTER,CC TV CAMERA ,TV,LED BOARD,STOCK	143700/48/2022/1453	15-9-22 TO 14-9-23	1660000	3426
11	NATIONAL INSURANCE LTD	(RJK)CASH ON HAND,FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREEZ,COMPUTER,CC TV CAMERASTOCK ,TV,LED BOARD	301200592210000822	27-10-22 TO 26-10-23	4906460	14011
12	ORIENTAL INSURANCE	(GANDHIDHAM)CASH ON HAND,FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREEZ,COMPUTER,CC TV CAMERA ,TV,LED BOARD,STOCK	142200/48/2023/9619	24-9-22 TO 23-9-23	1700000	2550
13	NATIONAL INSURANCE LTD	(VESU)CASH ON HAND,FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREEZ,COMPUTER,CC TV CAMERA ,TV,LED BOARD,STOCK	301200592210000871	04-11-2022 TO 3-11-2023	5000000	14485
14	NATIONAL INSURANCE LTD	(ADJ) CASH ON HAND,FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREZER,STOCK,CC, STOCK,TCAMERA,TV,LED BOARD	(1)311500592210000939 (2)311500592210000940	24-3-23 TO 23-3-24	3121400	10428
15	THE NEW INDIA ASSURANCE LTD.	(UDAIPUR)ON ALL TYPE OF TRADING STOCKS OF FOOD ITEMS CASH ON HAND,FURNITURE,ELECTRICALS COMPUTERS,,AC,DEEP FREZER,STOCK,CC, TCAMERA,TV,LED BOARD	33040048220600000 003	23-4-22 to 22-4-23	9500000	21854
16	NATIONAL INSURANCE LTD	(VAST)COMPUTERS,,AC,DEEP FREZER,STOCK,CC, TCAMERA,TV,LED BOARD ON ALL TYPE OF TRADING STOCKS OF FOOD ITEMS CASH ON HAND,FURNITURE,ELECTRICALS	301200592210001315	21/3/23 TO 20/3/24	4420606	13383
17	NATIONAL INSURANCE LTD	(CHANDKHEDA)COMPUTER,LED TV,CC TV CAMERA,LED BOARD,FREZER,STOCK,CASH ON HAND,FURNITURE,AC	301200592210000563	20/8/22 TO 19/8/23	1884000	5856
18	NATIONAL INSURANCE LTD	(PRAHLADNAGR)COMPUTER,LED TV,CC TV CAMERA,LED BOARD,FREZER,STOCK,CASH ON HAND,FURNITURE,AC	301200592210000870	8-11-2022 TO 7-11-2023	5524967	16354

### Intellectual Property Rights

As on the date of the Prospectus, our Company is using following Trademarks registered in the name of the Company.

Sr. No.	Logo	Date of Application	Valid Upto	Application No.	Class	Status
1.		23-01-2014	23-01-2024	2664960	35	Registered
2.		03/09/2021	03/09/2031	5115642	30	Registered
3.		03/09/2021	03/09/2031	5115643	35	Registered
4.		23/07/2022	-	5541422	30	Applied For Registratation
5.		23/07/2022	-	5541425	35	Applied For Registration

### Properties

The details of leasehold properties, which we occupy for our business operations, are as under:

Sr. No.	Details of premises	Name of Lessor & Lessee	Amount & Tenure of Rent	Purpose
1.	3,4, 5 Amar Complex, Sandesh Press Road VASTRAPUR	(1) SHOP NO 5- MANISH PANCHOLI AND RAJESH FRANCIS (2 ) SHOP NO 3 -4 CHETNABEN,KOKILABEN,DILIPBHAI	45000+85000=130000 ( 5YEAR)	BUSINESS
2.	37 AND 38Riviera Arcade, Opp. Starbucks PRAHLADNAGAR	SAI KIRAN KHANNAAND MUNJAL SUNUL SHAH	475000 ( 5 YEAR)	BUSINESS
3.	K158 Complex, Nr. ICICI Bank SINDHU BHAVAN ROAD	MOHIT,SANJAYBHAI,SURAJBHAI,, VISHALBHAI GIRDHAR,RANJANA MOTWANI,VASUDEV	374250 ( 3 YEAR)	BUSINESS
4	SHOP NO 3,4,5, Shaily Complex, Nr. Surdhara Circle SAL HOSPITAL ROAD	TAJAMULLAH,HARDIK MEHTA,RAVIBHAI VIRENDRA MEHTA	145000( 5 YEAR)	BUSINESS
5	17,18TrishlaComplex,Chandkheda	HANSABEN AND HASUMATIBEN RAVAL	89250 ( 3YEAR)	BUSINESS
6	Panorama Complex, Opp. Welcome Hotel alkapuri	MAULIKA DESAI	413440 (3YEAR)	BUSINESS

7	Madhu's Icon, Near Yash Complex Gotri Main Road Gotri	KIRAN BHOGILAL SHAH	135000 ( 3 YEAR)	BUSINESS
8	10-11, Neelkanth Gold Nr. Neelambar Bungalow-1, Vasna-Bhayli Road, Vadodara	SHREYANSH SHASH AND SONAL SHAH	141000 ( 3 YEAR)	BUSINESS
9	Millennium Arcade, Gujarat adajan Gas Circle adajan	JASHMIN AND PIYUSH DAPAKWALA	50000 ( 5 YEAR)	BUSINESS
10	Malhar Complex, Opp. Sargam Shopping, parlepoint	CHAMPAKLAL,NITUBEN,GEETABEN, PRALAY PATEL	70615 ( 5YEAR)	BUSINESS
11	Exult Shoppers Nr. Siddhi Vinayak Temple vesu	JITENDRA BRAHMBHAT	140875 ( 5 YEAR)	BUSINESS
12	Fortune Square, University Road rajkot	ANSUYABEN,CHAMPAKLAL, HEMLATABEN	246000 ( 3 YEAR)	BUSINESS
13	Vinayak Plaza, Digjam Circle. Jamnagar	SEEMABEN MAHENDRAKUMAR AGHERA	29229 ( 5 YEAR)	BUSINESS
14	DBZ-N-116, Chandan Complex gandhidham	SMIT ASHOKKUMAR CHANDAN	38283 ( 5 YEAR )	BUSINESS
15	Broadway Hotel Building, UIT Puliya udaipur	BURMAN ASSOCIATS	231000 ( 5 YEAR )	BUSINESS
16	V 1 estate near ujala chokdi, sarkhej ahmedabad	NEELAM AGRAWAL AND RAUNAK AGRAWAL	236250 ( 3 YEAR)	GODOWN
17	204/b primate complex, opp mother milk palace, bodakdev, ahmedabad	VIPUL JOGI, RAKHI V JOGI	81191 ( 3 YEAR)	OFFICE
18	5, Aaron Spectra, Behind Rajpath Club Rajpath Rangoli Road, Bodakdev	ARKS VENTURES	128547 ( 5 YEAR)	BUSINESS

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## KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

The company is operating retail grocery and consumable retail stores in India. 16 Stores are owned and operated by company. 7 stores are under franchise agreement and 3 stores are under 2 joint venture with two parties. Our Retail store business is growing as we are also known for offering unique products which are not offered by our competitors.

For details of Government Approvals obtained by us in compliance with these regulations, please see the chapter titled “*Government and Other Key Approvals*” beginning on page 188 of this Prospectus.

### A. LABOUR RELATED LEGISLATIONS:

#### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019 and is published in the official gazette. The Code replaces the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

#### **The Code on Social Security, 2020 (the “Code”)**

The Code received the assent of the President of India on September 28, 2020 and is published in the official gazette. The code will replace the nine existing laws namely (i) The Employees’ Compensation Act, 1923 (ii) The Employees’ State Insurance Act, 1948 (iii) The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (iv) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 (v) The Maternity Benefit Act, 1961 (vi) The Payment of Gratuity Act, 1972 (vii) The Cine Workers Welfare Fund Act, 1981 (viii) The Building and Other Construction Workers Welfare Cess Act, 1996 (ix) Unorganised Workers’ Social Security Act, 2008. The Code extends to the whole of India and covers all employees and workers whether in the organised, unorganised or any other sector and other connected and incidental matters

#### **Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 (the “Child Labour Act”)**

The Child Labour Act prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

#### **The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (the “Act”)**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty

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to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

## **B. TAX RELATED LEGISLATIONS:**

### **Income-tax Act, 1961**

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, etc.

### **Central Goods and Services Act, 2017**

The Central Goods and Services Act, 2017 ("CGST Act") regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

## **C. OTHER LEGISLATIONS:**

### **Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 ("Stamp Act") which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

### **Indian Contract Act, 1872**

The Indian Contract Act, 1872 ("Contract Act") codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free

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to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

### **Specific Relief Act, 1963**

The Specific Relief Act, 1963 ("Specific Relief Act") is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Specific Relief Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer's disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers' disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justice and have been empowered to give reliefs of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

### **Competition Act, 2002**

The Competition Act, 2002 ("Competition Act") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("Competition Commission") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations.

The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

Companies Act, 1956 and Companies Act, 2013:

The Companies Act, 2013 ("Companies Act"), has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

### **The Trademarks Act, 1999**

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Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("the Registrar"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

#### **D. REGULATIONS REGARDING FOREIGN INVESTMENT**

##### **Foreign Exchange Management Act, 1999 and Consolidated Foreign Direct Investment Policy Circular of 2017 (as amended from time to time)**

Foreign investment in companies in the manufacturing sector is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the applicable regulations. The Department of Industrial Policy and Promotion ("DIPP"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("FDI Policy"), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. The Company is engaged in the activity of wholesale trading and multi-brand retail trading. The FDI Policy issued by the DIPP permits foreign investment upto 100% in the Cash and Carry Wholesale Trading/ Wholesale Trading ("WT") sector under the automatic route. Further, the FDI Policy permits foreign investment upto 51% in the multi-brand retail sector under the government route subject to certain conditions which are mentioned below.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our company was incorporated as Magson Retail And Distribution Pvt. Ltd. under the provisions of Companies Act, 2013 with the Registrar of Companies, Ahmedabad bearing Registration No. 105533 and the certificate of incorporation was issued by the Registrar of Companies at Ahmedabad. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders on 30<sup>th</sup> September, 2022 and the name of our Company was changed to "Magson Retail And Distribution Limited". Consequently, a fresh certificate of incorporation consequent upon change of name upon conversion into public company was issued by the ROC on 20<sup>th</sup> December, 2022.

Our Company has 28 shareholders as on the date of filing of this Prospectus.

## MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION

Our Company's main objects as per the Memorandum of Association are as follows:

To carry on the business to import, export, pack, repack, buy, sell, resell, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, supply and to act as agent, broker, representative, consultant, survey, collaborator, adatia, stockiest, liaisoner, middleman, export house, job worker, dealers, distributors, commission agents, brokers, stockiest, factors, consignors, collaborators, franchisers, concessionaire, advisors, manufacturer's representative, assembler, repairers and otherwise deal in all kinds, classes, size, nature and description of Food grains, Spices, Cereals, Flours, Fruits, Dry fruits, Vegetables, frozen foods, dehydrated foods, precooked foods, Fresh Non Veg, Chilled Non Veg, and Frozen Non Veg Products, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast, foods, protein foods, die tic products, strained baby foods, instant foods, spices, cereal products, table delicacies, Party Decoration, Disposables, other Kitchen use related products and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or concerned therewith and to do all incidental acts and things necessary for the attainment of the foregoing objects.

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

DATE OF AGM/ EGM	NATURE OF AMMENDMENT
AGM held on September 30, 2022	Change in the name clause from "Magson Retail and Distribution Private Limited" to "Magson Retail and Distribution Limited" pursuant to conversion from private limited company to public limited company.
AGM held on September 30, 2022	The authorised share capital of the company was further increased from ₹ 1,00,000 divided into 1,0000 Equity Shares of ₹10 each to ₹ 11,00,00,000 divided into 1,10,00,000 Equity Shares of ₹10 each.
EGM held on March 05, 2019	The initial authorized Share Capital of ₹ 27,000 divided into 2700 shares was increased to ₹ 1,00,000 divided into 10,000 Equity Shares of ₹10 each.

## SUBSIDIARIES

As on the date of this Prospectus, there are no subsidiaries of our Company.

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**THE AMOUNT OF ACCUMULATED PROFIT/ (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY**

There is no accumulated profit/ (losses) not accounted for by our Company.

**HOLDING COMPANY**

As on the date of this Prospectus, there is no Holding Company of our Company.

**JOINT VENTURES**

As on the date of this Prospectus, there are two joint ventures.

**REVALUATION OF ASSETS IN THE LAST TEN YEARS**

There has been no revaluation of assets of our company in last 10 years from the date of this Prospectus.

**SHAREHOLDERS' AGREEMENT**

There are no Shareholders' Agreements existing as on the date of this Prospectus.

**ACQUISITION OF BUSINESS / UNDERTAKINGS**

We have not acquired any business / undertakings since incorporation.

**DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY SINCE INCORPORATION**

Our company has not divested any of its business / undertaking since incorporation of company.

**FINANCIAL PARTNERS**

As on the date of this Prospectus, apart from the various arrangements with bankers which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

**DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS**

There have been no defaults or rescheduling of borrowings with any financial institutions / banks as on the date of this Prospectus.

**STRATEGIC PARTNERS**

We do not have any strategic partners as on the date of this Prospectus.

**OTHER AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

## INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions / restraining orders that have been passed against the company.

## OUR MANAGEMENT

### Board of Directors:

Our Company has five (5) Directors consisting of two (2) Executive Directors, three (3) Non-Executive Independent Directors including Non-Executive Chairman. The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Mr. RAJESH EMMANUEL FRANCIS</b> <b>Date of Birth:</b> 27/08/1973 <b>Address:</b> B/41, CENTURY TOWERS, NEAR SAMKIT BUNGLOWS, BODAKDEV, NEAR JUPITER TOWER, JUDGES BUNGLOWS ROAD, AHMEDABAD- 380054. <b>Date of Appointment as Director:</b> 10/12/2018 Change in designation: MD w.e.f. 02/01/2023 <b>Term:</b> Appointed as Managing Director for a period of five years and subject to retire by rotation. <b>Occupation:</b> Business <b>DIN:</b> 08299619	Indian	49	
<b>Mr. Manish Shivnarayan Pancholi</b> <b>Date of Birth:</b> 28/11/1969 <b>Address:</b> B/12, SHUKAN APARTMENT, NR. GITA SCHOOL, RANIP, AHMEDABAD-382480. <b>Date of Appointment as Director:</b> 12/10/2021 <b>Term:</b> Appointed as Managing Director for a period of five years and subject to retire by rotation. <b>Occupation:</b> Business <b>DIN:</b> 08299620	Indian	53	

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Mr. Kavin Dineshkumar Dave</b>  <b>Date of Birth:</b> 25/01/1975  <b>Address:</b> G-204, INDRAPRASTHA-5, NEAR SURDHARA BUNGLOWS-2, PRAHLAD NAGAR, AHMEDABAD- 380015..  <b>Date of Appointment</b> as additional independent Director: 02/01/2023  <b>Term:</b> Appointed as Independent Director for a period of five years and subject to retire by rotation.  <b>Occupation:</b> Business  <b>DIN:</b> 00926054	Indian	47	1. Money Honey Focal Financial Services Private Limited  2. Focal Corporate Services Private Limited  3. Focal Business Advisory Private Limited
<b>Mrs. Jennifer Rajesh Francis</b>  Date of Birth: 25/08/1976  <b>Address:</b> B-41, CENTURY TOWERS, NR SAMKIT BUNGLOWS BODAKDEV, AHMEDABAD-380054.  <b>Date of Appointment</b> as additional Director: 02/01/2023  <b>Term:</b> Appointed as Non Executive woman Director for a period of five years and subject to retire by rotation.  <b>Occupation:</b> Business <b>DIN:</b> 09832497	Indian	46	Nil
<b>Mr. Nishat Harshadray Brahmbhatt</b>  <b>Date of Birth:</b> 28/04/1975  <b>Address:</b> 31, SHREE RANG EARTH SHREERANG CITY TP 44 CHANDKHEDA, AHMEDABAD-382424.  <b>Date of Appointment</b> as additional	Indian	47	Nil

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
independent Director: 02/01/2023  <b>Term:</b> Appointed as Independent Director for a period of five years and subject to retire by rotation.  <b>Occupation:</b> Additional Independent Director  <b>DIN:</b> 09844916			

For further details on their qualification, experience etc., please see their respective biographies under the heading "*Brief Biographies*" below:

**Notes:**

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
- There is no service contracts entered into by the Directors with our Company which provides for benefit upon termination of employment.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been / were suspended from being traded on the Stock Exchanges during the last five years preceding the date of filing of this Prospectus.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been delisted from the Stock Exchange(s).
- No proceedings/investigations have been initiated by SEBI against any company, the board of directors of which also comprise any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

#### BRIEF BIOGRAPHIES OF OUR DIRECTORS

##### Mr. Rajesh Emmanuel Francis

Mr. RAJESH EMMANUEL FRANCIS, 49 years having 27+ years of experience in the Advertising, Banking, Restaurant and Retail sector. He is the Managing Director and handles Business Development and Finance department in MagSon.

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### **Mr. Manish S. Pancholi**

Mr. Manish S. Pancholi, 53 years old is the co-founder of MagSon. Along with Mr. Francis, Mr. Manish is the finance partner and has been the backbone of MagSon since its inception.

### **Mr. Kavin Dineshkumar Dave**

Mr. Kavin Dineshkumar Dave is a founder of K. D. Dave & Co., Chartered Accountants. He is a member of The Institute of Chartered Accountants of India and has qualified as a Chartered Accountant after graduation from Mumbai University in 1995. He has studied commerce from Narsee Monjee (N.M.) College of Commerce & Economics, Vile Parle (W), Mumbai.

He is also an associate member of The Institute of Company Secretaries of India since 2000. Mr. Kavin Dave has handled successfully complex business transactions. He is having rich experience in running industry and business, finance & banking and handling commercial transactions. He is having focused on business advisory, management consultancy, audit and another commercial advisory.

### **Mrs. Jennifer Rajesh Francis**

Mrs. Jennifer Rajesh Francis, wife of Mr. Rajesh Francis is having a great knowledge of multiple Food specialities like food tasting, food recipes, international food ingredients etc. She is supporting her life partner in the business to develop the trending needs of the consumers in the market.

### **Mr. Nishat Harshadray Brahmbhatt**

Mr. Nishat Brahmbhatt aged is 47 years. He holds the degree of BA and MBA in Finance. Currently, Mr. Nishat is serving as a Vice President (Purchase Raw Material & Fuel) in Sayaji Industries (Maize Products). He is having 30 years of experience in various fields. He started his career in 1991 with Royal Manor Hotel Ltd, and from 1997 to 2007 he joined Torrent Power as a lesion officer, from 2007 to 2011 he worked at ICICI Prudential in different positions. From 2011 to till date he is working with Sayaji Ind. He is an Independent Director of our Company and was appointed on January 2023.

### **Confirmation**

None of the above mentioned Directors are on the RBI List of willful defaulters as on date of filing the Prospectus.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and persons in control of our Company, have not been/are not debarred from accessing the capital market by SEBI.

### **Borrowing Powers of our Board of Directors**

The Articles, subject to the provisions of Companies Act authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company within the prescribed limit under Act.

## REMUNERATION OF EXECUTIVE DIRECTORS

### Compensation to the Non Executive Directors and Non Executive Independent Directors

Pursuant to a resolution passed at the meeting of the Board of the Company on 13 March, 2023 the Non-Executive Directors will be paid sitting fee of Rs. 5000 for attending Board meetings.

Remuneration paid to our Non Executive Independent Directors in Fiscal 2022:

### REMUNERATION / SITTING FEES PAID TO DIRECTORS FOR THE FY 2021-22

Sr. No.	Name of the Director	Designation	Remuneration Paid	Sitting Fees Paid	Total
1.	Mr. Rajesh Emmanuel Francis	Managing Director	18,00,000	-	18,00,000
2.	Mr. Manish Shivnarayan Pancholi	Whole time Director	7,20,000	-	7,20,000

### Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Prospectus:

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Rajesh Emmanuel Francis	837100	14.59
Mr. Manish Shivnarayan Pancholi	837100	14.59
<b>Total</b>	<b>1674200</b>	<b>29.18</b>

### Interest of the Directors

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them on their holding of such shares and other distributions in respect of the aforesaid Equity Shares. For further details, refer to "Related Party Transactions" under chapter titled "Financial Information" and "Our Promoter and Promoter Group" beginning on page nos. 140 and 131 of this Prospectus.

