



(Please scan this QR Code to view the Draft Red Herring Prospectus & the Draft Abridged Prospectus)

DRAFT ABRIDGED PROSPECTUS
Dated: September 30, 2026
Please read Section 26 & 32 of the Companies Act, 2013
100% Book Built Issue



ABACUS LIFESTYLE BRANDS LIMITED
Corporate Identification Number: U74101UP2011PLC047839

Registered Office		Contact Person	Email and Contact No.	Website
House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010		Ankita Gupta Company Secretary and Compliance Officer	Email: info@abacuslifestylebrands.com Contact No: +91 7571005076	https://www.abacuslifestylebrands.com/
PROMOTERS OF THE COMPANY: SUNIT KUMAR MISHRA AND KALPANA MISHRA				
DETAILS OF ISSUE TO PUBLIC				
Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility
Fresh Issue	Upto 64,72,800* Equity Shares of face value of ₹ 10.00 each amounting up to ₹ [●] Lakhs	Nil	Upto 64,72,800* Equity Shares of face value of ₹ 10.00 each amounting up to ₹ [●] Lakhs	THE ISSUE IS BEING MADE IN TERMS OF REGULATION 229(2), 253(1) AND 253(2) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018, AS AMENDED
RISK IN RELATION TO THE FIRST ISSUE				
This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of Equity Shares is ₹10.00 each and the Issue price is [●] times of the face value of the Equity Shares. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of Book Building Process as stated in chapter titled “ <i>Basis for Issue Price</i> ” on page 106 of the <i>Draft Red Herring Prospectus</i> , 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 active and/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 this offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “ <i>Risk Factors</i> ” beginning on page 28 of the <i>Draft Red Herring Prospectus</i> .				
ISSUER’S AND PROMOTERS ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Red Herring 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 the Draft Red Herring 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 the Draft Red Herring 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 the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE or NSE Emerge”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received “In-Principle” approval letter dated [●] from the National Stock Exchange of India Limited for using its name in the Offer document for the listing of the Equity Shares, pursuant to letter dated [●] letter no [●]. For the purpose of this offer, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE” or “NSE EMERGE”).				
BOOK RUNNING LEAD MANAGER TO THE OFFER				
Name and Logo		Contact Person	Email & Contact No.	
 GRETEX CORPORATE SERVICES LIMITED		Pradip Agarwal	Email: mbk@gretexgroup.com Contact No.: +022 6930 8500	
REGISTRAR TO THE OFFER				
Name and Logo		Contact Person	Email & Contact No.	
 KFIN TECHNOLOGIES LIMITED		Williams R	Email: abacuslife.ipo@kfintech.com Contact No.: +91 40 6716 2222	
OFFER PROGRAMME				
ANCHOR INVESTOR BID/ OFFER PERIOD			[●] ⁽¹⁾	
OFFER OPENS ON			[●] ⁽¹⁾	
OFFER CLOSES ON			[●] ⁽²⁾⁽³⁾	

* Subject to finalization of the Basis of Allotment

(1) The Company may 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.

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

(3) UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue closing Date.

IN THE NATURE OF DRAFT ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE DRAFT RED HERRING PROSPECTUS



Please scan this QR code to view the Draft Red Herring Prospectus and this Draft Abridged Prospectus

The following is a general summary of certain disclosures in the Draft Red Herring Prospectus and the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information appearing elsewhere in the Draft Red Herring Prospectus, which is available at the websites of National Stock Exchange of India Limited www.nseindia.com and the Company at www.abacustylebrands.com and the BRLMs at www.gretexcorporate.com

References below to page numbers are to page numbers of the Draft Red Herring Prospectus dated September 30, 2026. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the Draft Red Herring Prospectus.

