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N R VANDANA TEX INDUSTRIES LIMITED

CIN: U17299WB1992PLC055341

Our company was originally incorporated and registered as a Private Limited Company under Companies Act, 1956 in the name and style of N.R. Design Centre Private Limited vide certificate of incorporation dated May 04, 1992 bearing registration number 21-55341 issued by the Registrar of Companies, West Bengal. Further, the name of our Company was changed to "N R Vandana Tex Industries Private Limited" and a fresh certificate of incorporation dated May 31, 2024 was issued by Registrar of Companies, Central Processing Centre. Pursuant to a resolution passed by our Board on June 03, 2024 and a resolution passed by our shareholders on June 07, 2024, our Company was converted into a public limited company. Consequently, the name of our company was changed to "N R Vandana Tex Industries Limited", and a fresh certificate of incorporation consequent upon conversion to public company issued by Registrar of Companies, Central Processing Centre on August 13, 2024. For further details regarding the change of name, please see section titled "History and Certain Corporate Matters" on page 163.

Registered Office: 220, Mahatma Gandhi Road, Barabazar, Kolkata, West Bengal – 700007, India. Tel No: +91 9331261999; E-mail: cs@vandanafashion.com; Website: www.vandanafashion.com; Contact Person: Sweta Agarwal (Company Secretary and Compliance officer)

THE PROMOTERS OF OUR COMPANY ARE MR. NARAIN PRASAD LOHIA, MR. PRABHU LOHIA AND MR. GYANESH LOHIA

"THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE")."

THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 61,98,000* EQUITY SHARES OF FACE VALUE OF ₹10.00/- EACH (THE "EQUITY SHARES") OF N R VANDANA TEX INDUSTRIES LIMITED ("OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [•] LAKHS ("THE ISSUE"), OF WHICH UPTO 3,12,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF UPTO 58,86,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00/- EACH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [•] % AND [•] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

*Subject to basis of allotment

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION, AS APPLICABLE – Not Applicable as the entire issue constitutes fresh issue of Equity Shares

THE ISSUE IS BEING MADE THROUGH BOOK BUILDING PROCESS IN TERMS OF THE REGULATION 229(2) OF THE SEBI ICDR REGULATIONS.

PRICE BAND: ₹ 42/- to ₹ 45/- PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

THE FLOOR PRICE IS 4.2 TIMES THE FACE VALUE AND CAP PRICE IS 4.5 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FISCAL 2025 AT THE FLOOR PRICE IS 8.35 TIMES AND AT THE CAP PRICE IS 8.95 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 2 LOTS AND FURTHER IN MULTIPLES OF 3000 EQUITY SHARES THEREAFTER

BID/ ISSUE PROGRAM	ANCHOR BID OPENS ON: TUESDAY, MAY 27, 2025*
	BID OPENING DATE WEDNESDAY, MAY 28, 2025* BID CLOSING DATE (T DAY) FRIDAY, MAY 30, 2025***

* Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Issue Opening Date.

** Our Company, in consultation with the BRLMs, may decide to close the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.

* The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Issue Closing Day.

Brief description of the business of the issuer company: We are engaged into designing, manufacturing and wholesale business of cotton textile products including a variety of high-quality cotton sarees, salwar suits and bed sheets. Our products are recognised in textile industry under our own brand name "Vandana" and "Tanaya". Our Company have been awarded "Best Debutant – Apparels" by Ajio Business Partnership Meet – 2022. Our Company operates into B2B business model, focusing on selling our products through a network of 1397 wholesalers as of March 31, 2025 spread across 31 states and union territories in India and through a channel of B2B e-commerce platform.