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter titled “*Our Management*” and refer to para titled as *Related Party Transactions*” in chapter titled “*Financial Information*” beginning on page nos. 117 and 140 of this Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” under the section “*Our Business*” starting on page no. 91 of this Prospectus, our Directors have no interest in any property acquired or proposed to be acquired by our Company as on the date of this Prospectus.

### **Changes in the Board of Directors in the last three years**

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1.	Rajesh Emmanuel Francis	10/12/2018	Appointment
2.	Nirav Jitendra Choudhry	30/09/2019	Appointment
3.	Chintankumar Dashratbhai Patel	30/09/2019	Appointment
4.	Rajendra Pratap Maganlal	30/09/2019	Appointment
5.	Manish Shivnarayan Pancholi	30/11/2021	Appointment
6.	Maheshbhai Naranbhai Patel	10/12/2018	Appointment
7.	Nirav Jitendra Choudhry	13/01/2023	Resignation
8.	Chintankumar Dashratbhai Patel	13/01/2023	Resignation
9.	Rajendra Pratap Maganlal	13/01/2023	Resignation
10.	Kavin Dineshkumar Dave	02/01/2023	Appointment
11.	Jennifer Rajesh Francis	02/01/2023	Appointment
12.	Nishat Harshadray Brahmbhatt	02/01/2023	Appointment

### **Corporate Governance**

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board,

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separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Currently, our Board has Five (5) Directors. In compliance with the requirements of the Companies Act, 2013 we have Five (5) Directors consisting of two (2) Executive Directors, two (2) Non Executive Independent Directors and one (1) Non Executive Director. We have One (1) woman Director on our Board.

### **Committees of our Board**

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

#### **1. Audit Committee**

The Audit Committee of our Board was constituted by our Directors by a board resolution dated March 13, 2023 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Kavin Dineshkumar Dave	Independent Director	Chairman
Mr. Nishat Brahmbhatt	Independent Director	Member
Mrs. Jennifer Rajesh Francis	Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements

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- Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- n) Discussion with internal auditors any significant findings and follow up there on.
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

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Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

*The Audit Committee enjoys following powers:*

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

*The Audit Committee shall mandatorily review the following information:*

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Company Secretary of the Company acts as the Secretary to the Committee.

#### *Meeting of Audit Committee*

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

## 2. Stakeholder's Relationship Committee

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated March 13, 2023. The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Kavin Dineshkumar Dave	Independent Director	Member
Mr. Nishat Brahmbhatt	Independent Director	Member
Mrs. Jennifer Rajesh Francis	Director	Chairperson

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a) Allotment and listing of our shares in future;
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

### *Quorum and Meetings*

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

## 3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated July 19, 2022.

The Nomination and Remuneration Committee currently comprises of:

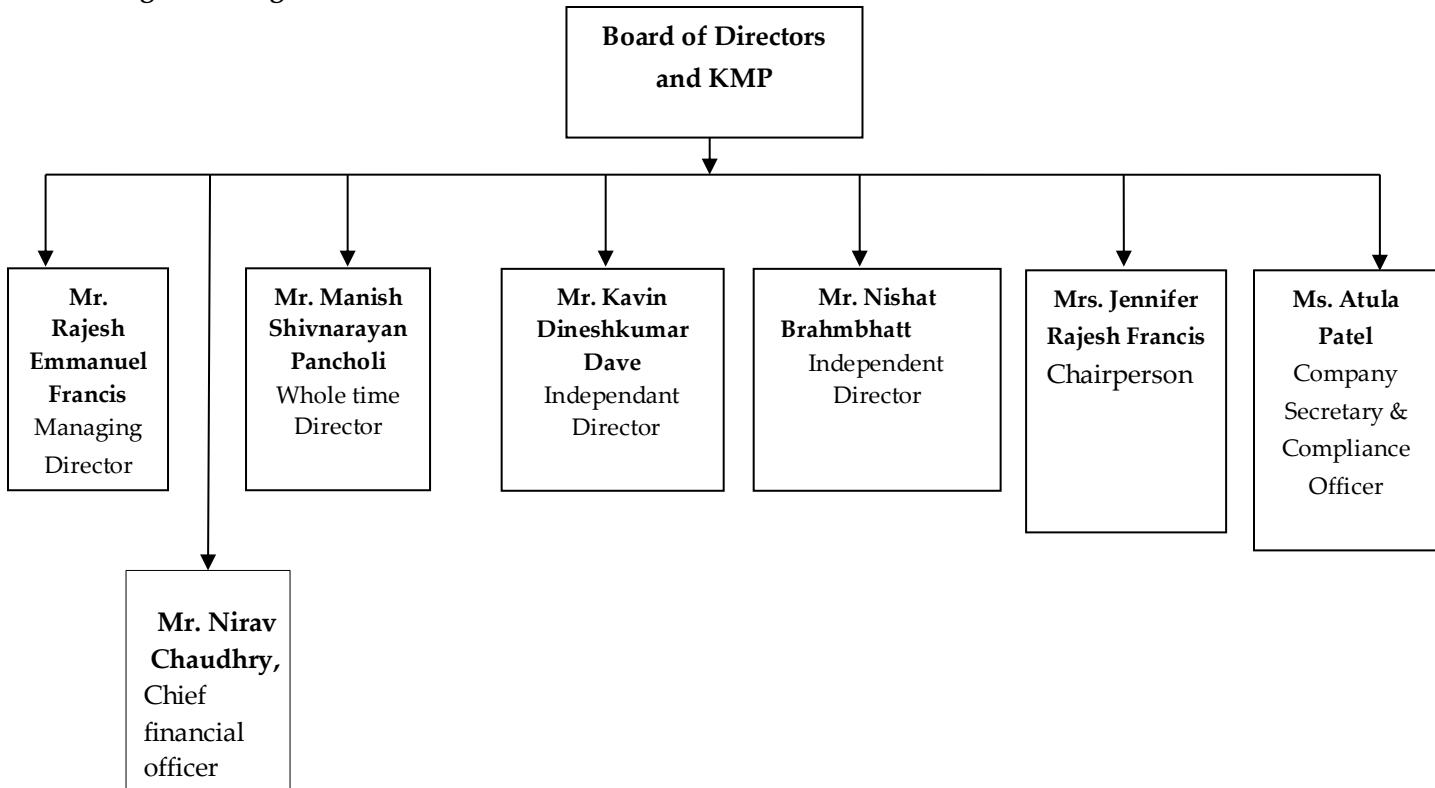
Name of the Member	Nature of Directorship	Designation in Committee
Mr. Kavin Dineshkumar Dave	Independent Director	Member

Mr. Nishat Brahmbhatt	Independent Director	Chairperson
Mrs. Jennifer Rajesh Francis	Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

#### Management Organization Structure



#### Terms & Abbreviations

CFO	: Chief Financial Officer
CS & CO	: Company Secretary and Compliance Officer
MD	: Managing Director
WTD	: Whole Time Director

### Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal	Qualification	Name of Previous Employer(s)	Experience
Mr. Rajesh Emmanuel Francis	Managing Director	10/12/2018	26,40,000	B.Com	-	27 Years
Mr. Manish Shivnarayan Pancholi	Whole Time Director	12/10/2021	8,40,000	Secondary	-	25 Years
Ms. Atula Patel	Company Secretary & Compliance Officer	13/03/2023	40,000	Company Secretary, LLB,M.Com	-	1 Years
Mr. Nirav Chaudhry	CFO	02/01/2023	1,32,0000	MBA		10 Years

#### Other Notes –

1. All the key managerial personnel mentioned above are permanent employees of our Company
2. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned personnel have been recruited.
3. As on the date of filing of this Prospectus, our Company does not have a bonus or a profit sharing plan with the key management personnel.
4. Except Rent payment, No non-salary-related payments or benefits have been made to our key management personnel.
5. There is no contingent or deferred compensation payable to any of our key management personnel.

#### Relationship amongst the Key Managerial Personnel

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors.

Sr. No.	Name of KMP	Name of Other KMP	Relationship
1.	Mr. Rajesh Emmanuel Francis	Mrs. Jennifer Rajesh Francis	Spouse

#### Arrangement / Understanding with Major Shareholders / Customers / Suppliers

None of the KMPs have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

### Shareholding of Key Managerial Personnel

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	837100	14.59
2	Mr. Manish Shivnarayan Pancholi	837100	14.59
3	Ms. Atula Patel	-	-
4	Mr. Nirav Chaudhry	219450	3.82
<b>Total</b>		<b>1893650</b>	<b>33</b>

### Contingent and deferred compensation payable to our Director and Key Managerial Personnel

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel, which does not form a part of their remuneration.

### Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of, rent on the property owned by them, remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to/ in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

### Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years

Our Company does not have fixed bonus/profit sharing plan for any of the employees, key managerial personnel.

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### **Employee Share Purchase and Employee Stock Option Scheme**

Presently, we do not have ESOP/ESPS scheme for employees.

### **Payment or Benefit to our Key Managerial Personnel**

Except for the payment of salaries and yearly bonus, we do not provide any other benefits to our employees

### **Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus**

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Prospectus:

<b>Name</b>	<b>Designation</b>	<b>Date of Joining/ Change in Designation</b>
Mr. Rajesh Emmanuel Francis	Managing Director	10/12/2018
Mr. Manish Shivnarayan Pancholi	Whole Time Director	12/10/2021
Mr. Kavin Dineshkumar Dave	Independent Director	02/01/2023
Mr. Nishat Brahmbhatt	Independent Director	02/01/2023
Mrs. Jennifer Rajesh Francis	Chairperson	02/01/2023
Ms. Atula Patel	Company Secretary	13/03/2023

## OUR PROMOTERS, PROMOTER GROUP

### 1. THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Rajesh Emmanuel Francis
2. Mr. Manish Shivnarayan Pancholi

As on the date of this Draft Red Herring Prospectus, our Promoters is having Pre-IPO holding of 16,74,200 Equity Shares in aggregate, representing 29.19% of the issued, subscribed and paid-up Equity Share capital of our Company and Post IPO holding of 16,74,200 shares constituting of 21.32%.

#### i. The details of individual Promoters of our company are provided below:

	<b>Mr. Rajesh E. Francis</b>
	<b>Brief Profile:</b> Mr. Rajesh E. Francis, aged 49 years is one of the founding members of Magson Retail And Distribution Limited. Since 2018, he is appointed as director in Magson Retail And Distribution Limited.
	<b>Date of Birth:</b> 27 <sup>th</sup> August, 1973
	<b>Address:</b> 'B/41, CENTURY TOWERS, NEAR SAMKIT BUNGLOWS, BODAKDEV, NEAR JUPITER TOWER, JUDGES BUNGLOWS ROAD, AHMEDABAD- 380054.
	<b>PAN:</b> AABPF9754F
	<b>Passport No.:</b> M3723051
	<b>Driver's License:</b> GJ0119920013774
	<b>Voter's ID No.:</b> CLJ5140405
	<b>Adhaar Card No.:</b> xxxxxxxxxxxx
	<b>Bank A/c No.:</b> 50100312532516
<b>Name of Bank &amp; Branch:</b> HDFC BANK, SHOWROOM NO 1, PLATINUM PLAZA PART 4, BODAKDEV, AHMEDABAD 350054	
<b>Other Directorship:</b> Farmags Associates LLP (Body Corporate DP Nominee)	

	<b>Mr. Manish S. Pancholi</b>
	<b>Brief Profile:</b> Mr. Manish S. Pancholi, aged 52 years, is one of the founding members of Magson Retail And Distribution Limited. Since 2018 he is Director in Magson Retail And Distribution Limited.
	<b>Date of Birth:</b> 28 <sup>th</sup> November, 1969
	<b>Address:</b> 'B/12, SHUKAN APARTMENT, NR. GITA SCHOOL, RANIP, AHMEDABAD-382480.
	<b>PAN:</b> AJDPP9251C
	<b>Passport No.:</b> P2537544
	<b>Driver's License:</b> GJ0119990039436
	<b>Adhaar Card No.:</b> xxxxxxxxxxxx
	<b>Bank A/c No.:</b> 50100152996853
	<b>Name of Bank &amp; Branch:</b> HDFC BANK, SHOWROOM NO 1, PLATINUM PLAZA PART 4, BODAKDEV, AHMEDABAD 350054
<b>Other Directorship:</b> NONE	

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**ii. Details of Body Corporate Promoters of our company:**

We don't have any Body Corporate Promoters

**Other Information related to Our Company**

*For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past for our Individual Promoter, please see the chapter titled "Our Management" beginning on page no. 117 of this Prospectus.*

*For details of the build-up of our Promoter' shareholding in our Company, please see "Capital Structure –Shareholding of our Promoter" beginning on page no 62 of this Prospectus.*

**Other Undertakings and Confirmations**

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoter will be submitted to the Stock Exchange at the time of filing of the Prospectus with the Stock Exchange.

Our Promoter and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoter are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

**Change in control of our Company**

There has been no change in the promoter and control of our Company in the five years immediately preceding the date of this Prospectus.

**Interests of Promoter**

None of our Promoter / Directors have any interest in our Company except to the extent of compensation payable / paid, rent on the property owned by them and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details on the interest of our promoter in our Company, Please see the chapters titled "*Capital Structure*", "*Restated Financial Information*" and "*Our Management*" beginning on page nos. 62, 140 and 117 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

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For Further details on the related party transaction, to the extent of which our Company is involved, please see "*Restated Statement of Related Party Transaction*" under the chapter "Restated Financial Information" on page no. 140 of this Prospectus.

### **Common Pursuits of our Promoters**

Our Group Company has been authorized by its Memorandum of Association to undertake activities which are similar to ours and are currently engaged in businesses similar to ours.

Our Company has not adopted any measures for mitigating such conflict situations.

### **Companies with which the Promoter has disassociated in the last three years.**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

### **Payment of Amounts or Benefits to the Promoter or Promoter Group during the last two years**

Except as stated in "*Restated Statement of Related Party Transactions*" under the chapter "Financial Statements" on page no 140 of this Prospectus, there has been no other payment of benefits to our Promoter during the two years preceding the date of this Prospectus.

### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoter in the business of our Company, see Chapter "*Our Management*" beginning on page no. 117 of this Prospectus.

### **Interest of Promoter in the Promotion of our Company**

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

### **Interest of Promoter in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus For details, please the chapter "*Our Business*" on page no. 961 of this Prospectus.

Further, other than as mentioned in the chapter titled "*Our Business*", our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Our promoters may be interested in rent being paid by our company to them who own these premises being occupied by the company. For further details please see "*Our Business*" and "*Restated Financial Information*" beginning on page no. 62 and 140 of this Prospectus.

### **Interest of Promoter in our Company other than as Promoter**

Other than as Promoter, our Promoter is interested in our Company to the extent of their shareholding in our Company and the dividend declared, if any, by our Company. For details please see chapters titled "*Our Management*" and "*Capital Structure*" beginning on page nos. 91 and 62 respectively of this Prospectus.

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Except as mentioned in this section and the chapters titled “*Capital Structure*”, “*Our Business*”, “*History and Certain Corporate matters*” and “*Restated Statement of Related Party Transactions*” on page nos. 62,961,11540 of this Prospectus, respectively, our Promoter do not have any interest in our Company other than as promoter.

### **Related Party Transactions**

Except as stated in the “*Restated Statement of Related Party Transactions*” under Restated Financial Information on page no. 140-of this Prospectus. our Company has not entered into related party transactions with our Promoter.

### **Material Guarantees**

Except as stated in the “*Financial Indebtedness*” and “*Restated Financial Information*” beginning on page nos. 180 this Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 62 of this Prospectus.

### **Other Confirmations**

Our Company has neither made any payments in cash or otherwise to our Promoter or to firms or companies in which our Promoter is interested as members, directors or promoter nor have our Promoter been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “*Restated Statement of Related Party Transactions*” under Restated Financial Statement on page no. 140 of this Prospectus.

### **Outstanding Litigation**

There is no outstanding litigation against our Promoter except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigations and Material Developments*” beginning on page nos 21 and 183 of this Prospectus.

## 2. OUR PROMOTER GROUP

In compliance with SEBI Guideline, "Promoter Group" pursuant to the regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018, we confirm that following persons are part of promoter group:

### A. The Promoter:

Sr. No.	Name of the Promoters
1	Mr. Rajesh Emmanuel Francis
2	Mr. Manish S. Pancholi

### B. Natural Persons i.e, an immediate relative of the promoter (i.e any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Name Of The Promoter	Name Of The Relative	Relationship With The Promoter
Mr. Rajesh Emmanuel Francis	Emmanuel Francis	Father
	Rosy Francis	Mother
	Jennifer Francis	Wife
	Ramesh Francis	Brother
	Anthony Francis	Son
	Angel Francis	Daughter
	Bernard Abhishekam Awalali	Wife's Father
	Annie Awalali	Wife's Mother
	Valerie Raj	Wife's Sister

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Manish S. Pancholi	SHIVNARAYAN PANCHOLI	Father
	NIRMALADEVI	Mother
	NIDHI PANCHOLI	Wife
	MANN M. PANCHOLI	Son
	MUKESH PANCHOLI	Brother
	MAMTABEN	Sister
	NEHA PANCHOLI	Daughter
	RAMESHCHANDRA SHARMA	Wife's Father
	ANSUYABEN SHARMA	Wife's Mother
	VIJAY SHARMA	Wife's brother

**C. In case promoter is a body corporate: - Not Applicable**

<b>Nature of Relationship</b>	<b>Entity</b>
Subsidiary or holding company of Promoter Company.	N.A
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	N.A

**D. In case promoter is an individual:**

<b>Nature of Relationship</b>	<b>Entity and Relation</b>
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	N.A
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	NIL
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of the total capital.	NIL

**E. All persons whose shareholding is aggregated under the heading "shareholding of the promoter group":**  
N.A.

## GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “Group Companies/Entities” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, the following are our Group Entities (Companies which are no longer associated with our Company have not been disclosed as Group Companies):

### 1. FOOD BOOK ASSOCIATS LLP

<b>Name of the Firm</b>	<b>FOOD BOOK ASSOCIATS LLP</b>		
<b>Category</b>	LLP		
<b>Name of the Partners</b>	Nirav Chaudhry ( On Behalf of Magson Retail and Distribution Limited) and Amish Bhrahmbhatt		
<b>Brief Description and nature of activity or Business</b>	RETAIL FOODS		
<b>Date of Incorporation</b>	24/09/2021		
PAN	AAHFF9947N		
GST	24AAHFF9947N1ZP		
LLPIN	AAY-7301		
<b>Registered Office Address</b>	SHOP NO 4 YOGESWER FLAT,VIJAY CHAR RASTA NAVRANGPURA,AHMEDABAD 380009		
<b>Audited Financial Information (in Rs)</b>			
<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
<b>Total Revenue</b>	1,25,10,137/-	-	-
<b>Profit/(Loss) after tax</b>	4,19,736/-	-	-

### Audited Financial Statements

The details of the Audited Financial Statements of the above-mentioned Group Entity for financial years ended March 31, 2022, in terms of the SEBI ICDR Regulations are available on our website.

