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ASPIRE & INNOVATIVE ADVERTISING LIMITED
CIN: U52601DL2017PLC321445

Our Company was originally incorporated as “Aspire & Innovative Advertising Private Limited” on July 31, 2017 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre with CIN U52601DL2017PTC321445. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on December 04, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Aspire & Innovative Advertising Private Limited” to “Aspire & Innovative Advertising Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated December 12, 2023 issued by the Registrar of Companies, Delhi, bearing CIN U52601DL2017PLC321445. For further details of Incorporation, change of name and registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page 115 of Draft Red Herring Prospectus.

Registered Office: C-4 Baldev Park, Shahdara, East Delhi-110051, Delhi, India.

Corporate Office: Plot No. 52, Sector-44, Gurugram- 122003, Haryana, India.

Tel No: +91-124-2213055; **E-mail:** cs@aspireinnovate.in; **Website:** www.aspireinnovate.in;

Contact Person: Rakesh, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: NITESH AGARWALLA & RINKU AGARWALLA.

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED DECEMBER 29, 2023: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

INITIAL PUBLIC OFFER OF UPTO 40,68,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE “EQUITY SHARES”) OF ASPIRE & INNOVATIVE ADVERTISING LIMITED (“OUR COMPANY” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS (“PUBLIC ISSUE”) OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.80% AND [●]% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note the following:

1. The Chapter titled “Summary of Draft Red Herring Prospectus” beginning on page 20 of the Draft Red Herring Prospectus has been updated;
2. The Chapter titled “Risk Factors” beginning on page 25 of the Draft Red Herring Prospectus has been updated;
3. The Chapter titled “Objects of The Issue” beginning on page 71 of the Draft Red Herring Prospectus has been updated;
4. The Chapter titled “Our Business” beginning on page 94 of the Draft Red Herring Prospectus has been updated;
5. The Chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 187 of the Draft Red Herring Prospectus has been updated;
6. The Chapter titled “Government and Other Approvals” beginning on page 199 of the Draft Red Herring Prospectus has been updated;
7. The Chapter titled “Declaration” beginning on page 272 of the Draft Red Herring Prospectus has been updated;
8. Please note that all other details in, and updates to the Red Herring Prospectus/ Prospectus with respect to issue price and/or other relevant details will be carried out in the Red Herring Prospectus, as and when filed with ROC, SEBI and the Stock Exchange.

The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Red Herring Prospectus/ Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

On behalf of Aspire & Innovative Advertising Limited

Sd/-

Rakesh

Company Secretary & Compliance Officer

Place: Gurugram

Date: March 15, 2024

BOOK RUNNING LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE	
HEM SECURITIES LIMITED 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel. No.: +91- 22- 49060000; Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Ajay Jain SEBI Regn. No. INM000010981 CIN: U67120RJ1995PLC010390		BIGSHARE SERVICES PRIVATE LIMITED Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India. Telephone: +91 22 6263 8200; Fax No.: +91 22 6263 8299 Email: ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Babu Rapheal C. SEBI Registration Number: MB/INR000001385 CIN: U99999MH1994PTC076534	

BID/ISSUE PROGRAMME

ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●] **BID/ISSUE OPENS ON**: [●]** **BID/ISSUE CLOSES ON**: [●]*****

*Our Company, in consultation with the BRLM, 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 BRLM, 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.

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SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS

E. OBJECTS OF THE ISSUE

Our Company intends to utilize the net Proceeds of the Issue to meet the following objects: -

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	To meet Working Capital requirements	900.00
2.	To finance the cost of establishing new warehouses	495.04
3.	General Corporate Purpose	[•]
	Total	[•]

SECTION III – RISK FACTORS

INTERNAL RISK FACTORS

5. We are yet to identify the exact locations for the setting up warehouses to which we intend to utilize the amount from Net Proceeds.