THIS ISSUE IS MADE THROUGH BOOK BUILDING PROCESS, IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED READ WITH RULE 19(2)(B) OF SECURITIES CONTRACT (REGULATION) RULES, 1957, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "ISSUE PROCEDURE" ON PAGE 291 OF THE RED HERRING PROSPECTUS. A COPY OF THE RED HERRING PROSPECTUS IS FILED WITH REGISTRAR OF COMPANIES, KOLKATA, AS REQUIRED UNDER SECTION 26 AND 32 OF THE COMPANIES ACT, 2013

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED. NATIONAL STOCK EXCHANGE OF INDIA LIMITED SHALL BE THE DESIGNATED STOCK EXCHANGE.

ALLOCATION OF THE ISSUE

ALLOCATION OF THE ISSUE	
QIB PORTION	NOT MORE THAN 50.00% OF THE NET ISSUE
RETAIL PORTION	NOT LESS THAN 35.00% OF THE NET ISSUE
NON-INSTITUTIONAL PORTION	NOT LESS THAN 15.00% OF THE NET ISSUE
MARKET MAKER PORTION	UPTO 3,12,000 EQUITY SHARES OR 5.03% OF THE ISSUE

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated May 23, 2025. The above provided price band is justified on quantitative factors / KPIs disclosed in the "Basis for Issue Price" section beginning on page 102 of the RHP vis-a-vis the weighted average cost of acquisition (WACA) of primary and secondary transaction(s) as applicable disclosed in the "Basis for Issue Price" section beginning on page 102 of the RHP and provided below in the advertisement.

RISKS TO INVESTORS:

- Our business is highly concentrated on the sale of women's sarees and is vulnerable to variations in demand and changes in consumer preference, could have an adverse effect on our business, results of operations and financial condition.
- We are dependent on job workers for manufacturing of our Products, any disruption to our operations on account of Job work may have an effect on our business, results of operations and financial condition
- Any downgrading of our credit rating by a domestic or international credit rating agency may increase interest rates for our future borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.
- Any inability to address changing industry standards and consumer trends may adversely affect our business, results of operations and financial condition.
- We are dependent upon few suppliers for the material requirements of our business. Further, we do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to successfully leverage our relationships with existing suppliers or to identify new suppliers could adversely affect our business operations
- Any disruptions to the supply, or increases in the pricing, of the raw materials and finished products that we outsource, may adversely affect the supply and pricing of our products and, in turn, adversely affect our business, cash flows, financial condition and results of operations.
- We rely on our relationships with certain marketplaces and web traffic drivers for sales through our online channel.
- Our Company is dependent on third party transportation providers for the delivery of raw materials and finished products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for our products, as well the extent and reliability of Indian infrastructure may have an adverse effect on our Company's reputation, business, financial condition, results of operations and prospects.
- Our Company's manufacturing activities are labour intensive and depend on availability of skilled and unskilled labourers in large numbers. In case of unavailability of such labourers and / or inability to retain such personnel, our business operations could be affected. Our business is subject to strikes, work stoppages and/or increased wage demands, as well as other disputes with our employees. Such instances may cause disruptions in our operations, which could materially adversely affect our business, financial condition and results of operations.
- We do not own the premises in which our manufacturing units and warehouses are located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by

Property Owner could adversely affect our operations.

- The average cost of acquisition of Equity Shares by our Promoters is as follows:

Name of Promoters	No of Equity Shares held	Average cost of Acquisition (in ₹)
Mr. Narain Prasad Lohia	29,78,940	1.91
Mr. Prabhu Lohia	42,28,942	0.38
Mr. Gyanesh Lohia	16,83,350	1.10

*As certified by J.B.S & Company, Chartered Accountants pursuant to their certificate dated May 21, 2025

- Weighted average cost of acquisition:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)
Weighted average cost of acquisition of primary / new issue of shares.	NA
Weighted average cost of acquisition for secondary sale / acquisition of shares.	NA
Weighted average cost of acquisition for past 5 primary issuances, as disclosed above	Nil
Weighted average cost of acquisition for past 5 secondary transactions, as disclosed above	1.68

As certified by M/s JBS & Co. statutory auditors, vide their certificate dated May 21, 2025