### 2. FARMAGS ASSOCIATS LLP

<b>Name of the Firm</b>	<b>FARMAGS ASSOCIATS LLP</b>		
<b>Category</b>	LLP		
<b>Name of the Partners</b>	Rajesh Francis ( On Behalf of Magson Retail and Distribution Limited), Sameer Joseph and Farzana Joseph		
<b>Brief Description and nature of activity or Business</b>	RETAIL FOODS		
<b>Date of Incorporation</b>	01/09/2021		
PAN	AAHFF9396D		
GST	24AAHFF9396D1Z7		
LLPIN	AAY-4188		
<b>Registered Office Address</b>	GF SHOP NO 1 BINORI GRACIA,OPP SOBO		

	CENTER ,BOPAL,AHMEDABAD, 380058		
<b>Audited Financial Information (Rs 'in Lakhs')</b>			
<b>Particulars</b>	<b>FY 2021-22 (in Rs.)</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
<b>Total Revenue</b>	<b>1,64,76,261/-</b>	<b>-</b>	<b>-</b>
<b>Profit/(Loss) after tax</b>	<b>5,52,231/-</b>	<b>-</b>	<b>-</b>

### 3. B CHANNEL

<b>Name of the Firm</b>	<b>B CHANNEL</b>		
<b>Category</b>	PARTNERSHEEP FIRM		
<b>Name of the Partners</b>	Maheshbhai Patel		
<b>Brief Description and nature of activity or Business</b>	CABLE OPERATORS CABLE OPERATORS		
<b>Date of Incorporation</b>	05/04/2000		
<b>PAN</b>	AAFFB0523N		
<b>GST</b>	24AAFFB0523N1ZP		
<b>Registered Office Address</b>	SEC.7/B FLATE NO.0/12 NIRYANAGAR NR RAILWAY GARNALA CHANDLODIYA ,AHMEDABAD, 382481		
<b>Audited Financial Information (Rs 'in Lakhs')</b>			
<b>Particulars</b>	<b>FY 2021-22 (in Rs.)</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
<b>Total Revenue</b>	<b>9849157</b>	<b>8009132</b>	<b>7510743</b>
<b>Profit/(Loss) after tax</b>	<b>145660</b>	<b>109940</b>	<b>93442</b>

## DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. The Company has no formal dividend policy. The dividends declared by our Company during the last three Fiscal years have been presented below:

<b>Particulars</b>	<b>As on October 31, 2022</b>	<b>Year ended March 31, 2022</b>	<b>Year ended March 31, 2021</b>	<b>Year ended March 31, 2020</b>
Face Value of Equity Share (per share)	10	10	10	10
Dividend on Equity Shares(₹)	-	-	-	-
Interim Dividend on each Equity Share (₹)	-	-	-	-
Dividend Rate for Equity Shares (%)	-	-	-	-

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

## SECTION VII - FINANCIAL STATEMENTS RESTATED FINANCIAL INFORMATIONS



**Ambalal Patel & Co.**  
Chartered Accountants

**Head Office :-**  
1st Floor, Sapphire Business Centre, Above SBI Vadaj Branch,  
Usmanpura, Ashram Road, Ahmedabad-380013.  
Tel.: (079) 27556860, 27556870, Fax: 27556860  
E-mail : apcca@apcca.com • Web Site : www.apcca.com  
**Branch Office :** Unjha & Jamnagar

### **Independent Auditor's Examination report on Restated Consolidated Financial Information of MAGSON RETAIL AND DISTRIBUTION LIMITED**

To,

**The Board of Directors**

**MAGSON RETAIL AND DISTRIBUTION LIMITED,**  
Office No. B/204, Primate, Nr. Gormoh Restaurant,  
Opp. Mother Dairy, Judges Bungalow Cross Road,  
Ahmedabad, Gujarat 380015 India.

Dear Sir,

1. We have examined the attached Restated Consolidated Financial Information of Magson Retail And Distribution Limited (Formerly known as Magson Retail And Distribution Private Limited) (the "Company" or the "Issuer"), comprising the Restated Consolidated Statement of Assets and Liabilities as at October 31, 2022, March 31, 2022, 2021 and 2020, the Restated Consolidated Statements of Profit and Loss , the Restated Consolidated Cash Flow Statement for the seven months ended October 31, 2022 and for the years ended March 31, 2022, 2021, 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on January 25, 2023 for the purpose of inclusion in the Draft Prospectus/ Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").
2. These restated Summary Statement have been prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, Registrar of Companies, Gujarat and the BSE SME Exchange in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared



by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Consolidated Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Consolidated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 11, 2023 in connection with the proposed IPO of equity shares of the Issuer;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Consolidated Financial Information have been compiled by the management from the Audited Consolidated Financial Statements of the Company for the seven months ended October 31, 2022 and financial year ended on March 31, 2022 and Standalone Financial Statements of the Company for the year ended on March 31, 2021 and March 31, 2020 which has been approved by the Board of Directors.
  - a) We have audited the Special purpose Consolidated financial statements of the company as at seven months ended October 31, 2022 prepared by the company in accordance with Indian Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement of Restated Audited Financial statements in the offer documents should not be more than six months old from the issue opening date as required by ICDR Regulations in relation to the proposed IPO. We have issued our report dated 10<sup>th</sup> January, 2023 on this special purpose which have been approved by the Board of Directors at their meeting held on 10<sup>th</sup> January, 2023.
  - b) Audited Financial statements of the Company as at and for the years ended March 31, 2022, March 31, 2021 and 2020 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on August 22, 2022, September 4, 2021 and August 10, 2020 respectively.
6. For the purpose of our examination, we have relied on:
  - a) Auditors' Report issued by us dated January 10, 2023 for the seven months ended on October 31, 2022



as referred in paragraph 5 (a) above

- b) Auditors' Report issued by us dated August 22, 2022, September 4, 2021 and August 10, 2020 on the financial statements of the company as at and for the year ended on March 31, 2022, 2021 and 2020 as referred in Paragraph 5(b)above.
7. Based on our examination and according to the information and explanations given to us, we report that:
- a) The "**Restated Consolidated Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company as at and for the year ended on March 31, 2022, and as at and for the years ended March 31, 2021, March 31, 2020 and for the Seven months ended October 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - b) The "**Restated Consolidated Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company as at and for the period ended on March 31, 2022, and as at and for the years ended March 31, 2021 and March 31, 2020 and for the Seven months ended October 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - c) The "**Restated Consolidated Summary Statement of Cash Flow**" as set out in **Annexure III** to this report, of the Company as at and for the period ended on March 31, 2022, and as at and for the years ended March 31, 2021 and March 31, 2020 and for the Seven months ended October 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - d) The Restated Consolidated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and



there are no qualifications which require adjustments;

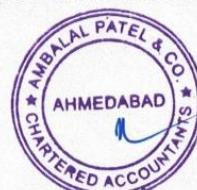
- g) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
  - h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended on March 31, 2022, March 31, 2021 and March 31, 2020 and for the Seven months ended October 31, 2022 which would require adjustments in this Restated Financial Statements of the Company;
  - i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV** to this report;
  - j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements.
  - k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - l) Directors have Recommended Dividend 10% as at and for the year ended on March 31, 2022. However, it was not paid later on as the same was not approved by shareholders in Annual General Meeting. But no Dividend recommended for the seven months ended 31<sup>st</sup> oct 2022 and for the Year ended on March 31, 2021 and March 31, 2020.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the year ended March 31, 2022, March 31, 2021, March 31, 2020 and for the Seven months ended October 31, 2022 proposed to be included in the Draft Prospectus/Prospectus.

Annexure No.	Particulars
I	<b>Restated Statement of Assets &amp; Liabilities</b>
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surpluses
I.3	Restated Statement of Long-Term Borrowings
I.4	Restated Statement of Deferred Tax Liabilities/(Assets)
I.5	Restated Statement of Short-Term Borrowings
I.6	Restated Statement of Trade Payable
I.7	Restated Statement of Other Current Liabilities
I.8	Restated Statement of Short-Term Provisions



I.9	Restated Statement of Property, Plant & Equipment and Intangible Assets
I.10	Restated Statement of Other Non current Investments
I.11	Restated Statement of Long-term Loans and Advances
I.12	Restated Statement of Inventories
I.13	Restated Statement of Trade Receivable
I.14	Restated Statement of Cash & Cash Equivalent
I.15	Restated Statement of Short-Term Loans and Advances
<b>II</b>	<b>Restated Statement of Profit &amp; Loss</b>
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Purchase Of Stock In Trade
II.4	Restated Statement of Changes in Inventories of Stock-in-Trade
II.5	Restated Statement of Employees Benefit Expenses
II.6	Restated Statement of Finance Cost
II.7	Restated Statement of Other Expenses
<b>Other Annexures:</b>	
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities

9. We, M/s. AMBALAL PATEL & CO., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "**Peer Review Board**" of the ICAI which is valid till 31 March 2024.
  10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
  11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
  12. We have no responsibility to update our report for events and circumstances occurring after the date of the



report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Gujarat in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent inwriting.

**For, AMBALAL PATEL & CO.**

**Chartered Accountants**

**Firm Reg. No: 100305W**

**PRC No:013224**

  
CA Nikunj B Patalia

Partner

Membership No:131220

Place: Ahmedabad

Date: 25/01/2023



**UDIN No: 23131220BGUZGZ1640**

**Annexure - I**  
**CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

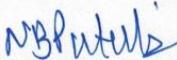
(Amount in ₹ lacs)

Particulars		Note No.	31st October, 2022	31st March 2022	31st March 2021	31st March 2020
<b>I. EQUITY AND LIABILITIES</b>						
<b>1 Shareholders' funds</b>						
(a) Share capital	I.1	550.00	01.00	01.00	01.00	01.00
(b) Reserve & Surplus	I.2	149.58	573.06	349.80	168.04	
(c) Money received against share warrants						
<b>2 Non-current liabilities</b>						
(a) Long-term borrowings	I.3	333.20	202.21	319.69	345.23	
(b) Deferred tax liabilities (Net)	I.4	07.54	06.05	-	-	
(c) Long-term provisions		-	-	-	-	
<b>3 Current liabilities</b>						
(a) Short-term borrowings	I.5	213.42	142.51	66.91	08.77	
(b) Trade payables	I.6	-	-	-	-	
Due to Micro, Small & Medium Enterprises						
Due to Others						
(c) Other current liabilities	I.7	666.38	265.83	349.68	218.68	
(d) Short-term provisions	I.8	204.70	178.98	67.79	11.09	
		127.36	125.06	128.97	80.63	
	<b>TOTAL</b>	<b>2252.17</b>	<b>1494.69</b>	<b>1283.84</b>	<b>833.45</b>	
<b>II. ASSETS</b>						
<b>Non-current assets</b>						
<b>1 Property, Plant &amp; Equipments &amp; Intangible Asset</b>						
(i) Property, Plant & Equipments	I.9	482.11	473.57	237.52	160.72	
(ii) Intangible assets		02.30	02.42	03.48	00.00	
(iii) Not put to use		05.02	00.00	45.07	00.00	
(b) Non-current investments	I.10	00.00	02.38	-	-	
(c) Deferred tax assets (net)	I.4	-	-	08.79	02.81	
(d) Long-term loans and advances	I.11	83.46	84.59	82.17	47.05	
	<b>TOTAL</b>	<b>2252.17</b>	<b>1494.69</b>	<b>1283.84</b>	<b>833.45</b>	

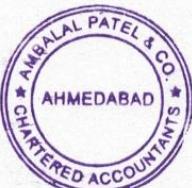
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date

For AMBALAL PATEL & CO.  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. 100305W

  
 CA Nikunj B Patalia  
 Partner  
 M.No.: 131220  
 UDIN : 23131220BGUZGZ1640

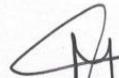
Place: Ahmedabad  
 Date: 25/01/2023

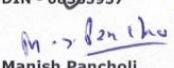


For and on behalf of The Board of Directors  
 Magson Retail & Distribution Limited

  
 Rajesh Francis  
 Managing Director  
 DIN - 08299619

Place: Ahmedabad  
 Date: 25/01/2023

  
 Nirav Chaudhary  
 CFO  
 DIN - 08355957

  
 Manish Pancholi  
 Director  
 DIN - 08299620

**Annexure - II**  
**CONSOLIDATED STATEMENT OF PROFIT & LOSS, AS RESTATED**

Particulars		Note No.	31st October, 2022	31st March 2022	31st March 2021	31st March 2020
I.	Revenue from operations Sale of Products Other Operating Revenues	II.1	3635.30 00.00	5523.38 31.00	5332.62 23.50	3240.32 00.00
II.	Other income	II.2	3635.30	5554.38	5356.12	3240.32
II.	<b>Total Income (I + II)</b>		12.91	12.40	02.80	00.90
III.	Expenses: Purchase Of Stock In Trade Changes in inventories of Stock-in-Trade Employee benefits expense Finance costs Depreciation and amortization expense Other Expenses	II.3 II.4 II.5 II.6 II.7	2876.59 -348.05 339.47 35.98 40.40 518.93	3808.26 29.46 549.41 70.84 63.64 789.91	4259.36 -255.33 457.30 60.03 68.04 525.99	2533.08 -284.98 349.84 30.84 33.48 351.99
	<b>Total expenses</b>		3463.32	5311.52	5115.37	3014.26
IV.	<b>Profit before Exceptional Items</b>		184.89	255.26	243.55	226.96
V.	Add : Exceptional Item (Effect of change in method of Depreciation from WDV to SLM)		00.00	51.63	-	-
VI.	<b>Profit before tax (II-III)</b>		184.89	306.89	243.55	226.96
VII.	Tax expense: (1) Current tax (2) Deferred tax (3) Prior period tax adjustments		55.50 01.49 02.47	69.05 14.84 -00.36	67.75 -05.98 00.02	63.70 -03.06 00.00
VIII.	<b>Profit After tax</b>		125.43	223.36	181.75	166.31
IX.	Earnings per equity share (Face Value ₹ 10 per share) (1) Basic (2) Diluted		2.28 2.28	2,233.57 2,233.57	1,817.54 1,817.54	1,663.12 1,663.12
	Earnings per equity share (Face Value ₹ 10 per share) (Considering Bonus impact retrospectively) (1) Basic (2) Diluted		2.28 2.28	4.06 4.06	3.30 3.30	3.02 3.02

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even dated

For AMBALAL PATEL & CO.  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 100305W

NB Patel  
CA Nikunj B Patel  
Partner  
M.No.: 131220  
UDIN : 23131220BGUZGZ1640

Place: Ahmedabad  
Date: 25/01/2023

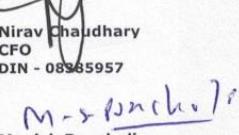


For and on behalf of The Board of Directors  
Magson Retail & Distribution Limited

Rajesh Francis  
Managing Director  
DIN - 08299619

Place: Ahmedabad  
Date: 25/01/2023

  
Nirav Chaudhary  
CFO  
DIN - 08985957

  
Manish Pancholi  
Director  
DIN - 08299620

**Annexure - III**  
**CONSOLIDATED CASH FLOW STATEMENT, AS RESTATED**

PARTICULARS	(Amount in ₹)			
	31st October, 2022	31st March 2022	31st March 2021	31st March 2020
<b>A. Cash inflow/(outflow) from the operating activities</b>				
Net profit before Tax and Prior Period Adjustments	184.89	255.26	243.55	226.96
<b>Adjustments for:</b>				
Profit on sale of the fixed assets		-05.62	01.93	00.00
Depreciation	40.40	63.64	68.04	33.48
Interest paid	35.98	70.84	60.03	30.84
<b>Operating Profit before working capital changes</b>	261.27	384.11	373.54	291.29
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>				
Inventories	-348.05	24.75	-255.33	-284.98
Receivables	-120.76	02.90	-29.74	-13.72
Direct Tax paid	-69.21	-68.69	-63.72	-00.54
Loans & Advances	08.53	-40.20	-103.74	-82.38
Current Liabilities & Provisions	442.12	05.52	231.99	78.31
<b>Net cash inflow/(outflow) from operating activities (A)</b>	<b>173.89</b>	<b>308.39</b>	<b>153.01</b>	<b>-12.03</b>
<b>B. Cash inflow/(outflow) from investing activity</b>				
Dividend Received	00.00	00.00	00.00	00.00
Sale of Assets	00.00	92.56	30.57	00.00
Sale of Investment	00.00	00.00	00.00	00.00
Purchase of Assets	-53.66	-293.64	-225.89	-187.66
<b>Net cash inflow/(outflow) from investing activity (B)</b>	<b>-53.66</b>	<b>-201.08</b>	<b>-195.32</b>	<b>-187.66</b>
<b>C. Cash inflow/(outflow) from financing activity</b>				
Secured Loans Availed/(Paid)	83.75	-01.34	17.58	00.00
Unsecured Loans Availed/(Paid)	118.15	-40.54	15.01	313.65
Interest Paid	-35.98	-70.87	-60.03	-30.84
<b>Net cash inflow/(outflow) from financing activity (C)</b>	<b>165.92</b>	<b>-112.74</b>	<b>-27.43</b>	<b>282.81</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>	<b>286.15</b>	<b>-05.43</b>	<b>-69.75</b>	<b>83.12</b>
Cash & Cash Equivalent at the beginning of the Period	19.75	25.18	94.92	11.81
Cash & Cash Equivalent at the end of the Period	305.90	19.75	25.18	94.92
<b>Net Increase in cash and cash equivalent</b>	<b>286.15</b>	<b>-05.43</b>	<b>-69.75</b>	<b>83.12</b>

**Note :**

1. The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies(Accounting Standards) Rules, 2006.

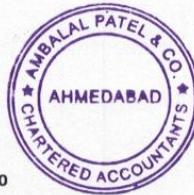
2. Figures in bracket represent Outflow of cash.

**As Per our report of even date**

For AMBALAL PATEL & CO.  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 100305W

  
CA Nikunj B Patalia  
Partner  
M.No.: 131220  
UDIN : 23131220BGUZGZ1640

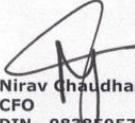
Place: Ahmedabad  
Date: 25/01/2023

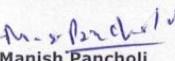


For and on behalf of The Board of Directors  
Magson Retail & Distribution Limited

  
Rajesh Francis  
Managing Director  
DIN - 08299619

Place: Ahmedabad  
Date: 25/01/2023

  
Nirav Chaudhary  
CFO  
DIN - 08386957

  
Manish Pancholi  
Director  
DIN - 08299620

#### Annexure-IV

**Notes forming Part of accounts:**

**Note 1 SIGNIFICANT ACCOUNTING POLICIES**

**i) Company Overview**

Company is incorporated in December, 2018 by consolidating business of magson group of firms; company is engaged in the business of trading of various kinds of food products under brand name "Magson" by opening up the different outlets at different places in the state of Gujarat as well as adjoining states.

**ii) Basis Of Accounting :**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis of accounting. The company is a Small and Medium sized Company (SMC) as defined in the general instruction in respect of accounting standards noticed under the Companies Act, 2013. Accordingly, the company has complied with the accounting standards as applicable to an SMC. The presentation of the accounts is based on the revised Schedule III of the Companies Act, 2013.

**iii) Principles of consolidation :**

The financial statements of the subsidiary LLPs used in the consolidation are drawn up to the same reporting date as of the Company.

The financial statements of the Company and its one subsidiary LLP (Foodbook Associates LLP) have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits or losses have been fully eliminated.

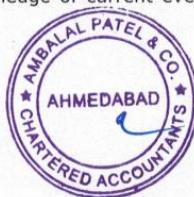
Financials statement of another associate LLP (Farmags Associates LLP) has been consolidated by adopting method prescribed in Accounting Standard 23 - Accounting for Investments in Associates in Consolidated Financial Statements.

Financials for following Subsidiaries have been consolidated in attached consolidated financial statements:

No.	Name of Subsidiary /JV	Country	Extent of Holding
1	Farmags Associates LLP	India	30%
2	Food Book Associates LLP	India	50%

**iv) Use of Estimates :**

The preparation of financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.



**v) Fixed assets & Depreciation :**

Fixed Assets are stated at cost less accumulated depreciation. In case of Holding company, depreciation is provided on fixed assets used during the year as per Straight Line method on the basis of useful life of assets and residual value as specified in schedule II of the Companies Act, 2013. In case of subsidiary & associate LLPs, depreciation provided as per rates of Income Tax Act, 1961.

Depreciation on additions or sale/discard of asset is being provided on pro-rata basis from the date on which such asset is ready to be put to use to date of sale/discard.

**vi) Inventories :**

Inventories are valued at cost or net realizable value, whichever is lower. The cost is ascertained using FIFO method.

**vii) Investments :**

Investments are classified as Current Investments and non-current Investments. The investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are stated at lower of cost and net realizable value. A provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current Investments.

**viii) Revenue Recognition :**

Revenues are Recognised Accrual Basis. Sales are accumulated net of GST.

**ix) Interest Income**

Interest income has been recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**x) Impairment of Assets :**

An asset is considered as impaired in accordance with Accounting Standard 28 on impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

**xi) Provisions, Contingent Liabilities and Contingent Assets :**

Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.

**xii) Taxes on Income :**

Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

Provision for current tax has been made taking into account tax laws applicable to the company.



**xiii) Employee Benefits :**

**Gratuity**

Since, company has not completed 5 years of its operations, during the under review, it has not made provision for gratuity.

**Provident Fund & ESI Scheme**

The contribution to Provident Fund & Employees State Insurance Scheme is provided for and payments in respect thereof are made to relevant authorities on actual basis which is charged to Statement of profit and loss.

The company does not have any other scheme of short term or long term retirement benefits.

**xiv) Impairment of Assets :**

An asset is considered as impaired in accordance with Accounting Standard 28 on impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

**xv) Earning per Share :**

The company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year.