1. Summary of the primary business

a. Business Overview - Products and Services offered by our company

Abacus Lifestyle Brands Limited (ALBL) is engaged in the retail and distribution of lifestyle and fashion brands in India, with One Hundred and Thirty Eight (138) stores across Eight (8) states and union territories as of June 30, 2026. We operate across EBOs, MBOs and wholesale distribution (B2B) through Company-Operated and Franchise-Operated formats. The diversified portfolio comprises domestic and international brands across Apparels, Accessories & Footwear, Jewellery, Home Décor & Furnishing Product and Luggage & Suitcases catering to consumers across mass, mid-market and premium segments

b. Industries Served and Typical Customers

Our company operates in the fashion and lifestyle retail industry.

c. Segment-Wise Revenue Bifurcation

Revenue from operations is derived from business segments, with retail (B2C) contributing a significant share, supported by wholesale (B2B) and commission income. The following table illustrates the segment-wise revenue contribution for the indicated periods.

(₹ in lakhs, except otherwise stated)

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	%	Amount	%	Amount	%
B2B	4,028.18	16.01%	3,976.74	18.53%	3,902.68	20.03%
B2C	21,128.20	83.99%	17,487.97	81.47%	15,578.90	79.97%
Total	25,156.38	100%	21,464.71	100%	19,481.58	100%

d. Key Geographies

This state-wise analysis illustrates the geographical spread of our business, depicting the Company's performance, market penetration, and growth opportunities.

(₹ in lakhs, except otherwise stated)

States	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Uttar Pradesh	21,754.83	86.48%	19,019.82	88.61%	17,749.34	91.11%
Karnataka	1,381.59	5.49%	776.41	3.62%	172.25	0.88%
Maharashtra	116.23	0.46%	155.63	0.73%	310.77	1.60%
Uttarakhand	489.36	1.95%	256.78	1.20%	0.00	0.00%
Delhi	327.29	1.30%	292.98	1.36%	586.54	3.01%
Telangana	798.14	3.17%	543.09	2.53%	0.00	0.00%
Haryana	108.26	0.43%	383.99	1.79%	649.43	3.33%
Bihar	180.68	0.72%	0.00	0.00%	0.00	0.00%
Chhattisgarh	0.00	0.00%	36.00	0.17%	13.24	0.07%
Total	25,156.38	100.00%	21,464.71	100.00%	19,481.58	100.00%

e. Revenue concentration from our brands:

Our Company generates revenue through the sale of products across various domestic and international brands. The following table presents the brand-wise revenue contribution for the indicated periods.

(₹ in lakhs, except otherwise stated)

Brands	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Brand 1*	319.32	1.27%	306.23	1.43%	69.38	0.36%
Campus	1,065.56	4.24%	648.14	3.02%	433.38	2.22%
Caratlane	173.49	0.69%	109.97	0.51%	-	-
Celio	875.34	3.48%	808.08	3.76%	318.44	1.63%
Brand 6	1,081.62	4.30%	895.84	4.17%	782.99	4.02%
Brand 5	894.09	3.55%	865.10	4.03%	779.57	4.00%
Brand 2**	54.08	0.21%	65.26	0.30%	48.88	0.25%
MBO^	108.70	0.43%	54.87	0.26%	-	-
Highlander	2,842.91	11.30%	1,233.91	5.75%	-	-
Mia - Tanishq	81.19	0.32%	33.82	0.16%	-	-
Skechers	11,045.74	43.91%	8,840.52	41.19%	7,036.72	36.12%
Snitch	1,446.86	5.75%	187.32	0.87%	-	-
Brand 4	1,001.10	3.98%	1,014.05	4.72%	978.74	5.02%
Tanishq	434.02	1.73%	380.66	1.77%	342.66	1.76%
The Souled Store	123.92	0.49%	-	-	-	-
United Colors Of Benetton	1,720.54	6.84%	1,572.04	7.32%	1,658.35	8.51%
Brand 3***	342.86	1.36%	372.38	1.73%	335.63	1.72%
Others#	1,545.08	6.14%	4,076.51	18.99%	6,696.84	34.38%
Total	25,156.38	100.00%	21,464.71	100.00%	19,481.58	100.00%

#Others include brands with which we were previously associated but are no longer associated.

*Brand is under portfolio of PVH Arvind Fashion Private Limited.