- Weighted average cost of acquisition for all Equity Shares transacted in One year, 18 months and Three years preceding the date of this Red Herring Prospectus

Period	Weighted average cost of acquisition^ (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price^ (in ₹)*
Last one year	Negligible	Negligible	Nil
Last 18 months	Negligible	Negligible	Nil – 100
Last three years	0.14	321.43	Nil – 100

*As certified by J.B.S & Company, Chartered Accountants pursuant to their certificate dated May 23, 2025

BASIS FOR ISSUE PRICE

The Price Band and Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00/- each and the Issue Price is 4.2 times of the face value at the lower end of the Price Band and 4.5 times of the face value at the upper end of the Price Band.

QUALITATIVE FACTORS

We believe that some of the qualitative factors which form the basis for computing the Issue Price are:

- Wide Geographic Presence
 - Strong Distribution Network
 - Digital Sales Growth
 - Product portfolio
 - Supplier network enabling procurement at predictable and competitive pricing, leading to an overall efficient cycle
 - Long Standing Relationship with job workers
 - Experienced management team with a proven track record
- For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled "Our Strengths" in the chapter titled "Our Business" beginning on page no. 131 of this Red Herring Prospectus

QUANTITATIVE FACTORS

Some of the information presented in this section relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "Financial Information– Restated Consolidated Financial Information" beginning on page 189 of the RHP. Some of the quantitative factors which may form the basis for computing the Offer Price, are as follows:

- Basic and Diluted Earnings / (Loss) Per Share ("EPS") as per AS 20

As per Restated Financial Statements - Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2025	5.03	3
March 31, 2024	2.56	2
March 31, 2023	1.18	1
Weighted Average	3.57	

Notes:

1) Adjusted Basic and Diluted EPS is computed in accordance with Accounting Standard 20, notified under the Companies (Accounting Standards) Rules, 2006 (as amended) read with the requirements of SEBI ICDR Regulations.

(2) Basic and diluted EPS is calculated as Profit/(loss) for the year/period attributable to Equity shareholders

- Price Earnings Ratio ("P/E") in relation to Price Band of ₹ 42/- to ₹ 45/- per Equity Share

Particulars	(P/E) Ratio at the Floor Price (no. of times)	(P/E) Ratio at the Cap Price (no. of times)
Based on Restated Financial Statements- Post Bonus		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2024-25	8.35	8.95
P/E ratio based on the Weighted Average Basic & Diluted EPS	11.76	12.61

Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

- Industry P/E Ratio

There are no listed companies in India that are engaged in a textile business segments in which we operate or of a comparable size to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

- Return on Net worth (RoNW)

As per Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2025	25.46	3
March 31, 2024	17.07	2
March 31, 2023	10.42	1
Weighted Average	20.16	

Note:

1. The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.

Continued on next page...

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5. Net Asset Value (NAV)
As per Restated Financial Statements – Post Bonus

Financial Year	NAV (₹)
As on March 31, 2025	19.74
After Issue	
Net Asset Value per Equity Share after the Issue at Floor price	25.67
Net Asset Value per Equity Share after the Issue at Cap price	26.46
Issue Price*	●

*To be updated upon finalisation of the Price Band. Issue Price will be determined on conclusion of the Book Building Process

Note:

1. NAV has been calculated as net worth divided by number of Equity Shares at the end of the year.

6. Comparison of accounting ratios with listed industry peers

There are no listed companies in India that are engaged in a textile business segments in which we operate or of a comparable size to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

The face value of our share is ₹10.00/- per share and the floor price is 4.2 times the face value and cap price is 4.5 times of the face value of the equity shares.

Investor should read the above-mentioned information along with the section titled **“Risk Factors”** beginning on page 29 of this Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled **“Restated Financial Statements”** beginning on 189 of the Red Herring Prospectus.

7. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by our Audit Committee dated May 21, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s J.B.S & Company, Chartered Accountants, by their certificate dated May 21, 2025.

The KPIs of our Company have been disclosed in the chapters titled **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators”** on pages 131 and 242 of this Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in **“Definitions and Abbreviations”** on page 2 of this Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled **“Objects of the Issue”** on page 90, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

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

a) Key Performance Indicators of our Company.

As per Restated Financial Statements

KPI	Financial year ended March 31, 2025	Financial year ended March 31, 2024	Financial year ended March 31, 2023
Revenue from operation	27,080.25	22,010.80	19,524.14
Revenue Growth (%)	23.03	12.74	10.20
Revenue CAGR ⁽¹⁾		17.77%	
Total Income	27,110.22	22,021.22	19,560.16
Operating EBITDA ⁽²⁾	1,927.97	1,385.50	976.79
Operating EBITDA Margin (%) ⁽³⁾	7.12%	6.29%	5.00%
Restated profit for the period / year after tax (“PAT”)	859.21	429.40	179.94
PAT Margin (%) ⁽⁴⁾	3.17%	1.95%	0.92%
Net Worth ⁽⁵⁾	3,375.46	2,515.95	1,726.50
Net Debt ⁽⁶⁾	6,786.15	6,591.76	6,111.19
Net Debt to Operating EBITDA ⁽⁷⁾	3.52	4.76	6.26
Net Debt to Equity (Gearing Ratio) ⁽⁸⁾	2.01	2.62	3.54
Return on Equity(RoE)(%) ⁽⁹⁾	26.26	17.54	9.16
Return on Capital Employed (RoCE)(%) ⁽¹⁰⁾	18.08	13.82	11.22
EPS ⁽¹¹⁾	5.03	2.56	1.18
Operating Cash Flow ⁽¹²⁾	578.53	(50.25)	(1,281.97)

The Figure has been certified by our statutory auditors M/s J.B.S & Company, Chartered Accountants by their certificate dated May 21, 2025

- Note:
- 1) Revenue CAGR is calculated by dividing the Revenue from operation for the FY 2024 by the Revenue from operation for the FY 2022, raising it to the power of one divided by the number of compounding periods i.e. 2 years, and subtracting by one.
- 2) Operating EBITDA is calculated as Profit before tax +Depreciation+ Interest Expenses – Other Income.
- 3) Operating EBITDA Margin is calculated as Operating EBITDA divided by Revenue from operation.
- 4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- 5) Net Worth is calculated by subtracting a company's Equity Shareholders fund and free reserves excluding capital reserves.
- 6) Net Debt is calculated as Short-term debt + Long-term debt – Cash and Cash Equivalents.
- 7) Net Debt to Operating EBITDA is calculated as Net Debt divided by Operating EBITDA
- 8) Net Debt to Equity is calculated as Net Debt divided by Net Worth
- 9) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- 10) Return on Capital Employed (RoCE) is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings [Current & Non – Current]
- 11) Diluted EPS is calculated as PAT divided by outstanding number of equity shares (Post bonus issue).
- 12) Operating Cash Flow is calculated as PBT +/- Adjustment of non-cash items +/- Adjustment of non-operating Profit and losses +/- Changes in Working Capital – Direct tax Paid.

Explanations for the certain financial data based on Restated Financial Statements