**xvi) Taxes on Income :**

Provision for tax is made for both current and deferred taxes. Current tax is provided on the Taxable income using the applicable tax rates and tax laws. Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

**xvii) General :**

Accounting policies not specifically referred to are consistent with generally accepted accounting policies.



**ANNEXURE –V**  
**Notes to the Re-stated Financial Statements:**

**Note 1 Capital Commitments**

The estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil. (previous year ₹ Nil).

**Note 2 Contingent Liabilities**

Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements. There is no contingent liability outstanding against the group.

**Note 3** Pursuant to Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Holding Company Company is in process of compiling relevant information from its suppliers about their coverage under the said act. Since the relevant information is not readily available, no disclosures have been made in the accounts.

**Note 4 Auditor's Remuneration**

	(Amt in ₹ Lakhs)			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
<b>Statutory Auditors</b>				
- As Auditors	01.00	00.85	00.65	00.75
- Tax Audit Matters	00.25	00.40	00.40	00.30
- Taxation Matters	00.00	00.40	00.37	00.35
- Company Law Matters	00.14	00.08	00.08	00.25
- Others	00.00	00.07	00.03	00.01
<b>Total</b>	<b>01.39</b>	<b>01.80</b>	<b>01.52</b>	<b>01.66</b>

**Note 5** Earning per share as required by Accounting Standard AS-20 as issued by the The Institute of Chartered Accountants of India.

	(Amt in ₹ Lakhs)			
Description	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Profit After Tax (₹)	125.43	223.36	181.75	166.31
Profit Attributable to Ordinary Share Holders (₹)	125.43	223.36	181.75	166.31
Weighted Average No. of Equity Shares	55,00,000	10,000	10,000	10,000
Basic & Diluted Earning Per Share (₹)*	2.28	2,233.57	1,817.54	1,663.12
Nominal Value of share (₹)	10.00	10.00	10.00	10.00

The Holding Company has no dilutive instruments during the period ended 31st October 2022. As such Dilutive Earnings Per share equals to Basic Earnings Per Share.

**Note 6 Impairment of Fixed Assets**

In accordance with the Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) Rules, 2006, the Holding Company has reassessed its fixed assets and is of the view that no further impairment/reversal is considered to be necessary in view of its expected realizable value.

**Note 7** No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

**Note 8** Disclosure with respect to borrowings from banks or financial institutions on the basis of security of current assets:

The monthly statements of current assets filed by the holding company with banks or financial institutions are in agreement with the books of accounts except following where value of stock as per accounts and monthly statement differs.

Sr. No.	Month	Value of stock as per statement	Value of stock as per accounts	Reason for deviation
1	Oct-22	822.52	948.73	Details given to bank were provisional and after final verification of stock, there was error in stock valuation which

**Note 9** Holding company as well subsidiaries have not completed 5 years of its operations, group has not made any provision for gratuity. However, provision made earlier FYs in case of holding company amounting to Rs.32,00,815 showing under short term provisions under Balance Sheet.

**Note 10** Neither the company nor subsidiaries are not declared as a wilful defaulter by any bank or financial institution or other lender.



- 
- Note 11** The company is not having any relationship with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:
- Note 12** There has not been any delay in registering the charges or satisfaction with Registrar of Companies beyond the statutory period.
- Note 13** The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017
- Note 14** The company has not undergone through any Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013
- Note 15** There are no transactions which are not recorded in the books of accounts and that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- Note 16** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- Note 17** Balances of Secured Loans, unsecured loans, Debtors, Creditors for goods, creditors for expenses, loans and advances and advance from customers are subject to confirmation.
- Note 18** In case of holding company, during the previous year, there is change in method of depreciation from Written Down Method to Straight Line Method. Change in method is considered as change in accounting estimate and retrospective effect has been given in books of accounts. Net effect of this change amounting to Rs.51,62,982 has been disclosed under 'Exceptional Items' under statement in profit & loss. Corresponding effect of the same has been provided against depreciation block.
- Note 19** Previous year's figures are re-arranged and re-grouped wherever necessary to compare it with current period figures.
- Note 20** Figures are rounded off to the nearest lakh of rupees.



**ANNEXURE -VI**

**Statement of Accounting & Other Ratios, As Restated**

<b>Particulars</b>	<b>31/10/2022</b>	<b>31/03/2022</b>	<b>31/03/2021</b>	<b>31/03/2020</b>
Net Profit as Restated <b>(A)</b>	125.43	223.36	181.75	166.31
Add: Depreciation	40.40	63.64	68.04	33.49
Add: Interest on Loan	26.42	50.22	37.97	24.58
Add: Income Tax / Deferred Tax	59.46	83.53	61.79	60.65
<b>EBITDA</b>	<b>251.71</b>	<b>420.75</b>	<b>349.55</b>	<b>285.02</b>
<b>EBITDA Margin (%)</b>	<b>6.92%</b>	<b>7.63%</b>	<b>6.55%</b>	<b>8.80%</b>
Net Worth as Restated <b>(B)</b>	699.58	574.06	350.80	169.04
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>17.93%</b>	<b>38.91%</b>	<b>51.81%</b>	<b>98.38%</b>
Equity Share at the end of year (in Nos.) Weighted No. of Equity Shares <b>(C)</b>	<b>55,00,000</b>	<b>10,000</b>	<b>10,000</b>	<b>10,000</b>
Weighted No. of Equity Shares <b>(D)</b>	<b>55,00,000</b>	<b>10,000</b>	<b>10,000</b>	<b>10,000</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>	<b>2.28</b>	<b>2,233.57</b>	<b>1,817.54</b>	<b>1,666.12</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>12.72</b>	<b>5,740.55</b>	<b>3,507.99</b>	<b>1,690.45</b>

**Note:-**

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

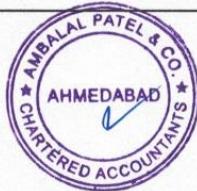
<b>Particulars</b>	<b>01/04/2022 to 31/10/2022</b>	<b>2021-22</b>	<b>% Change</b>	<b>Reason for deviation by more than 25%</b>
<b>Current Ratio,</b>	1.39	1.31	5.95	
Current Assets / Current Liabilities				
<b>Debt-Equity Ratio,</b>	0.78	0.60	30.12	Company increased its debt to expand business
<b>Non Current Borrowing + Current Borrowing / Shareholder Equity</b>				
<b>Debt Service Coverage Ratio,</b>	1.70	2.37	-28.56	
Profit before Tax + Interest on Term Loan & Debentures+Non-cash operating expenses / Interest on Term Loan & Debentures + Principal Repayments made during the period for long term loans.				During the period under review, there is many expenses with respect to expansion of business and hence, profitability reduced.
<b>Net profit ratio,</b>	3.45	4.04	-14.68	
(Profit After Tax/Sales)*100				
<b>Inventory turnover ratio,</b>	3.22	6.28	-48.71	As company has increased its range of products, large quantity of stock are lying in various stores of company. Hence, inventory level has been increased.
Cost of goods sold / Average Inventories				
<b>Trade Receivables turnover ratio,</b>	2.91	7.02	-58.59	Due to lower credit sale
Net Credit Sales/Average Trade Receivable				
<b>Trade payables turnover ratio,</b>	6.17	14.33	-56.92	As company has increased its range of products, large quantity of stock are lying in various stores of company. Hence, unpaid stock level also increased
Net Credit Purchase/Average Trade Payables				
<b>Net capital turnover ratio,</b>	7.78	25.18	-69.12	More working Capital deployed in business.
Sales/Average Working Capital				
<b>Return on Equity Ratio,</b>	19.70	38.91	-49.38	In the last financial year, there was exception item of revenue due to change in method of depreciation. Hence, in current period return on equity showing as reduced as compared to previous year.
(PAT/Avg. Eq. Shareholders Fund)*100				
<b>Return on Capital employed,</b>	17.65	40.95	-56.90	
Operating Profits(EBIT)/Capital Employed(Net Assets)*100				



**ANNEXURE -VII**
**Statement of Capitalization, As Restated**

Particulars	Pre-Issue	Post Issue*
	31/10/2022	
<b>Debt :</b>		
Short Term Debt	213.42	[•]
Long Term Debt	333.20	[•]
<b>Total Debt</b>	<b>546.62</b>	-
<b>Shareholders Funds</b>		
Equity Share Capital	550.00	[•]
Reserves and Surplus	149.58	[•]
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>699.58</b>	[•]
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.48</b>	[•]
<b>Total Debt / Shareholders Fund</b>	<b>0.78</b>	[•]

\* Assuming Full Allotment of IPO shares



**ANNEXURE -VIII**

**Statement of Tax Shelter, As Restated**

Particulars	As At			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
<b>Profit Before Tax as per books of accounts (A)</b>	<b>184.89</b>	<b>306.89</b>	<b>243.55</b>	<b>226.96</b>
-- Normal Tax rate	25.17%	25.17%	25.17%	25.17%
-- Minimum Alternative Tax rate	16%	16%	16%	16%
<b>Permanent differences</b>				
Other adjustments	34.38	8.45	18.01	15.53
Prior Period Item	.00	.00	.00	.00
Loss on sale of Investment	.00	.00	.00	.00
<b>Total (B)</b>	<b>34.38</b>	<b>8.45</b>	<b>18.01</b>	<b>15.53</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	40.40	62.40	68.04	33.48
Depreciation as per Income Tax	-39.15	-75.24	-43.12	-21.73
Difference between tax depreciation and book depreciation	.00	.00	.00	.00
Other adjustments	.00	-5.90	-1.91	11.05
Deduction under chapter VI-A	.00	-22.24	-15.39	-12.21
<b>Total (C)</b>	<b>1.25</b>	<b>-40.98</b>	<b>7.61</b>	<b>10.59</b>
<b>Net Adjustments (D = B+C)</b>	<b>35.63</b>	<b>-32.52</b>	<b>25.63</b>	<b>26.12</b>
<b>Total Income (E = A+D)</b>	<b>220.52</b>	<b>274.36</b>	<b>269.17</b>	<b>253.08</b>
Brought forward losses set off (Depreciation)	.00	.00	.00	.00
Tax effect on the above (F)	.00	.00	.00	.00
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>220.52</b>	<b>274.36</b>	<b>269.17</b>	<b>253.08</b>
Tax Payable for the year	55.50	69.05	67.75	63.70
Tax payable as per MAT	34.40	42.80	37.99	35.41
Tax expense recognised	55.50	69.05	67.75	63.70
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>



**ANNEXURE -IX**
**Statement of Related Party & Transactions :**
**A) List Of Related parties & Relationships**
**a) Subsidiaries, Fellow Subsidiaries, and Associates**  
**a) Subsidiaries :**

Food Book Associates LLP

**b) Fellow Subsidiary :**

None

**c) Associates :**

Farmags Associates LLP

**b) Key Management Personnel :**

- 1) Rajendra Pratap Maganlal
- 2) Rajesh Francis
- 3) Manish Pancholi  
(Appointed w.e.f. 12.10.2021)
- 4) Nirav Chaudhary
- 5) Chintan Patel

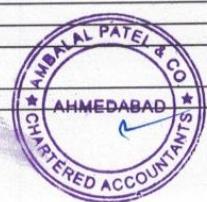
**c) Relatives of Key Management Personnel :**

- 1) Jennifer Francis
- 2) Anandi Patel
- 3) Janushi N Chaudhary
- 4) Mann Pancholi
- 5) Nidhi Pancholi
- 6) Seema Chaudhary
- 7) Mahesh Patel
- 8) Mitul D Patel
- 9) Dashrath Patel

**d) Enterprise over which Key Management Personnel and their relatives exercise significant influence with whom transaction have taken place during the year :**

1) M V Retails

**B) Transaction with related parties**

Description	Subsidiaries, Fellow Subsidiaries, and Associates			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Sales of Goods / Services	216.63	261.82	-	-
Rent & other Expenses Received/ (paid)	-	-	-	-
Interest Received/ (Paid)	-	-	-	-
Remunerations	-	-	-	-
Description	Key Management Personnel			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Sales of Goods / Services	-	-	-	-
Rent & other Expenses Received/ (paid)	03.05	03.60	-	-
Interest Received/ (Paid)	-08.15	-26.94	-29.83	-21.99
Remunerations	30.30	45.60	41.80	46.70
Description	Relatives of Key Management Personnel			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Sales of Goods / Services	-	-	-	-
Rent & other Expenses Received/ (paid)	00.00	02.00	02.40	02.00
Interest Received/ (Paid)	-	-	-	-
Remunerations	27.12	39.67	15.20	20.46
Description	Enterprises Controlled by Key management Personnel and their relatives			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Purchase of Goods / Services	-	-	-	108.12
Sales of Goods / Services	55.54	94.30	59.80	117.44
Purchase / (Sales) of Assets	-	-	-	59.32
Interest Received/ (Paid)	-	-	-	-
Remunerations	-	-	-	-
Outstanding Balance at the year end				
				

Description	Subsidiaries, Fellow Subsidiaries, and Associates			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Loans & Advance (incl. interest)	-	-	-	-
Deposit Received	-	-	-	-
Debtors	36.87	13.39	-	-
Description	Key Management Personnel			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Loans & Advance (incl. interest)	-	-	-	-
Deposit Received	187.67	167.00	269.85	105.74
Debtors	-	-	-	-
Creditors	-	-	03.09	00.05
Description	Relatives of Key Management Personnel			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Loans & Advance (incl. interest)	-	-	-	-
Deposit Received	-	-	-	-
Debtors	-	-	-	-
Creditors	-	-	02.84	-
Description	Enterprises Controlled by Key management Personnel and their			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Loans & Advance (incl. interest)	-	-	-	-
Deposit Received	-	-	-	-
Debtors	10.01	03.46	05.45	04.05
Creditors	-	-	-	35.99

#### ANNEXURE -X

##### Statement of Dividends

No Dividend Paid till Date

#### ANNEXURE -XI

##### Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit.

#### ANNEXURE -XII

##### Contingent Liabilities:

a. Claims against the Company (including unasserted claims) not acknowledged as debt:

Amount (in ₹ Lacs)

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Bank Guarantee	Nil	Nil	Nil	Nil

Amount (in ₹ Lacs)

Capital Commitement	31/10/2022	31/03/2022	31/03/2021	31/03/2020
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	Nil	Nil	Nil	Nil



**ANNEXURE - I.1 RESTATED STATEMENT OF SHARE CAPITAL**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)	Amount (In ₹ Lacs)	Amount (In ₹ Lacs)	Amount (In ₹ Lacs)
<b>Authorised</b> Number of Equity Shares of ₹ 10 each Equity Share Capital in Rs.	1,10,00,000.00 1,100.00	1,00,000.00 10.00	1,00,000.00 10.00	1,00,000.00 10.00
<b>Issued, Subscribed &amp; Paid up</b> Number of Equity Shares of ₹ 10 each Equity Share Capital in Rs.	55,00,000.00 550.00	10,000.00 1.00	10,000.00 1.00	10,000.00 1.00
<b>Total</b>	<b>550.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>

Reconciliation of shares outstanding at the beginning and end of the year

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Equity Shares			
	Number	Number	Number	Number
Shares outstanding at the beginning of the year	10,000	10,000	10,000	10,000
Shares Issued during the year	54,90,000	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	55,00,000	10,000	10,000	10,000

**Details of share holders holding more than 5% shares**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Number of shares	Number of shares	Number of shares	Number of shares
JENNIFER RAJESH FRANCIS	494100	900	900	900
MAHESHBHAI NARANBHAJI PATEL	541863	987	1079	900
MAHESHKUMAR LODHA	332145	605	605	479
MANISH SHIVNARAYAN PANCHOLI	835578	1522	1522	1000
RAJESH EMMANUEL FRANCIS	835578	1522	1522	1000
AKSHAY KISHANBHAI BHAGAT	0	0	0	536
JANKI AKSHAY BHAGAT	0	0	0	536
LATA RAJPUT	0	0	0	536
MAHENDRA SINGH RAJPUT	0	0	0	536
<b>Grand Total</b>	<b>3039264</b>	<b>5536</b>	<b>5628</b>	<b>6423</b>

**Details of Promoters' shares holding**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Number of shares	Number of shares	Number of shares	Number of shares
MANISH SHIVNARAYAN PANCHOLI	835578	1522	1522	1522
RAJESH EMMANUEL FRANCIS	835578	1522	1522	1522
<b>Grand Total</b>	<b>1671156</b>	<b>3044</b>	<b>3044</b>	<b>3044</b>



**ANNEXURE - I.2 RESTATED STATEMENT OF RESERVE AND SURPLUS**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
<b>Profit &amp; Loss Account</b>				
Opening balance	573.06	349.80	168.04	01.73
(+) Net Profit/(Net Loss) For the current year	125.43	223.36	181.75	166.31
(+) Transfer from Reserves	-	-	-	-
(-) Proposed Dividends	00.10	-00.10	-	-
(-) Interim Dividends	-	-	-	-
(-) Tax on Proposed dividend/Interim Dividend	-	-	-	-
(-) Used for Issue of Bonus Shares	-	-	-	-
Closing Balance	-549.00	-	-	-
<b>Total</b>	<b>149.58</b>	<b>573.06</b>	<b>349.80</b>	<b>168.04</b>

**ANNEXURE - I.3 RESTATED STATEMENT OF LONG TERM BORROWINGS**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
<b>Secured</b>				
<b>(a) Term loans</b>				
from banks				
HDFC Bank Car Loan	-	-	06.09	19.90
	-	-	06.09	19.90
<b>Unsecured Loans</b>				
From Banks & Financial Institutes				
Axis Bank (BPRO00307610191)	17.91			
HDFC Bank (130253414)	31.95			
HDFC Bank (Business Loan) (98458823)	00.00	-	09.72	-
HDFC Bank (113048190)	19.22	11.42	28.97	-
(Repayable in 36 EMIs of Rs.1.70.888 each)	00.00	02.14	-	-
Bajaj SME Unsecured - P418PDP4086067	00.00			
ICICI Bank New Loan	22.05			
ICICI Bank - UPABD00043523999	11.59	02.41	-	-
Kotak Mahindra Bank	12.80	19.24	-	-
From Shareholders	00.00	-	05.06	25.00
From Directors	217.67	167.00	269.85	295.34
Other Loans	-	00.00	00.00	00.00
From Relative of Directors	-	-	-	05.00
<b>Total</b>	<b>333.20</b>	<b>202.21</b>	<b>313.60</b>	<b>325.34</b>

**ANNEXURE - I.4 RESTATED STATEMENT OF DEFERRED TAX LIABILITIES / (ASSETS)**

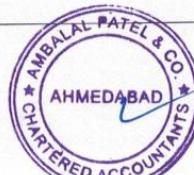
Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Deferred tax (Assets) / Liabilities on account of depreciation:	07.54	06.05	-08.79	-02.81
<b>Total</b>	<b>07.54</b>	<b>06.05</b>	<b>-08.79</b>	<b>-02.81</b>

**ANNEXURE - I.5 RESTATED STATEMENT OF SHORT TERM BORROWINGS**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
<b>Secured</b>				
<b>(a) Loans repayable on demand (Current Liability of Long Term Borrowing)</b>				
From Banks				
HDFC Bank Loan (Business Loan)	00.00	06.09	11.49	08.77
Bank Balances (CC account)	100.00	10.16		
	100.00	16.25	11.49	08.77
<b>Unsecured</b>				
<b>(a) Term loans (Current maturity Liability of Long Term Borrowing)</b>				
From Banks & Financial Institutions				
HDFC Bank (Business Loan) (98458823)	00.00	09.72	10.18	00.00
HDFC Bank (113048190)	00.00	17.55	15.27	00.00
HDFC Bank (130253414)	24.03	00.00	00.00	00.00
AXIS Bank (BPRO00307610191)	24.43	00.00	00.00	00.00
Bajaj Finance Ltd (SME 000001468219)	-	-	29.97	00.00
Bajaj SME Unsecured - P418PDP4086067	15.96	42.86		
ICICI Bank - UPABD00043523999	02.41	26.62		
ICICI Bank	27.36			
Kotak Mahindra Bank	19.24	29.51		
	113.42	126.26	55.42	00.00
<b>Total</b>	<b>213.42</b>	<b>142.51</b>	<b>66.91</b>	<b>08.77</b>

**ANNEXURE - I.6 RESTATED STATEMENT OF TRADE PAYABLES**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Due to Micro, Small & Medium Enterprises	-	-	-	-
Due to Others	666.38	265.83	349.68	218.68
<b>Total</b>	<b>666.38</b>	<b>265.83</b>	<b>349.68</b>	<b>218.68</b>