** Brand is under portfolio of Arvind Youth Brands Private Limited

*** Brand is under portfolio of Arvind Lifestyle Brands Limited

^ MBO are under the portfolios of Arvind Lifestyle Brands Limited, Arvind Fashions Limited, Arvind Youth Brands Private Limited, PVH Arvind Fashion Private Limited.

f. Key manufacturing or other facilities

Our Company does not own or operate any manufacturing facilities, as the nature of its business does not involve manufacturing activities. Further, our Registered Office situated in Lucknow is occupied by our Company pursuant to a Rent Agreement. Further, all our retail stores are operated from leased premises under various lease deeds.

g. Business Strengths and Strategies

Strengths:

- (i) Diversified Brand Portfolio Across Multiple Product Categories
- (ii) Retail Network Across Multiple Locations
- (iii) Flexible Operating Structure Across Brands
- (iv) Experience in Store Development and Retail Operations

Strategies:

- (i) Expansion of Retail Network and Introduction of New Brand Initiatives
- (ii) Expansion of Wholesale Distribution Operations
- (iii) Strengthening Relationships with Existing Brand Partners
- (iv) Strengthening Franchise Network and Operational Efficiency

For further and complete information, see “**Our Business**” beginning on page 136 of the Draft Red Herring Prospectus.

2. Summary of the industry

The Indian lifestyle retail industry is supported by rising disposable incomes, urbanisation, evolving consumer preferences and increasing demand for branded products. Expansion of organised retail and e-commerce is creating opportunities across apparel, footwear, jewellery, sportswear, home furnishing and accessories, including in Tier-II and Tier-III cities. Growing preference for premium and contemporary products further supports industry demand. Companies can benefit from expanding retail networks, strengthening brand portfolios and developing omnichannel capabilities. However, the industry faces risks relating to changing consumer preferences, intense competition, pricing pressures, inventory management, raw-material costs, supply-chain disruptions and rising operating expenses.

3. Details of our Promoters

As on the date of DRHP Sunit Kumar Mishra & Kalpana Mishra are the Promoters of our Company.

Sunit Kumar Mishra, aged 57 years, is one of the Promoter of our Company. He has been part of the Board since the incorporation of our Company and later transitioned to the role of Chairman & Managing Director of the Company w.e.f October 03, 2024. He holds a Bachelor of Science (Honours) degree from Banaras Hindu University and has over 20 years of experience in the fashion, lifestyle, apparel and retail industry., he has been involved in the expansion of its retail operations and development of its portfolio across the fashion, jewellery, footwear and lifestyle segments. He has experience in franchise development, retail expansion, business operations and profitability management. He also has experience in the automotive sector through his directorship in the subsidiary of our Company.

Kalpana Mishra, aged 53 years, is one of the Promoters of our Company and has been associated with our Company as a Director since its incorporation. She was subsequently appointed as the Whole-time Director of our Company with effect from October 3, 2024. She holds a Master of Arts (M.A.) degree in Sociology from Kanpur University and has over 20 years of experience in the retail and franchise industry, she has been involved in its growth and development across various functions. She has experience in franchise management, retail operations and business expansion, and has been involved in the development and expansion of multi-brand retail operations across India, particularly in the fashion, footwear, jewellery and lifestyle segments.

For further information, see “**Our Promoters and Promoter Group**” beginning on page 188 of the Draft Red Herring Prospectus.

4. Objects of the Issue

The amount to be financed and deployed from Net Issue Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs, except as stated otherwise)				
Sr. No.	Particulars	Total Estimated Expenditure to be funded from Net Issue Proceeds	Estimated Utilisation of Net Proceeds in FY 2026-27	Estimated Utilisation of Net Proceeds in FY 2027-28
1.	To meet Working Capital Requirement.	3,500.00	350.00	3150.00
2.	Repayment and/or pre-payment, in full or in part, of certain outstanding borrowings availed by our Company	1,000.00	1,000.00	[●]
3.	General Corporate Purposes*	[●]	[●]	[●]
	Total	[●]	[●]	[●]

*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with RoC.

*General Corporate Purpose shall not exceed 15% of the Issue Proceeds or 10 crores whichever is lesser in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR Regulation (Amendment) Regulations, 2025.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years: Not Applicable.