As on the date of this Draft Red Herring Prospectus, we are yet to identify the exact locations or enter into agreements for lease of suitable properties for setting up the warehouses. The company will be taking properties of area ranging between 500-1000 sq. ft. on rent/lease for which aggregate Tentative amount of Rent/Fixed cost will be Rs. 43.56 Lakhs per annum along with one-time security deposit of Rs.16.10 Lakhs for all the properties taken together. The amount for the same will be deployed by the Company from its internal accruals along with or other financial sources available with the company like non-current investments and fixed deposits.

While we may open warehouses in, inter alia, the following Indian cities namely, Bareilly, Agra, Kanpur, Sultanpur, Gorakhpur, Prayagraj, Jhansi, Ghazipur, Farrukhabad, Samastipur, Muzzafarpur, Purnia, Dharbhanga, Bhagalpur, Buxar, East Champaran, Salem, Madurai, Coimbatore, Pondicherry, Thanjavur, Thirunelveli, Jodhpur, Kota, Ajmer, Udaipur, Ratlam, Gwalior, Sagar, Betul, Rewa, Kozhikode, Alappuzha and Palakkad but exact locations within these cities are yet to be finalized and hence the amounts as mentioned above are approximate and calculated on the basis of average rates prevailing in the cities. The same are subject to change based on market conditions and property specific factors when the final locations within the cities will be finalized. These locations will be decided by our Company after conducting a detailed analysis of the demographics, lease rentals and other business and market considerations. For further details, please see “*Objects of the Issue*” of this Draft Red Herring Prospectus.

6. Dependence upon third party for transportation and warehousing services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer. If warehousing lease agreements are not renewed/inadequately executed, our operations may be affected adversely.

We do not have an in-house transportation and warehousing facility and we rely on third party transportation, warehousing and other logistic facilities at every stage of our business activity including procurement of products from our suppliers and for transportation of products to our customers. We have entered into commercial arrangements with such service providers and as on the date of this Draft Red Herring prospectus, our Company operates from 19 Warehouses, which are taken on rent on the basis of warehousing, transportation and other logistics agreements. We are dependent on these warehouses for storage and delivery of our products at doorsteps of customers, mostly in the rural and semi-urban areas. Under the terms of several warehousing and transportation agreements, they are required to be renewed at regular intervals, varying from warehouse to warehouse, from the date of execution. In the event of termination/non-renewal of said agreements, we are required to vacate the said premises and we would be required to make alternative arrangements for new warehouse, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our warehouse during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. Further, the regulatory authorities may take action against us for not executing the documents properly and not paying the stamp duty for registering the agreement

Our operations and profitability are dependent upon the availability of transportation, warehousing and other logistic facilities in a time and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, transportation strikes and lock-outs, shortage of labour, delays and disruption of transportation services for events such as weather-related problems and accidents. Further, movement of goods encounters additional risks such as accidents, pilferage, spoilage, shrinkage and our inability to claim insurance may adversely affect our operations, results of operations and financial condition. Although we have not experienced any material logistics, warehousing and transport related disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may not be cost-effective, thereby adversely affecting our operations, results of operations, cash flows and financial condition.

12. We have had certain inaccuracy in relation to regulatory filings to be made with the RoC and our company has made non-compliances of certain provision under applicable laws.

There are few discrepancies noticed in some of our corporate records related to e-forms filed with the Registrar of Companies, which includes non-filing of Form CHG-1 for creation of charge on a vehicle loan taken in the past, which is noncompliance of section 77 of the Companies Act, 2013 read with rules made thereunder and attracts penalty under section 86 and/or other relevant provision(s) of Companies Act, 2013, as may be applicable. however, no such loans (Principal and Interest) are outstanding as on date of this Draft Red Herring Prospectus.

In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business and reputation. Although, no show cause notice in respect of the non-compliance has been received by the Company till date, any penalty imposed for such noncompliance in future by the any regulatory authority could affect our financial conditions to that extent

19. Our Statutory Auditor has included an emphasis of matter in our Audited Financial Statements for the Financial Years 2020-21.

The report issued by our Statutory Auditors for Audited Financial Statements for Financial Years 2020-21 contains the emphasis of matter paragraph.

We draw attention that the economic consequences/disruption as a result of COVID-19 pandemic, which is impacting consumer demand, financials markets, commodity prices and inventory valuation.