Particulars	31/10/2022			
	(i) MSME	(ii) Others	(iii) Disputed dues – MSME	(iv) Disputed dues – Others
Less than 1 year		666.38		
1-2 years				
2-3 years				
More than 3 years				
<b>Total</b>	<b>-</b>	<b>666.38</b>	<b>-</b>	<b>-</b>

Trade Payables ageing for year ended on 31/03/2022

Particulars	31/03/2022			
	(i) MSME	(ii) Others	(iii) Disputed dues – MSME	(iv) Disputed dues – Others
Less than 1 year		263.65		
1-2 years		-		
2-3 years		-		
More than 3 years		-		
<b>Total</b>	<b>-</b>	<b>263.65</b>	<b>-</b>	<b>-</b>

Trade Payables ageing for year ended on 31/03/2021

Particulars	31/03/2021			
	(i) MSME	(ii) Others	(iii) Disputed dues – MSME	(iv) Disputed dues – Others
Less than 1 year		371.48		
1-2 years		-		
2-3 years		-		
More than 3 years		-		
<b>Total</b>	<b>-</b>	<b>371.48</b>	<b>-</b>	<b>-</b>

Trade Payables ageing for year ended on 31/03/2020

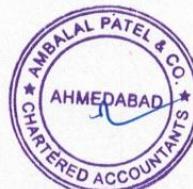
Particulars	31/03/2020			
	(i) MSME	(ii) Others	(iii) Disputed dues – MSME	(iv) Disputed dues – Others
Less than 1 year		218.68		
1-2 years		-		
2-3 years		-		
More than 3 years		-		
<b>Total</b>	<b>-</b>	<b>218.68</b>	<b>-</b>	<b>-</b>

#### ANNEXURE - I.7 RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

Particulars	31/10/2022 Amount (in ₹ Lacs)	31/03/2022 Amount (in ₹ Lacs)	31/03/2021 Amount (in ₹ Lacs)	31/03/2020 Amount (in ₹ Lacs)
	31/10/2022 Amount (in ₹ Lacs)	31/03/2022 Amount (in ₹ Lacs)	31/03/2021 Amount (in ₹ Lacs)	31/03/2020 Amount (in ₹ Lacs)
Creditor For Expenses	01.05	00.94	02.53	03.63
Advance from Customers	47.00	34.95	09.93	00.73
Government Dues	88.13	76.40	08.34	06.73
Other Liability	68.51	66.69	46.99	00.00
<b>Total</b>	<b>204.70</b>	<b>178.98</b>	<b>67.79</b>	<b>11.09</b>

#### ANNEXURE - I.8 RESTATED STATEMENT OF SHORT TERM PROVISION

Particulars	31/10/2022 Amount (in ₹ Lacs)	31/03/2022 Amount (in ₹ Lacs)	31/03/2021 Amount (in ₹ Lacs)	31/03/2020 Amount (in ₹ Lacs)
	31/10/2022 Amount (in ₹ Lacs)	31/03/2022 Amount (in ₹ Lacs)	31/03/2021 Amount (in ₹ Lacs)	31/03/2020 Amount (in ₹ Lacs)
<b>(a) Provision for employee benefits</b> Salary & Reimbursements		39.85	23.86	29.21
<b>(b) Others</b> Provision for Tax Provision for Gratuity Provision for Electric Expense Provision for Audit Fees	55.50 32.01 - -	69.05 32.15 - -	67.75 32.01 - -	63.70 14.67 01.53 -
<b>Total</b>	<b>127.36</b>	<b>125.06</b>	<b>128.97</b>	<b>80.63</b>



**ANNEXURE - I.9 RESTATED STATEMENT OF PROPERTY PLANT & EQUIPMENTS**

Particulars	Gross Block:			Accumulated Depreciation:			Net Block:		
	Bal. as on 01/04/2022	Additions	(Disposals)	Bal. as on 31/03/2022	(Addition / (Deduction) due to Capital Reduction/Reval. /Impairments)	Bal. as on 01/04/2022	Depreciation charge for the year	On disposals	Bal. as on 31/10/2022
	₹	₹	₹	₹	₹	₹	₹	₹	₹
a Tangible Assets									
Furniture and fixtures	189.81	33.10	.00	.00	222.91	23.51	11.19	.00	34.70
Furniture & fixtures under lease	.00	.00	.00	.00	34.93	6.29	2.43	.00	8.72
Vehicles	34.93	.00	.00	.00	.00	.00	.00	.00	.00
Vehicles under lease	.00	.00	.00	.00	361.80	68.13	25.98	.00	94.11
Office Equipment	346.76	15.04	.00	.00	.00	.00	.00	.00	.00
Office equipment under lease	.00	.00	.00	.00	.00	.00	.00	.00	.00
Others (specify nature)	.00	.00	.00	.00	.00	.00	.00	.00	.00
<b>Total</b>	<b>571.50</b>	<b>48.14</b>	<b>.00</b>	<b>.00</b>	<b>619.64</b>	<b>97.93</b>	<b>39.60</b>	<b>.00</b>	<b>137.53</b>
b Intangible Assets									
Computer software	4.28	.68	.00	.00	4.95	1.85	.80	.00	2.66
<b>Total</b>	<b>4.28</b>	<b>.68</b>	<b>.00</b>	<b>.00</b>	<b>4.95</b>	<b>1.85</b>	<b>.80</b>	<b>.00</b>	<b>2.30</b>
c Intangible Assets Not put to use									
<b>Total</b>	<b>.00</b>	<b>5.02</b>	<b>.00</b>	<b>.00</b>	<b>5.02</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>
<b>Grand Total</b>	<b>575.78</b>	<b>53.83</b>	<b>.00</b>	<b>.00</b>	<b>629.61</b>	<b>99.79</b>	<b>40.40</b>	<b>.00</b>	<b>140.19</b>
									<b>475.99</b>

Particulars	Gross Block:			Accumulated Depreciation:			Net Block:		
	Bal. as on 01/04/2021	Additions	(Disposals)	Bal. as on 31/03/2021	(Addition / (Deduction) due to Capital Reduction/Reval. /Impairments)	Bal. as on 01/04/2021	Depreciation charge for the year	On disposals	Bal. as on 31/03/2022
	₹	₹	₹	₹	₹	₹	₹	₹	₹
a Tangible Assets									
Furniture and fixtures	116.07	96.69	-21.89	.00	.00	189.81	24.98	17.09	-15.30
Furniture & Fixtures under lease	.00	.00	.00	.00	.00	.00	.00	.00	.00
Vehicles	34.23	.71	.00	.00	.00	34.93	5.60	4.14	-3.45
Vehicles under lease	.00	.00	.00	.00	.00	.00	.00	.00	.00
Office Equipment	180.53	195.79	-26.93	.00	.00	346.76	63.63	41.04	-32.36
Office equipment under lease	.00	.00	.00	.00	.00	.00	.00	.00	.00
Others (specify nature)	.00	.00	.00	.00	.00	.00	.00	.00	.00
<b>Total</b>	<b>331.72</b>	<b>293.18</b>	<b>-48.82</b>	<b>.00</b>	<b>.00</b>	<b>571.50</b>	<b>94.21</b>	<b>62.27</b>	<b>-51.10</b>
b Intangible Assets									
Computer software	4.55	.27	-.54	.00	.00	4.28	1.06	1.37	-.53
<b>Total</b>	<b>4.55</b>	<b>.27</b>	<b>-.54</b>	<b>.00</b>	<b>.00</b>	<b>4.28</b>	<b>1.06</b>	<b>1.37</b>	<b>-.53</b>
c Intangible Assets Not put to use									
<b>Total</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>
<b>Grand Total</b>	<b>336.27</b>	<b>293.45</b>	<b>-49.36</b>	<b>.00</b>	<b>.00</b>	<b>575.78</b>	<b>95.27</b>	<b>63.64</b>	<b>-51.63</b>
									<b>475.58</b>

AMBALA PATEL &  
CO. LTD.  
★ AHMEDABAD ★  
CHARTERED ACCOUNTANTS

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
	Bal. as on 01/04/2020	Additions	(Disposals)	Acquired through business combinations	Addition / (Reduction) due to Capital Reduction/Revaluations/ (Impairments)	Bal. as on 31/03/2021	Bal. as on 01/04/2020	Depreciation charge for the year	Adjustment due to revaluations	Bal. as on 31/03/2021	Bal. as on 31/03/2020
a <b>Tangible Assets</b>											
Furniture and Fixtures	72.27	59.98	-15.28	.00	.00	116.97	5.50	20.89	-.42	24.98	92.00
Vehicles under Lease	70.70	33.53	.00	.00	.00	34.23	5.40	.00	.00	5.60	28.63
Office Equipment	121.44	82.76	-23.67	.00	.00	180.53	27.98	.00	-.03	63.63	.00
<b>Total</b>	<b>194.40</b>	<b>176.27</b>	<b>-38.95</b>	<b>.00</b>	<b>.00</b>	<b>331.72</b>	<b>33.68</b>	<b>66.97</b>	<b>.00</b>	<b>6.45</b>	<b>94.21</b>
b <b>Intangible Assets</b>											
Computer Software	.00	4.55	.00	.00	.00	4.55	.00	1.06	.00	.00	3.48
Mastheads and publishing titles	.00	.00	.00	.00	.00	.00	.00	.00	.00	.00	.00
<b>Total</b>	<b>.00</b>	<b>4.55</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>1.06</b>	<b>.00</b>	<b>.00</b>	<b>3.48</b>
c <b>Tangible Assets Not put to use</b>											
d <b>Intangible Assets under Development</b>											
<b>Total (c+d)</b>	<b>.00</b>	<b>45.07</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>45.07</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>45.07</b>
<b>Total</b>	<b>194.40</b>	<b>225.89</b>	<b>-38.95</b>	<b>.00</b>	<b>.00</b>	<b>381.34</b>	<b>33.68</b>	<b>68.04</b>	<b>.00</b>	<b>6.45</b>	<b>95.27</b>
											<b>160.72</b>

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
	Bal. as on 01/04/2019	Additions	(Disposals)	Acquired through business combinations	Addition / (Reduction) due to Capital Reduction/Revaluations/ (Impairments)	Bal. as on 31/03/2020	Bal. as on 01/04/2019	Depreciation charge for the year	Adjustment due to revaluations	Bal. as on 31/03/2020	Bal. as on 31/03/2019
a <b>Tangible Assets</b>											
Furniture and Fixtures	.29	71.98	.00	.00	.00	72.27	.00	5.50	.00	.00	.29
Furniture & Fixtures under Lease	.00	.00	1.08	.00	.00	1.08	.00	.35	.00	.00	.00
Vehicles under Lease	.00	.00	.00	.00	.00	.00	.00	.00	.00	.00	.00
Office Equipment	6.46	114.60	.00	.00	.00	121.06	.20	27.63	.00	.00	27.83
<b>Total</b>	<b>6.74</b>	<b>187.66</b>	<b>.00</b>	<b>.00</b>	<b>.00</b>	<b>194.40</b>	<b>.20</b>	<b>33.48</b>	<b>.00</b>	<b>.00</b>	<b>33.68</b>
											<b>160.72</b>

# All the title deeds with respect to Immovable Properties are held in the name of the company.

Description of item of property

Gross carrying value

Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director

Property held since which date

Reason for not being held in the name of the company

PPE	-	-	-	-	-	-	-	-	-	-
Investment property	-	-	-	-	-	-	-	-	-	-
Non-current asset held for sales	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-

#### # Impairment of Fixed Assets

In accordance with the Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) Board (CASB), the company has reassessed its fixed assets and is of the view that no further impairment/reversal is considered to be necessary in view of its expected realizable value.

#### # Revaluation Of Fixed Assets:

The company has not revalued any Property, Plant and Equipment during current year.



**ANNEXURE - I.10 RESTATED STATEMENT OF NON-CURRENT INVESTMENTS**

Particulars	31/10/2022 Amount (In ₹ Lacs)	31/03/2022 Amount (In ₹ Lacs)	31/03/2021 Amount (In ₹ Lacs)	31/03/2020 Amount (In ₹ Lacs)
<b>Investments in Entities</b> FoodBook Associates LLP Farmags Associates LLP	-	-	02.38	-
<b>Total</b>	-	-	<b>02.38</b>	<b>00.00</b>

Particulars	31/10/2022 Amt in ₹ Lacs	31/03/2022 Amt in ₹ Lacs	31/03/2021 Amt in ₹ Lacs	31/03/2020 Amt in ₹ Lacs
Aggregate amount of quoted investments				
Aggregate amount of unquoted investments	.00	2.38	.00	.00
<b>Total</b>	<b>.00</b>	<b>2.38</b>	<b>.00</b>	<b>.00</b>

**ANNEXURE - I.11 RESTATED STATEMENT OF LONG TERM LOANS AND ADVANCES**

Particulars	31/10/2022 Amount (In ₹ Lacs)	31/03/2022 Amount (In ₹ Lacs)	31/03/2021 Amount (In ₹ Lacs)	31/03/2020 Amount (In ₹ Lacs)
Secured, considered good	83.46	84.59	-	-
Unsecured, considered good	-	-	82.17	47.05
Doubtful	-	-	-	-
<b>Total</b>	<b>83.46</b>	<b>84.59</b>	<b>82.17</b>	<b>47.05</b>

**ANNEXURE - I.12 RESTATED STATEMENT OF INVENTORIES**

Particulars	31/10/2022 Amount (In ₹ Lacs)	31/03/2022 Amount (In ₹ Lacs)	31/03/2021 Amount (In ₹ Lacs)	31/03/2020 Amount (In ₹ Lacs)
Stock-in-trade	959.60	611.55	641.01	385.68
<b>Total</b>	<b>959.60</b>	<b>611.55</b>	<b>641.01</b>	<b>385.68</b>

**ANNEXURE - I.13 RESTATED STATEMENT OF TRADE RECEIVABLES**

Particulars	31/10/2022 Amount (In ₹ Lacs)	31/03/2022 Amount (In ₹ Lacs)	31/03/2021 Amount (In ₹ Lacs)	31/03/2020 Amount (In ₹ Lacs)
Secured, considered good	257.34	136.58	108.91	79.17
Unsecured, considered good	-	-	-	-
Unsecured, considered doubtful	-	-	-	-
<b>Total</b>	<b>257.34</b>	<b>136.58</b>	<b>108.91</b>	<b>79.17</b>

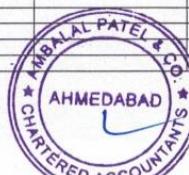
**Trade Receivables ageing Schedule**

Particulars	31/10/2022 (Amt in ₹ Lakhs)			
	(i) Undisputed Trade receivables – considered good	(ii) Undisputed Trade Receivables – considered doubtful	(iii) Disputed Trade Receivables considered good	(iv) Disputed Trade Receivables considered doubtful
Less than 6 months *	257.34	-	-	-
6 months -1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>257.34</b>	-	-	-

Particulars	31/03/2022 Amount (In ₹ Lacs)			
	(i) Undisputed Trade receivables – considered good	(ii) Undisputed Trade Receivables – considered doubtful	(iii) Disputed Trade Receivables considered good	(iv) Disputed Trade Receivables considered doubtful
Less than 6 months *	140.69	-	-	-
6 months -1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>140.69</b>	-	-	-

Particulars	31/03/2021 Amount (In ₹ Lacs)			
	(i) Undisputed Trade receivables – considered good	(ii) Undisputed Trade Receivables – considered doubtful	(iii) Disputed Trade Receivables considered good	(iv) Disputed Trade Receivables considered doubtful
Less than 6 months *	130.70	-	-	-
6 months -1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>130.70</b>	-	-	-

Particulars	31/03/2020 Amount (In ₹ Lacs)			
	(i) Undisputed Trade	(ii) Undisputed Trade	(iii) Disputed Trade	(iv) Disputed Trade
Less than 6 months *	79.17	-	-	-
6 months -1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total</b>	<b>79.17</b>	-	-	-



**ANNEXURE - I.14 RESTATED STATEMENT OF CASH & BANK BALANCES**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (in ₹ Lacs)			
<b>a. Cash &amp; Cash Equivalents</b>				
i) Cash on hand	108.55	10.38	08.71	20.19
<b>b. Bank balances</b>				
Bank Balances	197.34	6.21	13.13	71.57
Bank Deposits	0.01	-	-	-
Deposits with less than 12 months maturity	0.00	03.16	03.33	03.16
Deposits with more than 12 months maturity				
<b>Total</b>	<b>108.55</b>	<b>13.54</b>	<b>25.18</b>	<b>94.92</b>

**ANNEXURE - I.15 RESTATED STATEMENT OF SHORT TERM LOANS & ADVANCES**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (in ₹ Lacs)			
<b>a. Others</b>				
Unsecured, considered good				
Balance with Government	101.96	134.23	104.09	42.65
Advance to Suppliers	46.10	29.61	27.62	20.43
Others	08.39	00.00	00.00	00.00
<b>Total</b>	<b>156.45</b>	<b>163.85</b>	<b>131.71</b>	<b>63.09</b>



**ANNEXURE - II.1 RESTATED STATEMENT OF REVENUE FROM OPERATION**

Particulars	For the period ended on			
	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)	Amount (In ₹ Lacs)	Amount (In ₹ Lacs)	Amount (In ₹ Lacs)
Sale of Food Products	3635.30	5523.38	5332.62	3240.32
Other Operating Revenues	00.00	31.00	23.50	00.00
<b>TOTAL</b>	<b>3635.30</b>	<b>5554.38</b>	<b>5356.12</b>	<b>3240.32</b>

**ANNEXURE - II.2 RESTATED STATEMENT OF OTHER INCOME**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Interest Income	00.00	00.00	00.18	00.32
Loyalty Redeem	00.81	00.00		
Other Non Operating Income	02.14	10.74	02.62	00.57
Share from IIP	00.46	01.66		
REIMBURSEMENT OF SALARY	08.59	00.00		
Sundry Balance Written off	00.91	00.00		
<b>TOTAL</b>	<b>12.91</b>	<b>12.40</b>	<b>02.80</b>	<b>00.90</b>

**ANNEXURE - II.3 RESTATED STATEMENT OF PURCHASES OF STOCK-IN-TRADE**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Purchase of Food Product (Net of Discount, Rate Difference, etc.)	2876.59	3808.26	4259.36	2533.08
<b>TOTAL</b>	<b>2876.59</b>	<b>3808.26</b>	<b>4259.36</b>	<b>2533.08</b>

**ANNEXURE - II.4 RESTATED STATEMENT OF CHANGES IN INVENTORIES OF STOCK IN TRADE**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Opening Stock	611.55	641.01	385.68	100.70
Less: Closing Stock	959.60	611.55	641.01	385.68
<b>TOTAL</b>	<b>-348.05</b>	<b>29.46</b>	<b>-255.33</b>	<b>-284.98</b>

**ANNEXURE - II.5 RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
(a) Salaries and Incentives	327.48	526.49	425.34	325.64
(b) Contributions to -				00.00
(i) Provident fund	09.19	17.23	10.08	05.54
(ii) ESIC	02.49	05.00	04.12	03.49
(c) Gratuity Provision	-	-	17.34	14.67
(d) Staff Welfare/Bonus	00.31	00.69	00.42	00.50
<b>TOTAL</b>	<b>339.47</b>	<b>549.41</b>	<b>457.30</b>	<b>349.84</b>

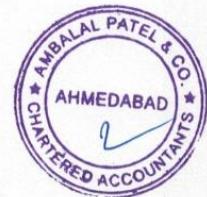
**ANNEXURE - II.6 RESTATED STATEMENT OF FINANCE COSTS**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Bank Charges	09.06	20.62	21.12	06.11
Bank Interest Expense	18.25	23.52	07.40	00.59
Interest to Depositors	08.17	26.70	30.57	23.99
Loan Processing Fees	00.50	-	00.94	00.15
<b>TOTAL</b>	<b>35.98</b>	<b>70.84</b>	<b>60.03</b>	<b>30.84</b>



**ANNEXURE - II.7 RESTATED STATEMENT OF OTHER EXPENSES**

Particulars	31/10/2022	31/03/2022	31/03/2021	31/03/2020
	Amount (In ₹ Lacs)			
Auditor's Remuneration	01.39	01.80	01.52	01.66
Power & Fuel	79.00	109.21	74.25	60.69
Rent Expense	218.63	354.72	242.05	159.26
Repairing Expense	02.74	14.61	06.93	16.71
Office Expense	55.34	72.32	50.11	22.61
Miscellaneous Expense	161.84	237.24	151.14	91.08
<b>TOTAL</b>	<b>518.93</b>	<b>789.91</b>	<b>525.99</b>	<b>351.99</b>



## OTHER FINANCIAL INFORMATION

### RESTATED STATEMENT OF ACCOUNTING RATIOS

(₹.in Lakhs except no of shares)

Particulars	As on 31.10.2022	For the year ended March 31,		
		2022	2021	2020
Restated PAT as per P & L Account	125.43	223.36	181.75	166.31
Actual Number of Equity Shares outstanding at the end of the year	5500000	10000	10000	10000
Equivalent Weighted Avg number of Equity Shares at the end of the year	5500000	10000	10000	10000
Share capital	550	10	10	10
Reserves & Surplus	149.58	573.06	349.80	168.04
Misc. expenses w/off	-	-	-	-
Net Worth	699.58	574.06	350.80	169.04
Earnings Per Share:				
Basic	2.28	2233.57	1817.54	1663.12
Basic & Diluted	2.28	2233.57	1817.54	1663.12
Return on Net Worth (%)	17.92	38.73	50.91	98.38
Net Asset Value Per Share (Rs) – based on actual no. of equity shares at the end of the year	10.43	5740.6	3508	1690.4
Nominal Value per Equity share (₹)	12.71	10	10	10

#### Notes to Accounting Ratios:

- 1) The Ratios have been computed as follows:

a) Basic Earnings Per Share (M)	-----	Net Profit After Tax as restated
	-----	Weighted Average Number of Equity Shares outstanding during the year
b) Return on Net worth (%)	-----	Net Profit after Tax as restated * 100
	-----	Net Worth
c) Net Asset Value Per Equity Share (M)	-----	Net Worth
	-----	No. Of Equity shares outstanding at the end of the year

2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS – 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.