Name of monitoring agency, if any: To be finalized before filing Red Herring Prospectus.

Terms of Issuance of Convertible Security, if any: Not Applicable.

5. Pre-Offer and post-Offer shareholding of our Promoters, members of the Promoter Group, top 10 Shareholders and other public shareholders.

The shareholding pattern of our Promoters and Promoter Group before and after the Offer is set forth below:

Sr. No.	Particulars	Pre-Offer		Post-Offer	
		Number of Equity Shares of face value ₹ 10/- each	% Holding	Number of Equity Shares of face value ₹ 10/- each	% Holding
A)	Promoters				
1	Sunit Kumar Mishra	1,25,99,985	72.00%	[●]	[●]
2	Kalpana Mishra	46,98,215	26.85%	[●]	[●]
	Total (A)	1,72,98,200	98.85%	[●]	[●]
B)	Promoter Group				
1	Namrata Mishra	1,000	0.01%	[●]	[●]

2	Kanak Lata Mishra	6,000	0.03%	■	■
3	Surendra Mohan Shukla	6,000	0.03%	■	■
4	Namita Mishra	1,000	0.01%	■	■
	Total (B)	14,000	0.08%	■	■
C)	Additional top 10 Shareholder(s)				
1	Mr. Mohd Imtiyaz Ansari	10,000	0.06%	■	■
2	Mr. Musab Ahmad Siddiqui	20,000	0.11%	■	■
3	Mr. Mohd Jaseem	12,000	0.07%	■	■
4	Mr. Sandeep Kumar Saxena	10,000	0.06%	■	■
5	Mr. Yogendra Kumar Verma	10,000	0.06%	■	■
6	Mr. Adnan	10,000	0.06%	■	■
7	Mr. Manoj Kumar Srivastava	7,000	0.04%	■	■
8	Mr. Mohd Aslam	6,000	0.03%	■	■
9	Mr. Arvind Kumar Shankhwal	6,000	0.03%	■	■
10	Ms. Alka Jadaun	6,000	0.03%	■	■
	Total (C)	97000	0.55%	■	■
(D)	Other Public Shareholders(s)				
	Others Public shareholders	90,800	0.52%	■	■
	Total (A + B+C+D)	1,75,00,000	100%	■	■

Based on the beneficiary position statement dated September 25, 2026.
The post-Offer shareholding shall be updated in the Prospectus.

6. Summary of Restated Consolidated Summary Statements

(₹ in lakhs unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Share Capital	1,750.00	1,750.00	350.00
Reserves and surplus	2,981.58	1,884.79	2,684.84
Networth	4,731.58	3,634.79	3,034.84
Total Income	25,470.08	21,569.81	19,505.77
Profit after Tax	1,094.01	599.95	524.46
Total Borrowings	8,617.38	6,184.05	5,209.06
Other Financial Information			
Basic & Diluted EPS (Pre-Bonus) (₹)	6.27	3.43	14.98
Basic & Diluted EPS (Post Bonus) (₹)	6.27	3.43	3.00
Return on Networth (%)	23.18	16.51	17.28
Net Asset Value Per Share (Pre-Bonus) (₹)	27.04	20.77	86.71
Net Asset Value Per Share (Post Bonus) (₹)	27.04	20.77	17.34

7. Summary of Key Performance Indicators

Key Financial Performance Indicators^

(₹ in lakhs unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations ⁽¹⁾	25,156.38	21,464.71	19,481.58
EBITDA ⁽²⁾	2,782.76	1,977.63	1,832.05
EBITDA Margin ⁽³⁾	11.06%	9.21%	9.40%
PAT ⁽⁴⁾	1,096.79	599.95	524.46
PAT Margin ⁽⁵⁾	4.36%	2.80%	2.69%
Net Worth ⁽⁶⁾	4,731.58	3,634.79	3,034.84
Return on Equity (ROE) ⁽⁷⁾	26.22%	17.99%	18.92%
Return on Capital Employed (ROCE) ⁽⁸⁾	16.32%	15.58%	17.50%

^ As certified by Rajiv Priyanka & Associates, vide their certificate dated September 30, 2026.

