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LANDMARK CARS LIMITED

Our Company was originally incorporated as "Landmark Insurance Broking Private Limited" at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 23, 2006, issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC, Mumbai"). The name of our Company was subsequently changed to "Landmark Cars Private Limited" pursuant to a fresh certificate of incorporation granted by the RoC, Mumbai on May 6, 2009. Subsequently, our Company was converted into a public limited company under the Companies Act, 2013, pursuant to the approval accorded by our Shareholders at their extra-ordinary general meeting held on November 10, 2021. Consequently, the name of our Company was changed to "Landmark Cars Limited" and a fresh certificate of incorporation consequent upon conversion from a private limited company to a public limited company was issued to our Company by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad ("RoC") on December 3, 2021. For further details relating to the changes in the name of our Company and the registered office of our Company, see "History and Certain Corporate Matters" on page 221 of the prospectus of the Company dated December 16, 2022 filed with the RoC ("Prospectus").

Corporate Identity Number: U50100GJ2006PLC058553; **Website:** www.grouplandmark.in

Registered Office: Landmark House, Opp. AEC, S.G. Highway, Thaltej, Near Gurudwara, Ahmedabad 380 059, Gujarat, India; **Telephone:** +91 79 6618 5555; **Corporate Office:** Unit No. 201 to 203, Landmark, 2nd Floor, G. M. Bhosale Marg, Worli, Mumbai 400 018, Maharashtra, India.

Contact Person: Amol Arvind Raje, Company Secretary and Compliance Officer; **Telephone:** +91 22 6271 9040; **E-mail:** companysecretary@landmarkindia.net.

THE PROMOTER OF OUR COMPANY IS SANJAY KARSANDAS THAKKER

Our Company has filed the Prospectus dated December 16, 2022 with the RoC, and the Equity Shares are proposed to be listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and trading is expected to commence on December 23, 2022.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 10,911,160 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 506 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 501 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ 5,520.00 MILLION ("OFFER"). THE OFFER COMPRISED OF FRESH ISSUE OF 2,966,498 EQUITY SHARES AGGREGATING TO ₹ 1,500.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF 7,944,662 EQUITY SHARES ("OFFERED SHARES") AGGREGATING TO ₹ 4,020.00 MILLION, AS PER THE TABLE PROVIDED BELOW:

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF SHARES OFFERED/ AMOUNT ('IN MILLION)
TPG Growth II SF PTE. LTD.	Investor Selling Shareholder	6,422,924 Equity Shares aggregating to ₹ 3,250.00 Million
Aastha Limited	Other Selling Shareholder	1,225,296 Equity Shares aggregating to ₹ 620.00 Million
Sanjay Karsandas Thakker HUF	Other Selling Shareholder	197,628 Equity Shares aggregating to ₹ 100.00 Million
Garima Misra	Individual Selling Shareholder	98,814 Equity Shares aggregating to ₹ 50.00 Million

THE OFFER INCLUDED A RESERVATION OF 21,834 EQUITY SHARES AGGREGATING TO ₹ 10.00 MILLION (CONSTITUTING UP TO 0.06 % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). OUR COMPANY AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BRLMs, OFFERED A DISCOUNT OF 9.49% TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE 27.56% AND 27.50%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

ANCHOR INVESTOR OFFER PRICE: ₹ 506 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH
OFFER PRICE: ₹ 506 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH
THE OFFER PRICE IS 101.2 TIMES OF THE FACE VALUE

Risks to Investors:

- The Company had reported a loss after tax of ₹289.39 million in Fiscal 2020 and may incur additional losses in the future. This was due to the decrease in revenue of 21.51% and new vehicle sales by 24.36%, which were primarily attributable to the higher discounts offered to customers to sell entire stock of Bharat Emission Stage IV engine vehicles and effects from the COVID-19 pandemic.
- The Offer Price, market capitalization to revenue multiple and price to earnings ratio on the Offer Price of our Company and return on net worth may not be indicative of the market price of the Equity Shares on listing or thereafter.
- The weighted average cost of acquisition of all Equity Shares transacted in the three years preceding the date of the Red Herring Prospectus is as follows:

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Lower End of the "Price Band" with "Floor Price" (₹ 481) is 'X' times the Weighted average cost of acquisition	Upper End of the "Price Band" with "Cap Price" (₹ 506) is 'X' times the Weighted average cost of acquisition
Last 3 years	149.85^	3.21	3.38

^ The weighted average cost of acquisition has been calculated in the table above after giving effect to the sub-division of the face value of the equity shares of the Company from ₹10 each to ₹5 each.