There is no assurance that our audit reports for any future financial years will not contain any qualification or emphasis of matter or observations which affect our results of operations in such future periods.

20. We have not yet entered into agreement(s) for taking premises on lease to setup the new warehouses and order(s) are not yet placed for the equipment(s) and other assets required for setting up the warehouses at different locations:

Currently we are having agreements with 19 warehousing and transporting agents who stores and delivers our products to our end customers. In order to strengthen our distribution network and as a part of our expansion plans, our company has proposed to setup warehousing and transporting facilities in 34 new locations in 6 states in India which shall be owned and under control of the company's management itself. The premises for the proposed new warehouses are expected to be taken on leasehold basis or rental basis, which are yet to be identified and shortlisted and agreements for which are yet to be executed. Any delays in the execution of the such agreement will result into delay in completion of the setup of the warehouses, cost overruns, increase in prices, and thus affecting our revenue and profitability.

Further, we have identified the equipment's and other assets required to be bought for setting up the warehouses, however, we are yet to place orders for the such equipment's and other assets as detailed in the "Objects of the Issue" beginning on page 71 of this Draft Red Herring Prospectus. These are based on third-party quotations, which are subject to a number of variables, including possible cost overruns, change in supplier, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 71 of this Draft Red Herring Prospectus.

30. We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/ permission from the banks on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. Although there were no such past instances w.r.t. restrictive covenants under our credit facilities that limits our operational flexibility, there can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements, which may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see "**Statement of Financial Indebtedness**" on page 185 of this Draft Red Herring Prospectus.

35. Technology failures or Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition.

IT systems are critical to our ability to manage our operations. Our IT systems enable us to coordinate our operations, from planning, product ordering, invoicing, delivery, customer relationship, management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions, retain customers, attract new customers and, in some instances, loss of customers.

Additionally, we are exposed to various cybersecurity threats and risks to physical security, including hardware and software defects or malfunctions, system failures and other cyberattacks, infrastructure changes, human error, earthquakes, hurricanes, floods, fires and other natural disasters, disruptions in telecommunications services, unauthorised access, fraud, military or political conflicts, terrorist attacks, legal or regulatory takedowns, computer viruses, ransomware, malware, or other events our systems also may be subject to break-ins, sabotage, theft and intentional acts of vandalism, including by our own employees. Although there were no such prior instances of cyberattacks or technology failures, but the evolving nature of security threats renders the impact of future incidents unpredictable which could adversely affect our business and reputation and could result in the loss of customers.

Furthermore, since our data is predominantly stored and backed up on servers not owned by us, unauthorized access to sensitive information remains a concern. Any failures, by us to comply with the privacy policies or regulatory requirements could result in legal actions, adversely affecting our operations, cash flows, and reputation. Also, we may lack the resources or technical expertise to anticipate and prevent rapidly evolving cyberattacks, which could target us, our website users, or our communication infrastructure, posing further risks to our business continuity and integrity.

45. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of SEBI ICDR Regulations, our Company is not required to appoint an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances. Further, Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue.

50. Any Penalty or demand raised by statutory authorities in future will affect financial position of the Company

Our Company is engaged in the trading business, which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, Employee State Insurance etc. Any demand or penalty raised by the concerned authority in future for late payments or non-payments for any previous year and current year will affect the financial position of the Company. For instance, our company in the past had delayed filing of GSTR1/GSTR3B and EPF returns due to operational reasons and accordingly paid late fees and penalties on the same. Any demand or penalty raised by the concerned GST/Income Tax/EPF/ESI or any other statutory authority for such late filings may affect the financial position of the company.

OBJECTS OF THE ISSUE**Requirement of Funds and Utilization of Net Proceeds**

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	To meet Working Capital requirements	900.00
2.	To finance the cost of establishing new warehouses	495.04
3.	General Corporate Purpose	[•]
	Total	[•]

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. To Meet Working Capital Requirement:

Our business requires working capital majorly for investment in trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹ 900.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time.