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- 4) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.
  - 5) The above Ratios have been computed on the basis of the Restated Financial Information for the respective year.  
The above statements should be read with the Notes to Restated Financial Statements.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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Our company was incorporated on December 10, 2018 as 'Magson Retail And Distribution Private Limited' under the provisions of Companies Act, 2013 with the Registrar of Companies, Ahmedabad bearing Registration No. 105533 and the certificate of incorporation was issued by the Registrar of Companies at Ahmedabad. Our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders on September 30, 2022 and the name of our Company was changed to "Magson Retail And Distribution Limited" vide a Fresh Certificate of Incorporation dated 20<sup>th</sup> December, 2022, issued by the Registrar of Companies, Ahmedabad.

The company is running 26 retail stores for Grocery and domestic/international consumable products under the brand name "**MagSon**". The company also operate a chocolate store.

Our Managing Director Mr. Rajesh Emmanuel Francis and Mr. Manish Shivnarayan Pancholi are actively involved in business development and supplying activities of the Company. They actively participates in timely execution of the customer's and franchisee orders and are the guiding force behind the growth and business strategy of our Company. Our promoters together have industry experience of many years and possess rich business intellect in the business circle of Gujarat. For details about the promoter family track record of this business please see "History and Certain Corporate Matters" on page no. 115 of this Prospectus.

We operate through our factory & registered office located at Office No. B/204, Primate, Nr. Gormoh Restaurant Opp. Mother Dairy, Judges Bungalow Cross Road, Bodakdev, Ahmedabad Gujarat 380015 India

### Significant Developments after March 31, 2022 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the profitability of our Company or the value of our assets, or our ability to pay liabilities within next twelve months.

**STANDALONE RESULTS OF OUR OPERATIONS**

(₹ in lakhs)

Particulars	Seven Months Ended on		For the year ended March 31,					
	31.10.2022	% of Total Income	2022	% of Total Income	2021	% of Total Income	2020	% of Total Income
<b>INCOME:</b>								
Revenue from Operations	3607.69	99.64	5491.83	99.74	5332.62	99.56	3240.32	99.97
Other Income	12.91	0.36	14.04	0.26	23.50	0.44	0.89	0.03
<b>Total income</b>	<b>3620.60</b>	<b>99.64</b>	<b>5505.87</b>	<b>100.00</b>	<b>5356.12</b>	<b>100.00</b>	<b>3241.21</b>	<b>100.00</b>
<b>EXPENDITURE:</b>								
Cost of Material Consumed								
Purchases of Stock-in-Trade	2864.75	79.12	3747.28	68.06	4259.31	79.52	2533.07	78.15
Changes in Inventories	(349.08)	-9.64	41.37	0.75	(255.33)	-4.77	(284.98)	-8.79
Employee Benefit Expenses	334.32	9.23	549.41	9.98	457.30	8.54	349.84	10.79
Finance Costs	35.95	0.99	70.80	1.29	60.03	1.12	30.84	0.95
Depreciation and Amortisation Expenses	39.15	1.08	62.40	1.13	68.04	1.27	33.48	1.03
Other Expenses	510.15	14.09	780.40	14.17	526.03	9.82	351.99	10.86
<b>Total expenses</b>	<b>3435.73</b>	<b>94.89</b>	<b>5251.66</b>	<b>95.38</b>	<b>5115.37</b>	<b>95.51</b>	<b>3014.26</b>	<b>93.00</b>
Net Profit / (Loss) before Tax and extra-ordinary items	184.93	5.11	254.21	4.62	243.55	4.55	226.96	7.00
Exceptional Items	0.00	-	51.63	0.94	0.00	-	0.00	-
Net Profit / (Loss) before Tax	184.93	5.11	305.84	5.55	243.55	4.55	226.96	7.00
Less: Tax Expense								
Current tax	55.50	1.53	68.00	1.24	67.75	1.26	63.70	1.97
Deferred tax	4.00	0.11	14.84	0.27	(05.98)	-0.11	(3.05)	-0.09
Total Tax Expense	59.50	1.64	(0.36)	-0.01	0.02	0.00	0.004	0.00
<b>Net Profit / ( Loss ) after tax</b>	<b>125.43</b>	<b>3.46</b>	<b>223.36</b>	<b>4.06</b>	<b>181.75</b>	<b>3.39</b>	<b>166.31</b>	<b>5.13</b>

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## Main Components of our Profit and Loss Account

### Income

#### Revenue from Operations

Our Revenue from Operations; which as a percentage of total income were 99.64% for the seven months ended October 31, 2022 and 99.74%, 99.56% and 99.97% respectively, fiscal years 2022, 2021 and 2020 .

#### Other Income

Our other income comprises of Interest income, Dividend income, Foreign exchange difference, and Miscellaneous income. Other income, as a percentage of total income were 0.36% for the seven months ended October 31 and 0.26%, 0.44% and 0.03% respectively, for the fiscal years.

### Expenditure

Our total expenditure primarily consists of Costs of materials consumed, Purchase of Stock in trade, Changes in Inventories, Employee Benefit Expenses, Finance Cost, Depreciation & Amortisation Expenses and Other Expenses

#### Cost of Materials Consumed

Cost of material consumed mainly consist of expenses mainly related to utilisation of Raw Materials and allied expenses related to our sales.

#### Purchase of Stock in Trade

Purchase of Stock in Trade are primarily in relation to purchases goods for trading.

#### Changes in Inventories

Changes in Inventories primarily consist of changes in Finished goods.

#### Employee Benefit Expenses

Expenses in relation to employees remuneration and benefits include salary & wages, director's remuneration and staff welfare expenses.

#### Finance Costs

Finance Cost primarily consists of Interest cost & Bank charges.

#### Depreciation and Amortization Expenses

Depreciation and Amortization Expenses primarily consist of depreciation on the fixed assets of our Company which primarily includes Plant & Machinery, Building, Furniture and Fixtures, Office equipments, Electrical Installations and equipment, Motor Vehicles and Computers etc.

#### Other Expenses

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Other expenses primarily include Contract Charges, Freight and Forwarding Charges, Legal and Professional Fees, Travelling and Conveyance, Foreign Exchange Loss etc.

### **Provision for Tax**

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

### **Fiscal 2022 compared with Fiscal 2021**

#### **Revenue from Operations**

In Fiscal 2022, Revenue from Operations had increased by ₹ 159.21 lakhs or 3%, from ₹ 5332.62 lakhs in Fiscal 2021 to ₹ 5491.83 lakhs in Fiscal 2022. The increase in the Fiscal 2022 was due to increase in the sale.

#### **Other income**

In Fiscal 2022, Other Income had decreased by ₹ 9.46 lakhs or 40.25%, from ₹ 23.50 lakhs in Fiscal 2021 to ₹ 14.04 lakhs in Fiscal 2022. The decrease was due to the decrease in Dividend income, Interest Income and insurance claim received etc.

#### **Cost of Materials**

The cost of materials consumed in Fiscal 2022 was ₹ 3788.65 lakhs, a decrease of ₹ 215.33 lakhs or 21.51% as compared to the previous year's consumption of ₹ 4003.98 lakhs in Fiscal 2021. The decrease was due to the decrease in Revenue from Operations.

#### **Purchase of Stock in Trade**

Purchase of Stock in Trade are primarily in relation to purchases goods for trading

#### **Changes in Inventories**

The changes in Inventories was 41.37 lakhs in Fiscal 2022, the changes in Inventories were negative ₹ 255.33 in Fiscal 2021. The amount of increase was negative 296.70 lakhs. The percentage of increase was 116.20%.

#### **Employee Benefit Expenses**

Our staff cost had increased by 92.11 lakhs or 20.14%, from 457.30 lakhs in Fiscal 2021 to 549.41 lakhs in Fiscal 2022.

#### **Finance Cost**

Finance cost during the year had increased by ₹ 10.77 lakhs or 17.94% from ₹ 60.03 lakhs in Fiscal 2021 to ₹ 70.80 lakhs in Fiscal 2022.

#### **Depreciation and Amortization Expenses**

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Depreciation expenses had decreased by ₹5.64 lakhs from ₹68.04 lakhs in Fiscal 2021 to ₹ 62.40 lakhs in Fiscal 2022. This increase was on account of sale of fixed assets during the year 2022.

### **Other Expenses**

Other expenses had increased by ₹ 254.37 lakhs or 48.35% from ₹ 526.03 lakhs in Fiscal 2021 to ₹ 780.40 lakhs in Fiscal 2022.

### **Profit before Tax**

Due to increase in our revenues, our Profit before tax had increased by ₹ 10.66 lakhs or 4.37% from ₹ 243.55 lakhs in Fiscal 2021 to ₹ 254.21 lakhs in Fiscal 2022.

### **Profit after Tax**

After accounting for taxes at applicable rates, our Profit after Tax had increased by ₹ 41.61 lakhs or 22.89%, from ₹ 181.75 lakhs in Fiscal 2021 to ₹ 223.36 lakhs in Fiscal 2022.

### **Fiscal 2021 compared with Fiscal 2020**

#### **Revenue from Operations**

In fiscal 2021, Revenue from Operations had increased by ₹ 2092.30 lakhs or 64.57%, from ₹ 3240.32 lakhs in Fiscal 2020 to ₹ 5332.62 lakhs in Fiscal 2021. The increase in the Fiscal 2021 was due to increase in the sale of products.

#### **Other income**

In Fiscal 2021, Other Income had Increase by ₹ 22.61 lakhs or 96.21%, from ₹ 0.89 lakhs in Fiscal 2020 to ₹ 23.50 lakhs in Fiscal 2021. The decrease was due to the Increase in Interest income & Miscellaneous Income.

#### **Cost of Materials**

The cost of materials consumed in Fiscal 2021 were ₹ 4003.98 lakhs, an increase of ₹ 1755.89 lakhs or 78.10% as compared to the previous year's consumption of ₹ 2248.09 lakhs in Fiscal 2020. The increase was due to the increase in Revenue from Operations.

#### **Purchase of Stock in Trade**

The purchase of Stock in Trade in Fiscal 2021 was ₹ 4259.31 lakhs, a increase of ₹ 1726.24 lakhs or 68.14% as compared to the previous year's of ₹ 2533.07 lakhs in Fiscal 2020.

#### **Changes in Inventories**

The changes in Inventories was negative ₹ 284.98 lakhs in Fiscal 2020, the changes in Inventories were negative ₹ 255.33 in Fiscal 2021. The amount of decrease was ₹ 29.65 lakhs. The percentage of decrease was 10.40%.

#### **Employee Benefit Expenses**

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Our staff cost had increased by ₹ 107.46 lakhs or 30.71%, from ₹ 349.84 lakhs in Fiscal 2020 to ₹ 457.30 lakhs in Fiscal 2021. This increase was mainly due to the increase in the salaries of employees in FY 2020-21.

### **Finance Cost**

Finance cost during the year had increased by ₹ 29.19 or 94.64% from ₹ 30.84 lakhs in Fiscal 2020 to ₹ 60.03 in Fiscal 2021 due to increase in Interest charges and availing of new credit facilities.

### **Depreciation and Amortization Expenses**

Depreciation expenses had increased by ₹34.56 lakhs from ₹33.48 lakhs in Fiscal 2020 to ₹68.04 lakhs in Fiscal 2021. This increase was on account of purchase of fixed assets during the year 2021.

### **Other Expenses**

Other expenses had increased by ₹ 174.04 lakhs or 49.44% from ₹ 351.99 lakhs in Fiscal 2020 to ₹ 526.03 lakhs in Fiscal 2021. The increase is due to the increase in Legal & Professional Fees, Travelling & Conveyance, Contract Charges, Office Expenses, Bank Charges etc. for FY 2020-21.

### **Profit before Tax**

Due to decrease in our revenues, our Profit before tax had decreased by ₹ 16.59 lakhs or 7.30% from ₹ 226.96 lakhs in Fiscal 2020 to ₹ 243.55 lakhs in Fiscal 2021.

### **Profit after Tax**

After accounting for taxes at applicable rates, our Profit after Tax had increased by ₹ 15.44 lakhs or 9.28%, from ₹ 166.31 lakhs in Fiscal 2020 to ₹ 181.75 lakhs in Fiscal 2021.

## Consolidated Cash Flows

(₹ in lakhs)

Particulars	Seven months Ended on	For the year ended March 31,		
	31.10.2022	2022	2021	2020
Net Cash from Operating Activities	173.89	308.39	153.01	-12.03
Net Cash from Investing Activities	-53.66	-201.08	-195.32	-187.66
Net Cash used in Financing Activities	165.92	-112.74	-27.43	282.81
<b>Net Increase / (Decrease) in Cash and Cash equivalents</b>	<b>286.15</b>	<b>-05.43</b>	<b>-69.75</b>	<b>83.12</b>

### Cash Flows from Operating Activities

Net cash from operating activities in fiscal year 2022 was ₹ 308.39 lakhs as compared to the PBT of ₹ 255.26 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, short term provisions, Inventories & Other Current Liabilities.

Net cash from operating activities in fiscal year 2021 was ₹ 153.01 lakhs as compared to the PBT of ₹ 243.55 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, short term provisions, Inventories & Other Current Liabilities.

Net cash from operating activities in fiscal year 2020 was ₹ (12.03) lakhs as compared to the PBT of ₹ 226.96 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, Interest Income, Interest Expenses & Depreciation and amortization.

### Cash Flows from Investment Activities

In fiscal year 2022, the net cash invested in Investing Activities was ₹ (201.08) lakhs. This was on account of purchase of purchase of fixed assets, Interest Income.

In fiscal year 2021, the net cash invested in Investing Activities was ₹ (195.32) lakhs. This was on account of purchase of fixed assets, Interest Income.

In fiscal year 2020, the net cash invested in Investing Activities was ₹ (187.66) lakhs. This was on account of purchase of fixed assets, Interest Income & Dividend Income.

### Cash Flows from Financing Activities

Net cash from financing activities in fiscal year 2022 was ₹ (112.74) lakhs. This was on account of Proceeds from long term / short term borrowings, payment of dividend & Payment of interest.

Net cash from financing activities in fiscal year 2021 was ₹ (27.43) lakhs. This was on account of Proceeds from long term / short term borrowings & Payment of interest

Net cash from financing activities in fiscal year 2020 was ₹ (282.81) lakhs. This was on account of Payment of interest & Proceeds from long term / short term borrowings.

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## OTHER MATTERS

- Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

- Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled "Financial Information" and chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations", beginning on page nos. SECTION VII - FINANCIAL STATEMENTS 140 and 170 of this Prospectus respectively, to our knowledge, there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

- Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled "Risk Factors" and "Management's Discussion and Analysis of Financial Conditions and Result of Operations", beginning on page nos. 21 and 170 of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

- Future relationship between Costs and Income

Other than as described in the chapter titled "Risk Factors" beginning on page no.21 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

- The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Increases in revenues are by and large linked to increases in introduction of new projects and volume of business activity carried out by the Company.

- Total turnover of each major industry segment in which our Company operates.

Our Company is engaged in the business of manufacturing (HDPE Caps, PET Preforms, and a range of high-quality plastic packaging solutions) Industry. Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page no. 91 of this Prospectus.

- Status of any publicly announced new products or business segments

Please refer to the chapter titled "Our Business" beginning on page no. 968 of this Prospectus.

- The extent to which the business is seasonal.

Our business is not seasonal in nature

- The following table illustrates the concentration of our revenues among our top ten customers and suppliers (expenses & goods) on a standalone basis.

Particulars	FY 2021-22		FY 2020-21		FY 2019-20	
	Amount	% of Total Revenue	Amount	% of Total Revenue / Purchase	Amount	% of Total Revenue / Purchase
Top 10 Customers						
FARMAGS ASSOCIATES LLP	15685027	2.84	-	-	-	-
FOODBOOK ASSOCIATES LLP	11719100	2.12	-	-	-	-
FROZEN APPLE ENTERPRISE	8273374	1.50	-	-	-	-
KRISHIV FOODS	5163971	0.93	-	-	-	-
AUSTHA VINAYAK PRAKASHAN P. LTD	8141861	1.47	4490598	0.84	-	-
M V RETAILS	9587536	1.74	8912106	1.67		
REENA AND DISHA ASSOCIATES	5996988	1.09	-		-	-
SADAA	8074032	1.46	8879605	1.67	5005826	1.54
SURAJ LIFESTYLE FOODS	7852871	1.42	2685842	0.50	-	-
MAITRI ENTERPRISE	146219	0.03	688398	0.13	551310	0.17
FOOD CART	-	-	8091137	1.52	2600578	0.80
YUMMY SALES	-	-	3969779	0.74	2094992	0.65

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
	Amount	Amount	Amount
Top 10 Suppliers			
AMALGAM FROZEN FOODS P. LTD	5393573	8121585	3869332
AMPLE FOODS PVT LTD	1690396	5358781	8415846
CENTRE POINT	36851688	22994762	-
GODREJ TYSON FOODS LTD	12025245	17501165	4262625
INDEPESCA OVERSEAS P. LTD	3592097	4872493	6307461
MAYUR PIGGERY FARM	8987037	14614782	4376216
RAMA VISION LTD	4912121	4039480	2209870

SURESHKUMAR & CO (IMPEX) P. LTD	5096416	12506008	5498319
TBJ IMPEX PVT LTD	6910739	8413108	4860813
VENKYS INDIA LTD	10153302	8018942	8288564

## CAPITALIZATION STATEMENT

### RESTATED STATEMENT OF CAPITALIZATION

(₹.in lakhs)

Particular	Pre Issue (as at October 31, 2022)	Post Issue
<b>Borrowing</b>		
Long Term Debt*	333.20	333.20
Short Term Debt	213.42	213.42
<b>Total Debts (A)</b>	<b>546.62</b>	<b>546.62</b>
<b>Equity (Shareholder's funds)</b>		
Equity Share capital	550.00	785.00
Reserve and Surplus, as restated	149.58	[●]
<b>Total Equity (B)</b>	<b>699.58</b>	[●]
<b>Long Term Debt / Equity Shareholder's funds</b>	<b>0.48</b>	[●]
<b>Total Debts / Equity Shareholder's funds</b>	<b>0.78</b>	[●]

\* Includes Current maturities of long term borrowings.

Note:

The above has been computed on the basis of Restated Financials of the Company.