Key Financial Performance	Explanations
Revenue from operations	Revenue from operations represents the scale of the business as well as provides information regarding the overall financial performance
Revenue Growth (%)	Revenue Growth (%) represents year-on-year growth of the business operation in terms of revenue generated by the company
Total Income	Total income represents the scale of the business as well as provides information regarding operating and non-operating income
Operating EBITDA	Operating EBITDA provides information regarding the operational efficiency of the business. It facilitates evaluation of year-year operating preformation of the business and excluded other income.
EBITDA	EBITDA provides a comprehensive view of the company's financial health as it considers all sources of the income.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability of the business and provided the financial benchmarking against peers as well as to compare against the historical performance of the business
Net worth	Net worth is an indicator of the company's financial standing/ position as of a certain date. Net Worth is also known as Book Value or Shareholder's Equity'
Net Debt	Net Debt is a liquidity metric and it represents the absolute value of the borrowing net of cash and cash equivalents, bank balance other than cash and cash equivalents and current investments in the company.
Net Debt to operating EBITDA ratio	Net Debt to Operating EBITDA ratio enables the company to measure the ability and extent to which the company can cover the debt in comparison to the Operating EBITDA being generated by the Company.
Net Debt to Equity Ratio (Gearing Ratio)	Net Debt to Equity is a measure of the extent to the which the company can cover the debt and represents the debt position in comparison to the equity position. It helps evaluate the financial leverage.
Return on Equity (RoE) (%)	Return on Equity represents how efficiently the company generate profits from the shareholders' funds.
Return on Capital Equity (RoCE) (%)	Return on Capital Employed represents how efficiently the company generates earnings before interest & tax form the capital employee.
EPS	EPS (Earning Per Share) represents the net profit generated per equity share and can be used to compare the performance against the peers or to assess the value of the shares.
Operating Cash flow	Operating Cash flow is a measure of the cash generated or used by a Company's Cop reoperations, excluding any financing or investing activity

8. Comparison with Listed Industry Peers
- There are no listed companies in India that are engaged in a business segment in which we operate and size of the business similar to that of our Company accordingly it is not possible to provide an industry comparison in relation to our Company.
9. Justification for Basis for Issue price
1. We generally sell our product through a network of wholesalers located at different locations of the country. As of March 31, 2025 spread across 31 states and union territories in India and through a channel of B2B e-commerce platform.
2. As on March 31, 2025, we have established a distribution network that spans pan India. Our supply chain and logistics systems are designed to support efficient and timely distribution, meeting the needs of our customer base. We had a network of 1397, 893 and 886 wholesalers in the Fiscal 2025, Fiscal 2024 and Fiscal 2023.
3. We distribute our products through several key digital platforms, including SOLV, Udaan, Bijinis, Jozzby and Ajio. This multi-platform approach ensures online visibility and accessibility, enabling us to reach a diverse customer base and optimize our sales operations.
4. Our product portfolio is vast and versatile in women's apparel segment includes sarees and salwar suits and in home furnishing product segment includes bed sheets. Currently, our product catalogue lists more than 1500 different SKUs.
5. We have been in the business of women's apparels for over three decades, our relationships with weavers/suppliers have been a core competitive strength for us.
6. We manufacture our products with job workers, and a majority of them have been working with us for over 3 years.
7. For Fiscal ended March 31, 2025, March 31, 2024 and March 31, 2023 we have engaged with 229, 159 and 166 job workers.
8. We attribute our growth to the experience of our Promoters and senior management team. Our Promoters have cumulative experience of approximately 100 years in the apparel industry with more than 30 years in the saree business. They have been responsible in augmenting relationships with various stakeholders which has helped our Company expand by increasing its product portfolio on a continuous basis and which has contributed to the growth trajectory of our Company.
10. The Offer Price is [●] times of the face value of the Equity Shares
- The Offer Price of [●] has been determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand from investors for the Equity Shares determined through the Book Building Process and is justified based on the above qualitative and quantitative parameters. Investor should read the above mentioned information along with the section titled **“Risk Factors”** on page no. 29 and the financials of our Company including important profitability and return ratios, as set out in the section titled **“Restated Financial Statements”** on page no. 189 of the Red Herring Prospectus.
11. Disclosure pursuant to (9)(K)(4) of of Part A to Schedule VI, as applicable.
- a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares
- There have been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Red Herring Prospectus, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.
- b. The price per share of our Company based on the secondary sale / acquisition of shares (equity shares) or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders, members of the Promoter Group or other Shareholders with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre- Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)
- There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
- c. Since there are no eligible transaction of our Company reported in (a) and (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoter/ Promoter Group entities or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Red Herring Prospectus has been computed as under:

A. Primary Transaction						
Date of Allotment	Nature of Transaction	No. of Equity Shares	Cost per Equity Share	Total Cost	Cumulative amount paid for the Equity Shares	Cumulative No. of Equity Shares
October 16, 2024	Bonus Issue	1,38,34,059	-	-	-	1,38,34,059
January 22, 2024	Conversion of Loan into Equity	3,60,050	100	-	-	1,41,94,109
Weighted average cost of acquisition (Primary Transaction) (₹ per Equity Share)						Nil
B. Secondary Transaction						
Name of the Acquirer	Date of Allotment / Transfer	nature of Allotment / transaction	Face Value	Offer Price	Number of Equity Shares Alloted	Total Consideration
Transferred from Shyam Sundar Agarwala to Narain Prasad Lohia	November 25, 2022	Transfer	10	10	1,43,900	1439000
Transferred from Dhanpati Jain to Narain Prasad Lohia	November 25, 2022	Transfer	10	10	46,700	467000
Transferred from Satyanarain Jain to Narain Prasad Lohia	November 25, 2022	Transfer	10	10	19,800	198000
Transfer from Saroj Chand gotia to Ambika Lohia	November 25, 2022	Transfer	10	10	10,700	107000
Transferred from Anant Lohia through gift deed to Gyanesh lohia	April 05, 2023	Transfer by way of Gift	10	0	25,600	0
Transferred from Satya bhama Lohia through gift deed to Gyanesh Lohia	April 05, 2023	Transfer by way of Gift	10	0	1,00,100	0
Transferred to Gyanesh Lohia via gift deed by prabhu lohin	April 05, 2023	Transfer by way of Gift	10	0	36,950	0
Transferred from Kanika Lohia via gift deed to prabhu Lohia	April 05, 2023	Transfer by way of Gift	10	0	1,63,000	0
Transferred from Usha Kiran Lohia via gift deed to Prabhu Lohia	April 05, 2023	Transfer by way of Gift	10	0	1,63,000	0
Transferred from Ram Kumar Lohia & others HUF to Prabhu Lohia	April 05, 2023	Transfer by way of Gift	10	0	2,52,600	0
Transferred from Ram kumar lohia	April 05, 2023	Transfer by way of Gift	10	0	2,26,200	0
Transferred from Krishan Kumar Prabhu Dayal HUF via gift deed to Prabhu Lohia	June 04, 2024	Transfer by way of Gift	10	0	1,24,000	0
Total					13,12,550	22,11,000
Weighted Average Cost of Acquisition (Secondary Transaction) (₹ per Equity Share)						1.68

As certified by M/s JBS & Co. statutory auditors, vide their certificate dated May 21, 2025

For further details, please see the section entitled “Basis for Offer Price” beginning on page 102 of the Red Herring Prospectus.

ADDITIONAL INFORMATION FOR INVESTORS

Details of proposed /undertaken pre-issue placements from the DRHP filing date: Our company has not undertaken any Pre-IPO Placements from the DRHP filing date.

Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the company by promoter(s) and promoter group(s) from the DRHP filing date: Not Applicable

Shareholding of Promoter / Promoter Group and Additional Top 10 Shareholders of the Company