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income.
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT means Profit After Tax as appearing in the Restated Financial Statements.
- (5) 'PAT Margin' is calculated as PAT for the year divided by Revenue from Operations.
- (6) Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- (7) Return on Equity (ROE) (%) = (PAT/ Average Shareholder Equity)*100. Here Shareholder Equity= Equity Share Capital + Reserves and Surplus
- (8) Return on Capital Employed (ROCE) (%) = Earnings Before Interest and Taxes (EBIT)/ Capital Employed (here Capital Employed = Net worth + Total Debt – Deferred Tax Assets) * 100

Key Operational Performance Indicators

(₹ in Lakhs unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations ⁽¹⁾	25,156.38	21,464.71	19,481.58
Number of retail outlets (In Nos.) ⁽²⁾	136	120	108
Revenue per Store ⁽³⁾	184.97	178.87	180.39
Employee Benefit Cost ⁽⁴⁾	2,460.79	1,692.25	1,132.03
Avg No of Employees (In Nos.) ⁽⁵⁾	618	411	250
Average Annual Manpower Cost ⁽⁶⁾	3.98	4.12	4.53
No of Brands ⁽⁷⁾	26	26	25
No of States ⁽⁸⁾	8	8	6

^ As certified by Rajiv Priyanka & Associates vide their certificate dated September 30, 2026.

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements
- (2) Number of retail outlets represents the aggregate number of retail outlets operated by our Company.
- (3) Revenue per Store is calculated as revenue from operations, as per the Restated Financial Statements, divided by the number of retail outlets operated by our Company.
- (4) Employee Benefit Cost is the expenses incurred by the company on employee's salary, funds and welfare as per restated financial statements
- (5) The average of the number of employees on the payroll at the end of each month of the Fiscal .
- (6) Revenue from repetitive customer is the revenue generated from customers repeating over the years.
- (7) Average Annual Manpower is number of employees engaged in the working of the company in each month of the corresponding year.
- (8) Number of States/UTs where the Company had an operational retail outlet at the during the Fiscal.

For further detail on Key Performance Indicators of our company, please refer Chapter Titled “**Basis for Issue Price**” on 106 of the Red Herring Prospectus.

8. Risk Factors

The following are the top 10 internal risk factors as disclosed in the Draft Red Herring Prospectus:

1. A significant portion of our revenue from operations is derived from the sale of products under the "Skechers" brand, which accounted for 56.70%, 41.19% and 27.97% of our revenue from operations during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. We do not have long term contract lock in. Any adverse developments affecting the Skechers brand, our relationship with the brand owner, or our ability to continue operating Skechers stores could materially and adversely affect our business, financial condition, results of operations and cash flows.
2. Our retail business operates under non-exclusive arrangements with various brand owners. The appointment of additional partners or expansion of Direct-to-Customer ("D2C") channels by such brand owners may adversely affect our business, financial condition, results of operations and cash flows.
3. Our business substantially depends on the continued strength, market positioning, consumer perception and protection of the intellectual property rights associated with the brands that we retail and distribute. Any adverse developments affecting such brands or their associated intellectual property rights may materially and adversely affect our business, financial condition, results of operations and cash flows.
4. We do not own the premises from which we operate our retail stores, warehouses and offices, and our business is dependent on our ability to obtain, renew and maintain suitable premises on commercially acceptable terms. Certain of our stores also operate under letters of intent or arrangements entered into in the name of our brand partners, which may expose us to additional legal and commercial risks.
5. A significant portion of our revenue from operations is derived from the State of Uttar Pradesh. Any adverse developments affecting the State of Uttar Pradesh or our operations therein may materially and adversely affect our business, financial condition, results of operations and cash flows.
6. Our future growth is dependent on our ability to successfully expand our retail network. Any delay in the implementation of our expansion plans, cost overruns or inability to establish new stores may materially and adversely affect our business, financial condition, results of operations and cash flows.
7. Our inability to effectively forecast customer demand and manage inventory, or prevent inventory losses, theft, cash misappropriation, employee misconduct and other fraudulent activities across our retail network, could adversely affect our business, financial condition, results of operations and cash flows.
8. The fashion and lifestyle retail industry is highly competitive and subject to rapidly changing consumer preferences, purchasing behaviour and fashion trends. Any failure to accurately anticipate or respond to such changes may materially and adversely affect our business, financial condition, results of operations and cash flows.
9. The sale and circulation of counterfeit products bearing the brands retailed by us may adversely affect consumer confidence, demand for genuine products and, consequently, our business, financial condition, results of operations and cash flows.
10. Our recent onboarding of the IZOD brand and our proposed expansion through the Shop-in-Shop ("SIS") model may not achieve the anticipated level of consumer acceptance, sales or profitability, and any failure to successfully establish and expand the brand through this model could adversely affect our business, financial condition and results of operations.