## FINANCIAL INDEBTEDNESS



**Ambalal Patel & Co.**  
Chartered Accountants

**Head Office :-**  
1st Floor, Sapphire Business Centre, Above SBI Vadaj Branch,  
Usmanpura, Ashram Road, Ahmedabad-380013.  
Tel.: (079) 27556860, 27556870, Fax : 27556860  
E-mail : apcca@apcca.com • Web Site : www.apcca.com.  
**Branch Office :** Unjha & Jamnagar

### STATEMENT OF FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, **Magson Retail And Distribution Limited** (CIN - U74999GJ2018PLC105533) and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at March 31, 2022 and October 31, 2022 are as mentioned below:

Nature of Borrowing	Outstanding as on March 31, 2022 [Latest completed 12 months FY]	Outstanding as on October 31, 2022
Secured Loan	16,24,939	1,00,00,000
Unsecured Loan	3,28,47,092	4,46,61,699
<b>Total</b>	<b>3,44,72,031</b>	<b>5,46,61,699</b>

#### A. Secured Loans

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding as on March 31, 2022	Outstanding as on October 31, 2022
HDFC Bank- (CC A/c)	Working Capital	1,00,00,000	10,15,548	1,00,00,000
HDFC Bank (Car Loan)	Purchases of Vehicle	23,00,000	609,391	-
<b>Subtotal</b>			<b>16,24,939</b>	<b>1,00,00,000</b>

#### B. Unsecured Loans:

Name of Lender	Purpose	Re-Payment Terms	Outstanding as on March 31, 2022	Outstanding as on October 31, 2022	Rate of Interest
AXIS BANK (BPRO00307610191)	Business	Rs.50 Lakh to be repaid in 24 EMI of Rs.2,38,885 each commenced on 05/07/2022 and ending on 05/06/2024	-	42,33,772	13.5%
BAJAJ FINANCE LTD (P418PDP4086067)	Business	45 Lakh to be repaid in 4 EMI of Rs.577449 each, 4 EMI of Rs. 409026, & 4 EMI of Rs.216543 each commenced on 14/03/2022 and ending on 02/04/2023	45,00,000	15,95,616	15.47%
HDFC BANK (98458823)	Business	30 Lakh to be repaid in 36 EMI of Rs. 103996 each commenced on 06/02/2020 and ended on 06/01/2023	9,71,900		15%
HDFC BANK (113048190)	Business	50 Lakh to be repaid in 36 EMI of Rs. 170888 each is to be commenced on 06/11/2020 and ending on 06/10/2023	28,97,127	19,21,705	14%
HDFC BANK (130253414)	Business	Rs.63.77 Lakh to be repaid in 30 EMI of Rs 251633 each commenced 01/06/2022 and ending on 06/12/2024	-	55,97,811	13.49%
KOTAK BANK (UPABD00043523999 )	Business	Rs.50 Lakh to be repaid in 24 EMI of Rs. 244037	29,03,241	14,00,238	15.50%



		each commenced 10/05/2021 and ending on 10/04/2023			
ICICI BANK ( UPABD00046544055 )	Business	Rs.50 Lakh to be repaid 24 EMI of Rs. 241728 each commenced on 05/11/2022 and ending on 05/10/2024	-	49,41,000	14.50%
KOTAK MAHINDRA BANK (153262923)	Business	Rs.60 Lakh to be repaid in 24 EMI of Rs. 288078 each commenced 07/10/2021 and ending on 01/10/2023	48,74,880	32,04,563	14.23%
NIRAV CHOUDHRY	Working Capital	Repayable On Demand	4500000	4500000	15%
NIRAV CHOUDHRY	Working Capital	Repayable On Demand	2500000	2500000	No Interest
PATEL CHINTAN	Working Capital	Repayable On Demand	30,00,000	30,00,000	15%
RAJENDRA PRATAP MAGANLAL	Working Capital	Repayable On Demand	66,99,943	1,17,66,993	13.34%
<b>Subtotal</b>			<b>3,28,47,092</b>	<b>4,46,61,699</b>	

For, AMBALAL PATEL & CO.

Chartered Accountants  
Firm Reg. No: 100305W  
PRC No:013224

  
CA Nikunj B Patalia  
Partner  
Membership No:131220

Place: Ahmedabad  
Date: 25/01/2023



UDIN No: 23131220BGUZGX6533

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

**Except as stated in this section, there are no:**

A. outstanding (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors and Promoters. Our Board, in its meeting held on March 13, 2023 has inter-alia adopted the materiality policy for purposes of disclosure of litigations in the Draft Prospectus and has determined that outstanding legal proceedings involving the Company, Directors and Promoters where the aggregate amount involved, in such individual litigation exceeds Rs. 1,00,000/- will be considered as material litigation (“Material Litigation”).

As per the materiality policy adopted by the Board of our Company in its meeting held on March, 13 2023 creditors of our Company to whom an amount in excess of Rs. 1,00,000/- as per the last audited financial statements was outstanding, were considered ‘material’ creditors. Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at <https://magson.in/>

**Our Company, Directors and Promoters have not been declared as wilful defaulters by the RBI or any government authority and there have been no violations of securities laws in the past or pending against them.**

#### **LITIGATION INVOLVING OUR COMPANY**

#### **CONTINGENT LIABILITIES OF OUR COMPANY (Other than Tax)**

**NIL**

#### **LITIGATION / PROCEEDINGS AGAINST OUR COMPANY**

##### **Criminal matters**

**NIL**

##### **Litigation / Proceedings Involving Actions by Statutory / Regulatory Authorities**

**NIL**

##### **Litigation involving Tax Liabilities**

##### **Direct Tax Liabilities**

Assessment Year	Section	Amount	Particulars
		<b>NIL</b>	

Indirect Taxes Liabilities

**NIL**

Other Pending Litigations

**NIL**

**CASES FILED BY OUR COMPANY**

Litigation Involving Criminal matters

<b>Provision of Law</b>	<b>Forum</b>	<b>Amount Concerned</b>	<b>Particulars of Proceedings</b>
		<b>NIL</b>	

Litigation Involving Actions by Statutory/Regulatory Authorities

<b>Provision of Law</b>	<b>Forum</b>	<b>Amount Concerned</b>	<b>Particulars of Proceedings</b>
		<b>NIL</b>	

Litigation involving Tax Liabilities

Direct Tax Liabilities

**NIL**

Indirect Tax Liabilities

**NIL**

Other Pending Litigations

<b>Forum and Matter</b>	<b>Parties</b>	<b>Amount Concerned</b>	<b>Particulars of Proceedings</b>
Gujarat High Court Petition under Arbitration Act No. 115 of 2021	Magson Retail and Distribution Limited vs. (1) Akshay Bhagat (2) Mahendra Singh Rajput (3) Janki Akshay Bhagat (4) Lata Mahendra Singh Rajput	Pertains to misuse of the Company's intellectual property by the opponents.	The Petition has been filed by the Company for the purpose of appointment of arbitrator to resolve the disputes between the parties in terms of section 11 of the Arbitration and Conciliation Act, 1996.
Ahmedabad District Court	Magson Retail and Distribution Limited	Pertains to misuse of the Company's	The Petition has been filed by the Company for

Comm CMA - Commercial Civil Misc Application 2/2021	vs. (1) Akshay Bhagat (2) Max Food Inc. Through Its Prop. Akshay Bhagat (3) Mahendra Singh Rajput (4) M/S. Max Fresh And Frozen (5) Mrs. Janki Akshay Bhagat (6) Mrs. Lata Mahendra Singh Rajput (7) M/S. Priyal International	intellectual property by the opponents.	the purpose of obtaining an injunction against the Respondents to stop the Respondents from using the intellectual property of the Company. The matter is filed in terms of section 9 of the Arbitration and Conciliation Act, 1996 for injunction prior to commencement of arbitration.
Ahmedabad District Court Trademark Suit No. 2 of 2021	(1) Magson Retail and Distribution Limited and (2) Rajesh Emmanuel Francis vs. Jasraj Retails Limited Liability Partnership Firm	Pertains to misuse of the Company's intellectual property by the opponents.	The Suit has been filed by the Company to restrain the defendant from manufacturing, advertising, selling and/or offering for sale any good or services bearing the plaintiff's registered trade-mark "MagSon Fresh & Frozen" or any mark deceptively similar to the plaintiff's trademark.

#### LITIGATION INVOLVING OUR DIRECTORS AND PROMOTERS OF THE COMPANY

##### LITIGATION AGAINST OUR DIRECTORS

###### Criminal matters

NIL

###### Litigation / Proceedings Involving Actions by Statutory/Regulatory Authorities

NIL

###### Litigation involving Tax Liabilities

###### Direct Tax Liabilities

NIL

###### Indirect Taxes Liabilities

NIL

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Other Pending Litigations

NIL

**LITIGATION FILED BY OUR DIRECTORS**

Litigation Involving Criminal matters

NIL

Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

**Litigation involving Tax Liabilities**

Direct Tax Liabilities

NIL

Indirect Taxes Liabilities

NIL

Other Pending Litigations

NIL

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters since incorporation of the Company.**

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters since incorporation of the Company.

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment since incorporation against our Company.

**Material Fraud against our Company since incorporation**

There has been no material fraud committed against our Company since incorporation.

### **Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done immediately preceding the year of the Draft Prospectus for the Company for default or outstanding defaults.

### **Non-Payment of Statutory Dues**

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company as of the date of the last audited financial statements of the Company except in respect of income tax liabilities, in respect of which proceedings are pending, as disclosed hereinabove.

### **Outstanding Dues to Creditors**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company :

(₹ in Lakhs)

Particulars	Balance as on 31st October, 2022
Total Outstanding dues to Micro, Small and Medium Enterprises	-
Total Outstanding dues to Creditors other than Micro and Small& Medium Enterprises	666.38

### **Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

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## GOVERNMENT AND OTHER KEY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of the Company and the other objects clause, enable our Company to carry out its activities.*

### I. APPROVALS FOR THE ISSUE

1. The Board of Directors have, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a resolution passed at its meeting held on 30<sup>th</sup> September, 2022 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1) (c) of the Companies Act, 2013, by special resolution passed in the extra ordinary general meeting held on 25<sup>th</sup> February, 2023 authorized the Issue.
3. Approval dated [●] from the NSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. Our Company's International Securities Identification Number ("ISIN") is INE0O1S01012

### II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

1. Certificate of Incorporation, dated December 10, 2018 issued by the Registrar of Companies, Ahmedabad, in the name of "Magson Retail And Distribution Private Limited".
2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated 20<sup>th</sup> December, 2022 issued to our Company by the Registrar of Companies, Ahmedabad consequent upon change of name of our Company from "Magson Retail And Distribution Private Limited" to "Magson Retail And Distribution Limited".
3. The Corporate Identity Number of the Company is U74999GJ2018PLC105533

## TAX RELATED APPROVALS

Sr. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Expiry
1.	Permanent Account Number (PAN)	AAMCM2835Q	Income Tax Department, Government of India	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	AHMM17730G	Income Tax Department, Government of India	Valid until cancelled
3.	Goods and Service Tax Act, 2017(GUJARAT)	24AAMCM2835Q1ZW	Government of India	Valid Until Cancelled
4.	Food Safety and Standards Authority of India ( Sal Hospital)	10721026001141	Government Of Gujarat	27/07/2026
5.	Udyam registration Certificate	UDAYAM-GJ-01-0130227	Government of India	Valid Until Cancelled
6.	Gujarat Shop And Establishments( Intimation) ( Chandkheda)	724-18 /10/2021	Ahmedabad Municipal corporation	Valid Until Cancelled
7.	Gujarat Shop And Establishments( Intimation) ( Vastrapur)	556-16102021	Ahmedabad Municipal corporation	Valid Until Cancelled
8.	Shop And Establishments ( Alkapuri Baroda)	A/01/4108	Vadodara Municipal corporation	Valid Until Cancelled
9.	Gujarat shop And Establishments ( rajpath club)	1889-04102022	Ahmedabad Muni.corp	Valid Until Cancelled
10.	Start-up India ( Certificate of Recognition)	DIPP103776	Government of India	09/12/2028
11.	Professional Tax (adajan)	PEC'03WZ26939 PRC'03WZ08674	Surart Municipal Corporation	Valid Until Cancelled
12.	Professional Tax (parle point))	PEC'03SW33298 PRC'03SW18575	Surart Municipal Corporation	Valid Until Cancelled
13.	Gujarat shop And Establishments ( Gotri Baroda) intimation	I-A-11-0000385	Vadodara Municipal corporation	Valid Until Cancelled
14.	Professional tax ( Baroda)Gotri Staff	PRC021101390	Vadodara Municipal corporation	Valid Until Cancelled

15.	Professional tax ( Baroda)Gotri	PEC021107354	Vadodara Municipal corporation	Valid Until Cancelled
16.	Employee's state insurance Corporation (AHM HO)	37001138900000009	Government of India	Valid Until Cancelled
17.	Employee's state insurance Corporation ( Baroda)	38371138900010009	Government of India	Valid Until Cancelled
18.	Employee's state insurance Corporation ( Surat)	38371138900010009	Government of India	Valid Until Cancelled
19.	Employee's state insurance Corporation ( Rajkot)	37371138900020009	Government of India	Valid Until Cancelled
20.	Employee's state insurance Corporation ( Jamnagar)	37371138900010009	Government of India	Valid Until Cancelled
21.	Employee's state insurance Corporation ( udaipur)	16371138900010009	Government of India	Valid Until Cancelled
22.	Food Safety and Standards Authority of India ( Sindhubhavan)	10720026000119	Government Of Gujarat	22/01/2025
23.	Food Safety and Standards Authority of India ( Vastrapur)	10719026000998	Government Of Gujarat	08/08/2024
24.	Gujarat Shop And Establishments( Intimation) ( sindhubhavan)	557-16102021	Ahmedabad Muni.corp	Valid Until Cancelled
25.	Professional tax ( Ahm Ho )	PEC 010674003976	Ahmedabad Muni.corp	Valid Until Cancelled
26.	Professional tax ( Ahm Ho )	PRC 010674000820	Ahmedabad Muni.corp	Valid Until Cancelled
27.	Professional tax ( Vastrapur)	Pec 010675003104	Ahmedabad Muni.corp	Valid Until Cancelled
28.	Professional tax ( Sindhubhavan )	PEC'010676002442	Ahmedabad Muni.corp	Valid Until Cancelled
29.	Professional tax ( Prahladnagar)	PEC'010728003116	Ahmedabad Muni.corp	Valid Until Cancelled
30.	Professional tax ( Surdadhara)	PEC'010678003523	Ahmedabad Muni.corp	Valid Until Cancelled
31.	Professional tax ( Chandkheda)	PEC'010544001726	Ahmedabad Muni.corp	Valid Until Cancelled

32.	Professional tax ( sarkhej warehouse)	PEC'010738001843 PRC'010738000245	Ahmedabad Municipal Corporaion	Valid Until Cancelled
33.	Professional tax (Alkapuri baroda)	PEC'021016194 PRC'021004559	BARODA MUNICIAPL CORPOARION	Valid Until Cancelled
34.	Professional tax (Vasna baroda)	PRC'021004559	BARODA MUNICIAPL CORPOARION	Valid Until Cancelled
35.	Professional tax (VESU SURAT)	PEC'03SW33804 PRC03SW18898	Surart Municipal Corporation	Until Valid Cancelled
36.	Professional tax ( Rajkot )	PEC'040127836 PRC0407854	RAJKOT Municipal Corporation	Until Valid Cancelled
37.	Professional tax ( gandhidham)	PEC113008686 PRN113001443	Gandhidham Nagar Palika	Until Valid Cancelled
38.	Professional tax ( Jamnagar )	PEC'060028793 PRC'060001843	Jamnagar Nagar Palika	Until Valid Cancelled
39.	PROVIDENT FUND	GJAHD1953743000	Government Of Gujarat	Until Valid Cancelled
40.	Goods and Service Tax Act, 2017 (UDAIPUR)	08AAMCM2835Q1ZQ	Government of India	Valid Until Cancelled
41.	Food Safety and Standards Authority of India ( Rajpath Club)	10722026002320	Government Of Gujarat	27/1182027

## INTELLECTUAL PROPERTY RIGHTS RELATED APPROVALS

Sr. No.	Logo	Date of Application	Valid Upto	Application No.	Class	Status
6.	 Gourmet   Exotic   Chilled   Frozen	23-01-2014	23-01-2024	2664960	35	Registered
7.		03/09/2021	03/09/2031	5115642	30	Registered
8.		03/09/2021	03/09/2031	5115643	35	Registered
9.		23/07/2022	-	5541422	30	Applied For Registratation
10.		23/07/2022	-	5541425	35	Applied For Registration

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## SECTION IX- OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

Our Board of Directors have vide resolution dated September 30, 2022 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(C) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on February 25, 2023 in accordance with the provisions of Section 62(1)(C) of the Companies Act, 2013.

The Company has obtained approval from NSE vide letter dated [●] to use the name of NSE in this Issue Document for listing of equity shares on the SME EMERGE platform of the NSE. NSE is the designated stock exchange.

### Prohibition by SEBI or Other Governmental Authorities

We confirm that our Company, Directors, Promoters, Promoter Group, person in control of our Company, are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Prospectus.

Neither our Promoters, nor any of our Directors or persons in control of our Company were or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities as on the date of this Prospectus.

Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### Prohibition by RBI

Neither our Company nor any of our Promoters or Directors or the Selling Shareholders has been declared as wilful defaulter(s) by the RBI or any other governmental authority.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, its Promoters and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of the Prospectus.

### Association with Securities Market

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company in the five years preceding the date of this Prospectus.

## Eligibility for the Issue

- (A) Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.
- (B) Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:
  - i. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
  - ii. None of our Promoters or Directors is Promoters or Directors of companies which are debarred from accessing the capital markets by the SEBI.
  - iii. Neither our Company nor our Promoters or Directors is a wilful defaulter.
  - iv. None of our Promoters or Directors is a fugitive economic offender.
- (C) This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post Issue face value capital does not exceed ten Crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("EMERGE Exchange", in this case being the SME Platform of NSE).
- (D) In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total issue size.
- (E) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (F) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, we have filed draft offer document with SEBI as well as stock exchange (s). However, Board shall not issue any observation pursuant to Regulation 246(2) of the SEBI (ICDR) Regulations.
- (G) In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of EMERGE platform of the NSE in accordance with the Restated Standalone Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

The Net worth and Cash accruals (Earnings before depreciation and tax) from operation of the Company as per the Consolidated Restated Financial statements for the Seven Months ended October 31, 2022 & for the year ended March 31, 2022 is as set forth below:

(₹ In lakhs)

Particulars	For the Seven Months Ended October 31, 2022	For the financial year ended March 31, 2022
Net Worth*	699.58	574.06
Cash Accruals**	225.29	318.90
Net Tangible Assets	487.13	475.95

\*\*Net Worth has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any.)

\*\*Cash accruals has been defined as the Earnings before depreciation and tax.

10. The track record of the Company as per the Restated financial statements for the Seven Months ended October 31, 2022 and financial year ended March 31, 2022, 2021 and 2020 is as set forth below:

(₹ In lakhs)

Particulars	For the year to be* ended on 31st March	Seven Months Ended	For the financial year ended 31st March		
			2023	October 31, 2022	2022
Profit After Tax	250.00	125.43		223.36	181.75

\*The said profits for the year to be ended on 31<sup>st</sup> March, 2023 are estimated.

- 1) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- 2) There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
- 3) There has been no change in the Promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.
- 4) Our company has entered into an agreement with both the depositories in order to facilitate mandatory trading of securities in demat form.
- 5) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- 6) We have a website: [www.magson.in](http://www.magson.in)

(H) As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the EMERGE platform of the NSE. NSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated [●] with NSDL and agreement dated [●] with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.

- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- Our Company has completed the process of ISIN activation with NSDL we are currently in the process of corporate action for credit of such shares to demat account of shareholders and dematerialization of physical shares in order to achieve 100% dematerialization of pre-issue paid up capital of our Company.

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue. For details, please refer the chapter "*Objects of the Issue*" on page no. 78 of this Prospectus

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ISK ADVISORS PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ISK ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

**THE FILING OF THIS DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSSES IN THIS DRAFT PROSPECTUS.**

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26 and 30 of the Companies Act, 2013.

**Disclaimer from our Company and the Lead Manager**

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

**Disclaimer in respect of Jurisdiction**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "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 of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

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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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Disclaimer Clause of the NSE**

"NSE Limited ("NSE") has vide its letter dated [●] given permission to "Magson Retail And Distribution Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("EMERGE platform") the Company's securities are proposed to be listed. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. NSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on NSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the EMERGE platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE/other regulatory authority. Any use of the EMERGE platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

#### **Listing**

Application have been made to EMERGE Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its EMERGE Platform after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the EMERGE Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified

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by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from NSE vide letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on EMERGE Platform of NSE.