S. No.	Pre- Issue Shareholding as on the date of this RHP			Post-Issue shareholding as at Allotment*			
	Shareholders	No. of Equity Shares held	% of the pre-Issue paid up Equity Share capital	At the Lower end of the Price Band		At the Upper end of the Price Band	
				No. of Equity Shares held	% of the pre-Issue paid up Equity Share capital	No. of Equity Shares held	% of the pre-Issue paid up Equity Share capital
(A) Promoter							
1	Narain Prasad Lohia	29,78,940	17.42	29,78,940	12.79%	29,78,940	12.79%
2	Gyanesh Lohia	16,83,350	9.85	16,83,350	7.23%	16,83,350	7.23%
3	Prabhu Lohia	42,28,942	24.74	42,28,942	18.15%	42,28,942	18.15%
Total (A)		88,91,232	52.01	88,91,232	38.17%	88,91,232	38.17%
(B) Promoter Group							
4	Ambika Lohia	8,24,776	4.82	8,24,776	3.54%	8,24,776	3.54%
5	Usha Kiran Lohia	14,48,336	8.47	14,48,336	6.22%	14,48,336	6.22%
6	Kanika Lohia	14,24,232	8.33	14,24,232	6.11%	14,24,232	6.11%
7	Gobindram Narain Prasad HUF	4,24,440	2.48	4,24,440	1.82%	4,24,440	1.82%
8	Meghna Lohia	12,05,724	7.05	12,05,724	5.18%	12,05,724	5.18%
9	Gyanesh Lohia HUF	4,87,844	2.85	4,87,844	2.09%	4,87,844	2.09%
10	Prabhu Lohia HUF	5,03,564	2.95	5,03,564	2.16%	5,03,564	2.16%
11	Kaberi Sales Private Limited	12,82,841	7.5	12,82,841	5.51%	12,82,841	5.51%
12	Vandana Finvest Private Limited	6,03,820	3.53	6,03,820	2.59%	6,03,820	2.59%
Total (B)		82,05,577	47.99	82,05,577	35.22%	82,05,577	35.22%
(C) Additional Top 10 Shareholder							
			Nil				
			Nil				
Total (C)							
Total (A) + (B) + (C)		1,70,96,809	100	2,32,94,809.00	100	2,32,94,809.00	100

Notes:

(1) Assuming full subscription in the Issue. The post-issue shareholding details as at allotment will be based on the actual subscription and the final Issue price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders between the date of the advertisement and allotment (If any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).

ASBA *

Simple, Safe, Smart way of Application- Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check the section on ASBA below.

Mandatory in Public Issues from January 01, 2016. No cheque will be accepted.

Retail Investors also have the options to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. **

Investors are required to ensure that the Bank Account used for applying is linked to their PAN.

*ASBA has to be availed by all the investors except Anchor Investors (if any). UPI may be availed by RIs.

For details on the ASBA and UPI process, please refer to the details given in ASBA Form and abridged prospectus and also please refer to the section “Issue Procedure” beginning on page 291 of the Red Herring Prospectus. The process is also available on the website of SEBI and Stock Exchanges in the General information Document. ASBA Forms can be downloaded from the website of EMERGE Platform of NSE Limited (“NSE EMERGE” or “Stock Exchange”) and can be obtained from the list of banks that is displaying on website of SEBI at www.sebi.gov.in.

**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link: www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the Issue in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended

BASIS FOR THE ISSUE PRICE

The **“Basis for Issue Price”** on Page 102 of the offer document has been updated with the above price band. Please refer to the website of the BRLM for the **“Basis of the Issue Price”** updated with the above price band. You can scan QR code given on the first page of the advertisement for the chapter titled **“Basis for Issue Price”** on Page 102 of the Red Herring Prospectus.

INDICATIVE TIMELINE	
ANCHOR PORTION OPENS ON	Tuesday, May 27, 2025 ⁽¹⁾
ISSUE OPENS ON	Wednesday, May 28, 2025 ⁽¹⁾
ISSUE CLOSES ON	Friday, May 30, 2025 ^{(2) (3)}
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, June 02, 2025
Initiation of Allotment/ refunds/unblocking of funds from ASBA Account or UPI ID linked bank account	On or about Tuesday, June 03, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Tuesday, June 03, 2025
Commencement of trading of the Equity Shares	On or about Wednesday, June 04, 2025

Note:

(1) Our Company shall, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company shall, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Issue Closing Date.

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