For details regarding risk factors of the Company, please refer to the chapter titled “**Risk Factors**” beginning on page 28 of the Draft Red Herring Prospectus.

9. Details of weighted average cost of acquisition of Equity Shares held by our Promoters

The Weighted average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Weighted average cost of acquisition (“WACA”) per Equity Share (in ₹) *	WACA per Equity Shares acquired in last one year*
1	Sunit Kumar Mishra	1,25,99,985	10.59	N.A.
2	Kalpana Mishra	46,98,215	11.45	N.A.

10. Board of Directors and Key Managerial Personnel

The names and designations of members of the Board of Directors and Key Managerial Personnel are set forth below:

Sr. No.	Name	Designation
Board of Directors		
1.	Sunit Kumar Mishra	Chairman & Managing Director
2.	Kalpana Mishra	Whole-Time Director
3.	Sachin Pathak	Non-Executive Director
4.	Nehil Gautamchand Dugar	Independent Director
5.	Divya Nemichand Gupta	Independent Director
Sr. No.	Name	Designation
Key Managerial Personnel		
1.	Manoj Kumar Srivastava	Chief Financial Officer
2.	Ankita Gupta	Company Secretary and Compliance Officer

For further details, please refer to the chapter titled “**Our Management**” beginning on page 172 of the Draft Red Herring Prospectus.

11. Auditor qualifications

The Statutory Auditors have not made any qualifications in their examination report which have not been given effect to in the Restated Consolidated Financial Information.

For further details, see “**Restated Financial Information**” on page 195 of the Draft Red Herring Prospectus.

12. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters, Key Managerial Personnel as on the date of the Draft Red Herring Prospectus in accordance with the SEBI ICDR Regulations and the Materiality Policy, is provided below:

Name of Entity	No. of Criminal Proceedings	No. of Tax Proceedings	No. of Statutory or Regulatory Proceedings	No. of Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	No. of Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
By the Company	Nil	Nil	Nil	Nil	Nil	Nil

Name of Entity	No. of Criminal Proceedings	No. of Tax Proceedings	No. of Statutory or Regulatory Proceedings	No. of Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	No. of Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Against the Company	1	19	Nil	Nil	Nil	536.9
Promoters						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters (Sunit Kumar Mishra and Kalpana Mishra)	Nil	2*	Nil	Nil	Nil	*2,933.57
Directors other than Promoters						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors (Divya Nemichand Gupta, Nehil Gautamchand Dugar and Sachin Pathak)	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel and Senior Managerial Personnel*						
By the KMPs and SMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil
Against the KMPs and SMPs ⁽³⁾ (Ankita Gupta)	Nil	N.A.	1	N.A.	N.A.	15.00
Subsidiary						
By the Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiary (Abacus Automotive Private Limited)	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By the Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against the Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

*The income tax notice relates to the recovery of tax dues of the firm Abacus, (Partnership firm) dissolved w.e.f March 31, 2017, of which Kalpana Mishra and Sunit Kumar Mishra were partners and the demand recovery notice under section 188A of IT Act, 1961 has been issued to both the partners as they are jointly and severally liable for the dues of the firm.

For further details of the outstanding litigation proceedings, see “**Outstanding Litigation and Material Developments**” beginning on page 227 of the Draft Red Herring Prospectus.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act (“Regulation S”).