For the expansion of the business of the company, we will be in the need of additional working capital requirements. The major capital will be invested in the trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹ 900.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

S. No.	Particulars	Restated				Estimated	
		March 31, 2021	March 31, 2022	March 31, 2023	September 30, 2023	March 31, 2024	March 31, 2025
I.	Current Assets						
	Inventory	1,300.97	2,841.52	2,793.71	2,110.93	4,098.71	5,154.96
	Trade Receivables	1,485.31	770.10	1,922.25	4,076.57	2,558.33	3,200.00
	Cash & Bank Balances	317.42	857.98	502.95	439.47	330.46	351.28
	Short term loans and advances	250.04	426.59	757.47	764.25	0.00	0.00
	Other Current Assets	2.72	2.52	157.70	153.27	190.00	210.00
	Total (A)	3,356.44	4,898.70	6,134.08	7,544.49	7,177.50	8,916.24
II.	Current Liabilities						
	Trade payables	2,237.97	3,609.40	3,307.74	3,635.73	2,317.08	3,015.00
	Other current liabilities	257.33	313.78	133.65	336.91	695.17	542.74
	Short-term provisions	410.54	260.03	364.40	1,034.96	759.52	787.19
	Total (B)	2,905.84	4,183.21	3,805.79	5,007.60	3,771.78	4,344.93
III.	Total Working Capital Gap (A-B)	450.60	715.49	2,328.28	2,536.89	3,405.72	4,571.31
IV.	Funding Pattern						
	Short Term Borrowings & Internal accruals	450.60	715.49	2,328.28	2,536.89	3005.72	4071.31
	IPO Proceeds					400.00	500.00

Assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, as well as projections for financial year ended March 31, 2024 and March 31, 2025

Particulars	Unit	March 31, 2021	March 31, 2022	March 31, 2023	Sept 30, 2023	March 31, 2024	March 31, 2025
		Audited	Audited	Audited	Audited	Estimated	Estimated
Debtors	Days	40	16	14	31	20	20
Creditors	Days	80	58	54	58	37	28
Inventories	Days	43	45	44	39	47	50

Justification:

Debtors	The historical holding days of trade receivables has been ranging between 14 days to 40 days during Fiscal year 2021 to 2023. As per the current credit terms and in order to expand company's operations, the holding level for debtors is anticipated at 20 days of total revenue from operations during Fiscal 2024 and Fiscal 2025. The projected increase in trade receivables days is a strategic decision aimed at fostering higher sales growth. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships.
Creditors	Past trend of Trade payables holding days has been in the range of 54 days to 80 days approximately during Fiscal 2021 to 2023. However, with additional working capital funding, our Company intends to reduce trade payable to 37 days and 28 days during Fiscal 2024 and Fiscal 2025 respectively to avail cash discount as well as competitive purchase price to increase overall profitability of our Company. By reducing the time, to settle our payables we aim to negotiate more favourable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods we procure.
Inventories	Inventories include finished goods. The historical holding days of inventories has been in range of 43 days to 45 days during Fiscal 2021 to 2023. With the perspective to increase business operations, the Company estimates inventories holding days to be around 47 days and 50 days in Fiscal 24 and Fiscal 25 respectively. As we are intending open new warehouses, it will additionally require higher levels of inventory to achieve operational efficiency.

Justification for working capital requirement:

Company has experienced significant growth in last three financial years and stub period. Revenue from Operations has increased from Rs. 10,811.96 Lakhs in F.Y 2020-21 to Rs. 25,537.66 Lakhs and Rs. 34,571.78 Lakhs in Financial Years 2021-22 and 2022-23 respectively. This growth represents a Compound Annual Growth Rate (CAGR) of approximately 78.12% over the past three years.

This increase in revenue has led to an increase in requirement of Inventories in FY 2021-22 to Rs. 2841.52 lakhs in comparison to Rs. 1300.97 Lakhs in FY 2020-21. And further in FY 2022-23, Trade Receivables of the Company increased to Rs. 1922.25 Lakhs from Rs. 770.10 Lakhs in FY 2021-22, involving more funds getting blocked in Trade Receivables. Additionally, company has continuously reduced the trade payable days from 80 days in FY 2020-21 to 54 days in FY 2022-23. Hence, this increase in Inventories and Trade Receivables on one hand and reduction in payment days of Trade Payables on other hand, has led to an increase in the working capital requirement.