### **Consents**

Consents in writing of: (a) the Directors, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditor; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisor to the Issue, Banker to the Company, Banker to the Issue\*, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Draft Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

*\*The aforesaid will be appointed prior to filing of the Draft Prospectus with RoC and their consents as above would be obtained prior to the filing of the Draft Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Ambala Patel & Co., Chartered Accountants has provided their written consent to the inclusion of their reports dated January 25, 2023 on Restated Financial Statements and to the inclusion of their reports dated January 25, 2023 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

### **Expert Opinion**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor Ambala Patel & Co., Chartered Accountants has to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Statement of Tax Benefits dated January 25, 2023, and on the Restated Financial Statements dated January 25, 2023 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

## **CAPITAL ISSUE DURING THE LAST FIVE YEARS**

### **Previous Public and Rights Issues**

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We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

#### **Previous Issues of Equity Shares otherwise than for Cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 62 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

#### **Commission and Brokerage Paid on Previous Issues of our Equity Shares**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

#### **Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates**

None of our Group Companies / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years.

We do not have any subsidiary as on date of this Draft Prospectus

### **PERFORMANCE VIS-À-VIS OBJECTS**

#### **Issuer Company**

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

#### **Listed Subsidiaries / Promoters**

None of our Subsidiaries / Promoters is listed on any Stock Exchange and not made any rights and public issues in the past five (5) years.

### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

### Price Information of past issues handled by the Lead Manager

**TABLE 1:**

Sr. No.	Issuer Name	Issue Size (In Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Advait Infratech Limited	6.89	51	September 28, 2020	51.95	0.2%, (+4.67%)	1.02%, (+19.78%)	1%, (32.02%)
2	Maruti Interior Products Limited	11.00	55	February 16, 2022	71.90	7.93%, (-2.03%)	32.73%, (-8.65%)	173%, (+3.18%)
3	Technopack Polymers Limited	7.865	55	Nov 16, 2022	77.70	79.45% (-0.01%)	-	-
4	Sealmatic India Limited	56.24	225	March 1, 2023	225	-	-	-

#### Note

1. The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
2. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.

### Summary Statement of Disclosure

FY	Total No. of IPO's	Total amount of funds raised (Rs. In Lakhs)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-2021	1	688.50	-	-	-	1	-	-	-	-	-	1	-	-
2021-2022	1	1100	-	-	-	1	-	-	-	-	-	1	-	-
2022-2023	2*	6410.6	-	-	-	-	1	-	-	-	-	-	1	-

\* One of the two IPOs got listed on 1<sup>st</sup> March, 2023 and 30 days have no elapsed

### Track record of past issues handled by the Lead Manager

For details regarding the track record of the ISK Advisors Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of ISK Advisors Private Limited at [www.iskadvisors.com](http://www.iskadvisors.com)

### DISPOSAL OF INVESTOR GRIEVANCES

#### Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine

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complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES

Our Board by a resolution on March 13, 2023 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Kavin Dineshkumar Dave	Independent Director	Member
Mr. Nishat Brahmbhatt	Independent Director	Member
Mrs. Jennifer Rajesh Francis	Director	Chairperson

For further details, please see the chapter titled "*Our Management*" beginning on page no. 117 of this Prospectus.

Our Company has also appointed Ms. Atula Patel, as the Compliance Officer for the Issue and he may be contacted at the Registered Office of our Company

**Ms. Atula Patel**

**Address:** 204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015 Gujarat, India

**Tel No:** +91 9978607507

**Email:** [cs.magson@gmail.com](mailto:cs.magson@gmail.com)

**Website:** [www.magson.in](http://www.magson.in)

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre Issue or post Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

**Status of Investor Complaints**

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

We do not have any group company or subsidiary therefore, our Group Companies and our Subsidiaries are not listed on any stock exchange.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT**

As on the date of This Prospectus, we do not have any listed Group Companies.

## SECTION X – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors ("UPI Phase III"), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Present Issue**

This Issue has been authorized by a resolution of our Board passed at their meeting held on September 30, 2022, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of our Company held on February 25, 2023.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including

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dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "*Main Provisions of the Articles of Association*" beginning on page no.250 of this Prospectus.

### **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" beginning on page nos. 139 and 250 of this Prospectus.

### **Face Value and Issue Price**

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Prospectus at the price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Managers and is justified under the chapter titled "*Basis for Issue Price*" beginning on page no. 85 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, if declared;
- ✓ Right to receive Annual Reports and notices to members;
- ✓ Right to attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;
- ✓ Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- ✓ Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the listing agreements with the Stock Exchange and the Memorandum and Articles of Association of our Company.

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For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please see the section titled "*Main Provisions of Articles of Association*" beginning on page no. 250 of this Prospectus.

### **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated [●] between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated [●] between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE EMERGE (SME platform of NSE) from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants.

### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked/refunded within 6 Working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Ahmedabad, Gujarat.

The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

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Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 and the rules made thereunder, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

### **ISSUE PROGRAMME**

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original

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application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### **Minimum Subscription**

The requirement for 90% minimum subscription is not applicable to Issues under chapter IX of the SEBI ICDR Regulations.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lac) per application.

As per Section 39 of the Companies Act, 2013, if the minimum stated amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the issue including devolvement of Underwriter, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight (8) working days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable law.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●]. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of NSE Limited.

### **Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for the lock-in of the pre-Issue capital of our Company, Promoter' Contribution and the public lock-in as provided in "Capital Structure" beginning on page no. 62 of this Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions

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on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page no. 250 of this Prospectus.

### **New Financial Instruments**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of NSE (NSE EMERGE), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled "*General Information - Details of the Market Making Arrangements for this Issue*" on page 52 of this Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten crore rupees but less than twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE EMERGE i.e. SME platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 205 and 214 of this Prospectus.

Following is the issue structure:

*Initial Public Issue of up to 21,14,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to Rs. [●]Lakhs ("the Issue") by the issuer Company (the "Company").*

*The Issue comprises a reservation of up to 1,06,000 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of up to 20,08,000 Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.93% and 25.58% respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.*

<b>Particulars of the Issue</b>	<b>Net Issue to Public</b>	<b>Market Maker Reservation Portion</b>
Number of Equity Shares available for allocation	20,08,000 equity Shares	1,06,000 equity Shares
Percentage of Issue Size available for allocation	95.00% of the Issue Size	5.00% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each.	Firm Allotment
Mode of Application	<u>For Other than Retail Individual Investors:</u>  All the applicants shall make the application (Online or Physical) through ASBA process  <u>For Retail Individuals Investors:</u>  Through the ASBA Process or by using UPI ID for payment	Through ASBA Process Only
Minimum Application Size	<u>For QIB and NII:</u>  Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000.  <u>For Retail Individuals:</u>  [●] Equity Shares	1,06,000 equity Shares

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Maximum Application Size	<p>For QIB and NII:</p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed 2008000 equity Shares.</p> <p>For Retail Individuals:</p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed ₹ 2,00,000.</p>	106000 equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

**Note:**

- Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum fifty per cent to retail individual investors; and
  - b) Remaining to:
    - (i) individual applicants other than retail individual investors; and
    - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.
- In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB

## Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Managers, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

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## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 01, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 UPI Phase II was extended till March 31, 2020. Further, pursuant to SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 UPI Phase II was extended till further notice by SEBI.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Applicants are

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advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

#### ***Phased implementation of Unified Payments Interface***

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and was continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

**Phase II:** This phase will commence upon completion of Phase I i.e with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. This Phase is further extended till March 31, 2020. As per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2 dated March 30, 2020, the UPI Phase II will continue until further notice by SEBI.

**Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days under this Phase and the implementation of this phase is yet to be notified by SEBI.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

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## FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.**

## APPLICATION FORM

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, Emerge ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

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Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the

Issue are as follows:

Category	Colour <sup>(1)</sup>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup>excluding electronic Application Form

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non- SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries

(Collectively called – Designated Intermediaries”)

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to the issue and share transfer agent (RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the application form.

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The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

#### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

#### **Who Can Apply?**

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta ||. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

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- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
  - h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
  - j) Venture Capital Funds and Alternative Investment Fund
    - (I) registered with SEBI; State Industrial Development Corporations;
  - k) Foreign Venture Capital Investors registered with the SEBI;
  - l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
  - m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - s) Multilateral and bilateral development financial institution;
  - t) Eligible QFIs;
  - u) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - v) Insurance funds set up and managed by the Department of Posts, India;
  - w) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are**

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incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

#### **Maximum and Minimum Application Size**

The applications in this Issue, being a fixed price issue, will be categorized into two;

**a) For Retail Individual Applicants:**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ 2,00,000.

**b) For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **Information for the Applicants**

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Issue Opening Date.
- b) Our Company shall, after registering the Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Issue advertisement, our Company and the Lead Managers shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the

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provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the ICDR Regulations.

- c) Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Managers, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

**The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.**

#### **Participation by associates and affiliates of the Lead Managers**

The Lead Managers shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Managers may subscribe to Equity Shares in the Issue in non-Retail Portion, where the allocation is on a proportionate basis.

#### **Applications by Mutual Funds**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

**In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.**

**No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.**

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## Applications by Eligible NRIs

NRIs may obtain copies of Application Form from the offices of the Lead Managers and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

## Applications by FPI and FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as an FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or sub account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholder of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in color).

#### **Applications by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability

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Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **Applications by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Applications by Provident Funds / Pension Funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason.

Application Form, failing which our Company reserve the right to reject any Application by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but

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not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

### **Applications by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- b) With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- d) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Managers may deem fit.

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The above information is given for the benefit of the Applicants. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Our Company and the Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

### **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Managers.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **HOW TO APPLY?**

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In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

## MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

## UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### Payment instructions

The entire issue price of ₹ [•] (including a Share premium of ₹ [•] per Equity Share) per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

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The Applicants shall specify the bank account details in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Not Retails Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instruction to the SCSBs to unblock the application money in the relevant back account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public issue Account, or until withdrawal / failure of the Issue or until rejection of the application, as the case may be.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

### **Electronic Registration of Applications**

- 1) The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
- 3) The Application Collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- 4) Neither the Lead Managers nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
- 5) The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorised agents during the Issue Period. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;

- Investor Category;
  - PAN Number
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;
  - Location of the Banker to the Issue or Designated Branch, as applicable;
  - Bank Account Number and
  - Such other information as may be required.
- 7) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 8) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 9) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10) The Application Collecting Intermediaries shall have no right to reject the applications, except on technical grounds.
- 11) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; not does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 12) The Application Collecting Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 13) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

### **Allocation of Equity Shares**

- 1) The Issue is being made through the Fixed Price Process wherein 106000 equity Shares shall be reserved for the Market Maker 1004000 equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.

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- 2) Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
  - 3) Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
  - 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their application at any stage.
  - 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Signing of the Underwriting Agreement and the RoC Filing**

- a) Our Company, the Lead Managers and the Market Maker have entered into an Underwriting Agreement on [●].
- b) For terms of the Underwriting Agreement please see chapter titled "*General Information*" beginning on page no. 52 of this Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26 and all other provision applicable as per Companies Act.

### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

- a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

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- d) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 6 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## INTEREST AND REFUNDS

## COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

## GROUNDS FOR REFUND

## NON-RECEIPT OF LISTING PERMISSION

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Managers and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Managers and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in the Prospectus.

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## MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## MODE OF REFUND

### IN CASE OF ASBA APPLICATION

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### MODE OF MAKING REFUND FOR ASBA APPLICANTS

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been dispatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Managers or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

### General Instructions

#### Do's:

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

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- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
  - 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
  - 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
  - 7) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
  - 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
  - 9) Retail Applicants using the UPI mechanism should ensure that the correct UPI ID is mentioned in the Application Form;
  - 10) Retail Applicants shall ensure that the bank, with which such Retail Applicants has a bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by the NPCI;
  - 11) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
  - 12) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
  - 13) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  - 14) Ensure that the Demographic Details are updated, true and correct in all respects;
  - 15) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  - 16) Ensure that the category and the investor status is indicated;

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- 17) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
  - 18) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
  - 19) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
  - 20) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
  - 21) For Retail Applicants using the UPI mechanism, ensure that you approve the request generated by the Sponsor Bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;
  - 22) Retail Applicants shall ensure that details of the Applications are reviewed and verified by opening the attachment in the UPI mandate request and then proceed to authorize the UPI request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Applicant may be deemed to have verified the attachment containing the application details of the Retail Applicant in the UPI mandate request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount mentioned in the Application Form;
  - 23) Retail Applicants using the UPI mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Application Form;
  - 24) Retail Applicants using the UPI mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of allotment in a timely manner;
  - 25) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
  - 26) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
  - 27) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
  - 28) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- 1) Do not apply for lower than the minimum Application size;

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- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
  - 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
  - 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
  - 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
  - 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
  - 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
  - 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
  - 9) Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
  - 10) Do not submit the General Index Register number instead of the PAN;
  - 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
  - 12) Do not submit more than 1 Application Form for each UPI ID in case of Retail Applicants Applying through the Designated Intermediary using the UPI Mechanism;
  - 13) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
  - 14) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
  - 15) Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
  - 16) Do not make applications using third party bank accounts or using third party linked bank account UPI IDs;
  - 17) Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Applicants using the UPI mechanism;
  - 18) Do not submit incorrect UPI ID details, if you are a Retail Applicants bidding through UPI Mechanism;
  - 19) Do not submit more than five Application Forms per ASBA Account;

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- 20) Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
  - 21) If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 p.m. on the Issue Closing Date;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

## INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

## APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

*Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant

Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Managers nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## OTHER INSTRUCTIONS

## Submission of Bids

- a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding Non-Retail Bidders) bidding at Cut-off Price, the ASBA Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the Prospectus.

## JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

## MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications;
- Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

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After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Managers reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration ("GIR") number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Managers can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

#### **Minimum Subscription**

The requirement for 90% minimum subscription is not applicable to Issues under chapter IX of the SEBI ICDR Regulations.

As per Section 39 (1) of the Companies Act, 2013, if the minimum stated amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the issue including devolvement of Underwriter, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight (8) working days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable law.

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In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹1,00,000 (Rupees One Lakh) per application.

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Managers may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

## **GROUNDS FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- ASBA Form by the Retail Individual Applicants by using third party bank accounts or using third party linked bank account UPI IDs;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;

- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite agreement dated [●] with NSDL, our Company and Registrar to the Issue;
- Tripartite agreement dated [●] with CDSL, our Company and Registrar to the Issue;
- The Company's shares bear an ISIN: INE0O1S01012

## BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, 106000 Equity shares shall be reserved for Market Maker and 2008000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants and other than Retail Individual Applicants in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 as follows:
  - a) 1004000 equity Shares shall be made available for allotment to Retail Individual Investors; and
  - b) The balance net issue of shares to the public i.e. 1004000 equity Shares shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation: If the retail individual investor category is entitled to more than allocated portion on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Our Company shall ensure that out of total allocated shares to the Category "Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions", at least 15% of net issue of shares to

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the public shall be allocated to Non-Institutional Investors and not more than 50% shall be allocated to Qualified Institution Buyers including allocation of 5% to Mutual Funds.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "*Basis of Allotment*" on page no. 85 of this Prospectus.

"Retail Individual Investor" means an investor who applies for shares of value of not more than ₹ 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of NSE.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE – the Designated Stock Exchange in addition to Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **Issuance of a Confirmation of Allocation Note ("CAN") and Allotment in the Issue**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Managers or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application Form, name and address of the SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

#### **Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**"Any person who:**

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447"

*Section 447 of the Companies Act, 2013, is reproduced as below:*

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. Of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Procedure and Time of Schedule for Allotment and Demat Credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

Issuer will ensure that the Allotment of Equity Shares and corporate action for credit of shares to the successful Bidders Depository Account will be completed within 6 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

#### **Method of allotment as may be prescribed by SEBI from time to time**

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Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the offer document except in case of over subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over subscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

#### **Letters of Allotment or Refund Orders or Instructions to the SCSBs**

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Bid/ Issue Closing Date. the Registrar shall instruct the relevant SCSBs to, on the receipt of such instructions from the Registrar, unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the Bid cum Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 6 Working Days of the Bid/ Issue Closing Date.

#### **Mode of Refund**

Within 6 Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid and also for any excess amount blocked on Bidding.

#### **Interest in Case of Delay in Allotment or Refund**

The Issuer shall allot the equity shares offered to the public within the period prescribed by the Board. The Issuer may pay interest at the rate of 15% per annum in case demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Bid/ Issue Closing Date.

#### **Undertaking by our Company**

We undertake the following:

- 1) If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) If our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;

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- 3) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
  - 4) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;
  - 5) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Issue Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
  - 6) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
  - 7) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
  - 8) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;
  - 9) No further Issue of Equity Shares shall be made till the Equity Shares offered through this Issue Document are listed or until the Application monies are refunded on account of non-listing, under-subscription etc;
  - 10) Adequate arrangements shall be made to collect all Application Forms.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

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## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued the Consolidated FDI Policy Circular of 2017 ("FDI Policy") with effect from August 28 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee Company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing

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and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

#### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

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As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2000/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

uent change in beneficial ownership will also require Government approval.

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## **SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

### **ARTICLES OF ASSOCIATION**

**Of**

### **MAGSON RETAIL AND DISTRIBUTION LIMITED**

**COMPANY LIMITED BY SHARES**

(Incorporated under the Companies Act, 2013)

The following regulations comprised in the Articles of Association were adopted pursuant to the member's resolution passed at the Annual General Meeting held on 30<sup>th</sup> September, 2022 In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

#### **I. Interpretation**

1. In these regulations --

(a) "the Act" means the Companies Act, 2013,

(b) "the seal" means the common seal of the company.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

3. The regulations contained under Table F of Schedule I of the Companies Act, 2013 shall be applicable to the Company to the extent not modified or excluded by these Articles.

# 4. Within the meaning of Section 2 (71) of the Companies Act 2013, The Company is a "Public Company".

#### **II. Share capital and variation of rights**

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment

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or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

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(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### **Lien**

9. (i) The company shall have a first and paramount lien-

- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;
  - (c) Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made-

- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

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12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **Calls on shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

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18. The Board-

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

**Transfer of shares**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register-

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless-

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

- (c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

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### Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **Forfeiture of shares**

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall-

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share, and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

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33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **Alteration of capital**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution, -

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconver that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-

- 
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

#### **Capitalisation of profits**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve-
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power-
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-back of shares**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **General meetings**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **Proceedings at general meetings**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **Adjournment of meeting**

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting rights**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

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(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **Proxy**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Board of Directors**

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

**1. RAJESH EMMANUEL FRANCIS**

**2. MANISH SHIVNARAYAN PANCHOLI**

**3. MAHESHBHAI NARANBHAI PATEL**

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

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61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **Proceedings of the Board**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

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(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

74. Subject to the provisions of the Act,-

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

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### The Seal

76. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### Dividends and Reserve

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

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82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

### **Accounts**

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### **Winding up**

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder-

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **Indemnity**

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## SECTION XII – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the RoC for registration. Copies of the above mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 a.m. and 5:00 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

#### A. Material Contracts

1. Memorandum of Understanding dated [●] between our Company and the Lead Manager.
2. Memorandum of Understanding dated [●] between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, the Lead Manager and Market Maker.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated [●].
7. Tripartite agreement between the CDSL, our Company and the Registrar dated [●].

#### B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of 'Magson Retail And Distribution Limited'
3. Resolution of the Board of Directors meeting dated September 30, 2023 authorizing the Issue.
4. Shareholders' resolution passed at the AGM dated February 25, 2023 authorizing the Issue.
5. Auditor's report for Restated Financials dated January 25, 2023 included in this Prospectus.
6. The Statement of Tax Benefits dated January 25, 2023 from our Statutory Auditors.
7. Consent of our Directors, Chief Financial Officer, Statutory Auditor, Lead Manager, Banker to the Company, Legal Advisor to the Issue, Registrar to the Issue, Market Maker , Underwriters and Banker to the Issue and Sponsor Bank as referred to in their specific capacities.

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8. Due Diligence Certificate(s) dated [●] of the Lead Managers to be submitted to SEBI along with the filing of the Prospectus.
  9. Approval from NSE vide letter dated [●] to use the name of NSE in this Issue Document for listing of Equity Shares on the EMERGE Platform of the NSE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes



**DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contract (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY:**

**Mr. Manish Shivnarayan Pancholi**  
Promoter / Whole Time Director

**Mrs. Jennifer Rajesh Francis**  
Non-Executive Director

**Mr. Rajesh Emmanuel Francis**  
Promoter / Managing Director

**Mr. Kavin Dineshkumar Dave**  
Non-Executive Independent Director

**Mr. Nishat Harshadray Brahmbhatt**  
Non-Executive Independent Director

**SIGNED BY THE CHIEF FINANCIAL OFFICER & COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Mr. Nirav Choudhry**  
Chief Financial Officer

**Ms. Atula Patel**  
Company Secretary and Compliance Officer

Date: 30-03-2023  
Place: Ahmedabad