- Average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹ 3.30 to ₹ 137.42 per Equity Share and Offer Price at upper end of the Price Band is ₹ 506 per Equity Share.
- The weighted average cost of acquisition of all Equity Shares transacted in the three years preceding the date of the Red Herring Prospectus is as follows:

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Lower End of the "Price Band" with "Floor Price" (₹ 481) is 'X' times the Weighted average cost of acquisition	Upper End of the "Price Band" with "Cap Price" (₹506) is 'X' times the Weighted average cost of acquisition
TPG GROWTH II SF PTE. LTD.	137.42	3.50	3.68
AASTHA LIMITED	9.36	51.39	54.06
SANJAY KARSANDAS THAKKER HUF	3.30	145.76	153.33
GARIMA MISRA	3.30	145.76	153.33

- The two BRLMs associated with the Offer have handled 69 public issues in the past three years, out of which 24 issues closed below the Offer Price on listing date.

Name of BRLMs	Total Issues	Issues closed below IPO Price on listing date
Axis Capital Limited*	22	6
ICICI Securities Limited*	24	5
Common issues of above BRLMs	23	13
Total	69	24

*Issues handled where there were no common BRLMs

BID / OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE MONDAY, DECEMBER 12, 2022
BID/OFFER OPENED ON TUESDAY, DECEMBER 13, 2022
BID/OFFER CLOSED ON THURSDAY, DECEMBER 15, 2022

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This Offer has been made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”) read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers (“**QIBs**”) (the “**QIB Portion**”). Our Company and the Selling Shareholders, in consultation with the BRLMs allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids received at or above the Offer Price. Further, not less than 15% of the Net Offer was made available for allocation to Non-Institutional Investors (“**Non-Institutional Portion**”) of which one-third of the Non-Institutional Portion was made available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion was made available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer was made available for allocation to Retail Individual Investors (“**Retail Investor Portion**”) in accordance with the SEBI ICDR Regulations, subject to valid Bids received from them at or above the Offer Price. Further, Equity Shares would be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders, other than Anchor Investors, were required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount (“**ASBA**”) process by providing details of their respective ASBAAccounts, and UPI ID in case of UPI Bidders using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts were blocked by the Self Certified Syndicate Banks (“**SCSBs**”) or by the Sponsor Banks under UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors were not permitted to participate in the Offer through the ASBA process. For details, see “*Offer Procedure*” on page 420. of the Prospectus.

The bidding for Anchor Investor opened and closed on Monday, December 12, 2022. The Company received 14 applications from 13 Anchor Investors (including 4 domestic Mutual Funds through 4 Mutual Fund schemes) for 3,695,731 Equity Shares. The Anchor Investor Offer Price was finalized at ₹ 506 per Equity Share. A total of 3,266,797 Equity Shares were allocated under the Anchor Investor Portion aggregating to Rs. 1,652,999,282.

The Offer received 62,696 applications for 28,352,836 Equity Shares (prior to technical rejections) resulting in 2.5985 times subscription .

The details of the applications received in the Offer from Retail Individual Bidders, Non-Institutional Bidders and QIBs are as under (before technical rejections):

Sl. no.	Category	No of Applications applied	No. of Equity Shares	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
1	RETAIL	60,785	2,362,746	3,811,265	0.6199	1,195,416,598.00
2	HNI UPTO 10 LAC	724	449,732	544,467	0.8260	227,425,279.00
3	HNI ABOVE 10 LAC	219	1,816,676	1,088,932	1.6683	919,111,181.00
4	EMPLOYEE	940	68,092	21,834	3.1186	31,175,406.00
5	QIB	14	19,959,859	2,177,865	9.1649	10,099,688,654.00
6	ANCHOR	14	3,695,731	3,266,797	1.1313	1,870,039,886.00
	TOTAL	62,696	28,352,836	10,911,160	2.5985	14,342,857,004.00

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under:

Sr. No	Bid Price	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
1	481	61,509	0.22	61,509	0.22
2	482	8,845	0.03	70,354	0.25
3	483	957	0.00	71,311	0.25
4	484	319	0.00	71,630	0.25
5	485	7,424	0.03	79,054	0.28
6	486	1,653	0.01	80,707	0.29
7	487	783	0.00	81,490	0.29
8	488	174	0.00	81,664	0.29
9	489	290	0.00	81,954	0.29
10	490	9,831	0.03	91,785	0.32
11	491	1,102	0.00	92,887	0.33
12	492	1,218	0.00	94,105	0.33
13	493	522	0.00	94,627	0.33
14	494	754	0.00	95,381	0.34
15	495	5,278	0.02	100,659	0.36
16	496	2,465	0.01	103,124	0.36
17	497	348	0.00	103,472	0.37
18	498	493	0.00	103,965	0.37
19	499	464	0.00	104,429	0.37
20	500	7,743	0.03	112,172	0.40
21	501	3,915	0.01	116,087	0.41
22	502	435	0.00	116,522	0.41
23	503	377	0.00	116,899	0.41
24	504	1,479	0.01	118,378	0.42
25	505	3,683	0.01	122,061	0.43
26	506	23,040,848	81.40	23,162,909	81.84
27	CUT-OFF	5,141,410	18.16	28,304,319	100.00
	TOTAL	28,304,319	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being BSE on December 20, 2022.

A. Allotment to Retail Individual Bidders (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Bidders, who have bid at cut-off or at the Offer Price of ₹ 506 per Equity, was finalized in consultation with BSE. This category has been subscribed to the extent of 0.59 times. The total number of Equity Shares Allotted in Retail Individual Bidders category is 2,255,098 Equity Shares to 58,088 successful applicants. The category-wise details of the Basis of Allotment are as under:

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares allotted
1	29	52,044	89.60	1,509,276	66.93	29	1:1	1,509,276
2	58	3,051	5.25	176,958	7.85	58	1:1	176,958
3	87	939	1.62	81,693	3.62	87	1:1	81,693
4	116	462	0.80	53,592	2.38	116	1:1	53,592
5	145	326	0.56	47,270	2.10	145	1:1	47,270
6	174	157	0.27	27,318	1.21	174	1:1	27,318
7	203	182	0.31	36,946	1.64	203	1:1	36,946
8	232	53	0.09	12,296	0.55	232	1:1	12,296
9	261	37	0.06	9,657	0.43	261	1:1	9,657
10	290	156	0.27	45,240	2.01	290	1:1	45,240
11	319	16	0.03	5,104	0.23	319	1:1	5,104
12	348	33	0.06	11,484	0.51	348	1:1	11,484
13	377	632	1.09	238,264	10.57	377	1:1	238,264
	TOTAL	58,088	100.00	2,255,098	100.00			2,255,098

B. Allotment to Non-Institutional Bidders (more than ₹ 2 lakhs and upto 10 lakhs) (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Bidders (more than ₹ 2 lakhs and upto ₹ 10 lakhs), who have bid at the Offer Price of ₹ 506 per Equity Share, was finalized in consultation with BSE. This category has been subscribed to the extent of 0.66 times. The total number of Equity Shares allotted in this category is 441,612 Equity Shares to 716 successful applicants. The category-wise details of the Basis of Allotment are as under:

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	406	558	77.93	226,548	51.30	406	1:1	226,548
2	435	11	1.54	4,785	1.08	435	1:1	4,785
3	464	5	0.70	2,320	0.53	464	1:1	2,320
4	493	2	0.28	986	0.22	493	1:1	986
5	522	2	0.28	1,044	0.24	522	1:1	1,044
6	580	4	0.56	2,320	0.53	580	1:1	2,320
7	609	7	0.98	4,263	0.97	609	1:1	4,263
8	696	1	0.14	696	0.16	696	1:1	696
9	783	2	0.28	1,566	0.35	783	1:1	1,566
10	812	5	0.70	4,060	0.92	812	1:1	4,060
11	870	2	0.28	1,740	0.39	870	1:1	1,740
12	928	2	0.28	1,856	0.42	928	1:1	1,856
13	986	8	1.12	7,888	1.79	986	1:1	7,888
14	1,015	23	3.21	23,345	5.29	1,015	1:1	23,345
15	1,044	3	0.42	3,132	0.71	1,044	1:1	3,132
16	1,102	1	0.14	1,102	0.25	1,102	1:1	1,102
17	1,218	1	0.14	1,218	0.28	1,218	1:1	1,218
18	1,276	1	0.14	1,276	0.29	1,276	1:1	1,276
19	1,305	1	0.14	1,305	0.30	1,305	1:1	1,305
20	1,450	1	0.14	1,450	0.33	1,450	1:1	1,450
21	1,624	2	0.28	3,248	0.74	1,624	1:1	3,248
22	1,740	1	0.14	1,740	0.39	1,740	1:1	1,740
23	1,769	1	0.14	1,769	0.40	1,769	1:1	1,769
24	1,943	1	0.14	1,943	0.44	1,943	1:1	1,943
25	1,972	71	9.92	140,012	31.70	1,972	1:1	140,012
	TOTAL	716	100	441612	100			441612

C. Allotment to Non-Institutional Bidders (more than ₹ 10 lakhs) (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Bidders (more than ₹ 10 lakhs), who have bid at the Offer Price of ₹ 506 per Equity Share, was finalized in consultation with BSE. This category has been subscribed to the extent of 1.13 times. The total number of Equity Shares allotted in this category is 1,550,902 Equity Shares to 195 successful applicants. The category-wise details of the Basis of Allotment are as under:

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	2,001	135	69.23	270,135	15.46	1,812	1:1	244,620
		1 ADDITIONAL SHARE FOR CATEGORY 2001				1	126:135	126
2	2,030	8	4.10	16,240	0.93	1,839	1:1	14,712
3	2,088	1	0.51	2,088	0.12	1,890	1:1	1,890
4	2,175	2	1.03	4,350	0.25	1,967	1:1	3,934
5	2,465	2	1.03	4,930	0.28	2,223	1:1	4,446
6	2,900	4	2.05	11,600	0.66	2,606	1:1	10,424
7	2,958	4	2.05	11,832	0.68	2,657	1:1	10,628
8	2,987	3	1.54	8,961	0.51	2,683	1:1	8,049
9	3,944	1	0.51	3,944	0.23	3,527	1:1	3,527
10	4,002	2	1.03	8,004	0.46	3,578	1:1	7,156
11	4,089	1	0.51	4,089	0.23	3,655	1:1	3,655
12	4,930	4	2.05	19,720	1.13	4,397	1:1	17,588
13	5,017	1	0.51	5,017	0.29	4,473	1:1	4,473
14	5,307	1	0.51	5,307	0.30	4,729	1:1	4,729
15	5,800	1	0.51	5,800	0.33	5,164	1:1	5,164
16	8,526	1	0.51	8,526	0.49	7,569	1:1	7,569
17	9,860	5	2.56	49,300	2.82	8,746	1:1	43,730
18	9,889	2	1.03	19,778	1.13	8,771	1:1	17,542
19	10,005	3	1.54	30,015	1.72	8,873	1:1	26,619
20	14,500	1	0.51	14,500	0.83	12,839	1:1	12,839
21	14,819	1	0.51	14,819	0.85	13,120	1:1	13,120
22	20,735	1	0.51	20,735	1.19	18,339	1:1	18,339
23	22,185	1	0.51	22,185	1.27	19,618	1:1	19,618
24	29,638	1	0.51	29,638	1.70	26,192	1:1	26,192
25	49,387	1	0.51	49,387	2.83	43,613	1:1	43,613
26	59,276	1	0.51	59,276	3.39	52,337	1:1	52,337
27	79,025	1	0.51	79,025	4.52	69,758	1:1	69,758
28	79,054	1	0.51	79,054	4.52	69,783	1:1	69,783
29	98,803	2	1.03	197,606	11.31	87,204	1:1	174,408
30	148,219	2	1.03	296,438	16.96	130,795	1:1	261,590
31	395,270	1	0.51	395,270	22.62	348,724	1:1	348,724
	TOTAL	195	100	1,747,569	100			1,550,902

D. Allotment to Eligible Employees (After Technical Rejections) (including ASBA Applications)

The Basis of Allotment to the Eligible Employees, who have bid at the Offer Price of ₹ 506 per Equity Share, was finalized in consultation with BSE. This category has been subscribed to the extent of 1.67 times. The total number of Equity Shares allotted in this category is 21,834 Equity Shares to 266 successful applicants. The bids upto 200,000 were considered for allocation in terms of SEBI ICDR Regulations. The category-wise details of the Basis of Allotment are as under:

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	29	129	51.19	3,741	13.61	29	103:129	2,987
2	58	43	17.06	2,494	9.07	46	1:1	1,978
3	87	12	4.76	1,044	3.80	69	1:1	828
4	116	15	5.95	1,740	6.33	92	1:1	1,380
5	145	4	1.59	580	2.11	115	1:1	460
6	174	1	0.40	174	0.63	138	1:1	138
7	203	7	2.78	1,421	5.17	161	1:1	1,127
8	232	3	1.19	696	2.53	184	1:1	552
9	290	4	1.59	1,160	4.22	230	1:1	920
10	348	1	0.40	348	1.27	276	1:1	276
11	377	4	1.59	1,508	5.49	300	1:1	1,200
12	406	1	0.40	406	1.48	322	1:1	322
13	435	10	3.97	4,350	15.82	345	1:1	3,450
14	464	1	0.40	435	1.58	345	1:2	345
15	493	1	0.40	435	1.58	345	1:1	345
16	551	1	0.40	435	1.58	345	1:1	345
17	870	2	0.79	870	3.16	345	1:1	690
18	986	3	1.19	1,305	4.75	345	1:1	1,035
19	1015	1	0.40	435	1.58	345	1:1	345
20	1073	9	3.57	3,915	14.24	345	1:1	3,105
		28 Allottees from Serial no 13 to 20 Additional 1(one) share				1	6:28	6
	TOTAL	252	100.00	27,492	100.00			21,834