The company foresees a rise in working capital needs on account of continuous increase in the revenue from business operations of the company. Further, the Company has recently launched product under its own brand name in the market and is also expecting to add more products under its own brand name which will help Company in increasing Company's turnover. Additionally, Company is planning to open 34 new warehouses in 6 states of India, which needs to be powered with sufficient inventory of goods to meet inventory requirements in time. As per the current credit terms and in order to expand company's operations, the holding level for debtors is anticipated to increase to 20 days from 14 days in FY 2023-24 involving more funds getting blocked in Trade Receivables.

To finance the cost of establishing new warehouses:

In line with our strategic objectives to expand our geographical presence, we are undertaking an expansion initiative in open new warehouses to connect rural and semi urban population to ensure last mile and product delivery in rural and semi urban areas with a focus on unbanked and under-banked customer segments. As a part of our strategy, we plan to expand our operation by establishing more warehouses in next few years. Our Company proposes to utilise a portion of the Net Proceeds i.e., Rs. 495.04 lakhs towards funding the below mentioned 34 proposed warehouses during Fiscals 2025 and fiscals 2026.

Number of warehouses that we propose to set in various cities are as follows:

S. No.	State	No of warehouses	Name of Proposed Cities	Tentative Timelines
1.	Uttar Pradesh	9	Bareilly, Agra,	August, 2024

			Kanpur, Sultanpur, Gorakhpur,	January, 2025
			Prayagraj, Jhansi, Ghazipur, Farrukhabad	April, 2025
2.	Bihar	7	Samastipur, Muzzafarpur,	August, 2024
			Purnia, Dharbhanga,	February, 2025
			Bhagalpur, Buxar, East Champaran	May, 2025
3.	Tamil Nadu	6	Salem, Madurai,	September, 2024
			Coimbatore, Pondicherry, Thanjavur, Thirunelveli	March, 2025
4.	Rajasthan	4	Jodhpur, Kota,	October, 2024
			Ajmer, Udaipur	June, 2025
5.	Madhya Pradesh	5	Ratlam, Gwalior,	November, 2024
			Sagar, Betul, Rewa	July, 2025
6.	Kerala	3	Kozhikode,	December, 2024
			Alappuzha,	April, 2025
			Palakkad	July, 2025
Total		34		

The size of our warehouses varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals etc. Our Company proposes to open 34 new warehouses as considered necessary and appropriate by our management. The premises for the proposed new warehouses are expected to be taken on leasehold or rental basis in line with the Company's business practices. Our estimate of costs mentioned below are based on quotations received from vendors from whom our Company had purchased similar items for our warehouses in the past, current quotations, industry standards, prevailing market rates, rate contracts and historical costs.

For setting up of the warehouses, the company will be taking properties of area ranging between 500-1000 sq. ft. on rent/lease for which aggregate Tentative amount of Rent/Fixed cost will be Rs. 43.56 Lakhs per annum along with one-time security deposit of Rs.16.10 Lakhs for all the properties taken together. The amount for the same will be deployed by the Company from its internal accruals or other financial sources available with the company like non-current investments and fixed deposits. The above information related to area, rent/fixed cost and security deposit is based on the certificate received from M/s Aoun Abbas & Associates, Advocates vide their certificate dated March 14, 2024.

We intend to utilize the Net Proceeds amount towards setting up of new warehouses in different locations, which would involve expenditure for Computers, Server, Printers, Networking/Cabling, Weighing Machine, Tata ACE Motor Vehicle, Furniture and miscellaneous expenditure amounting to Rs 14.56 lakhs. We believe this will also enable us to further integrate our operations and help us to enter into new geographies where the demand for our services are increasing. The detailed break-up of these estimated costs for each warehouse is as below:

Date of Quotation/ Performa Invoice	Particulars	Unit	Proposed Vendor	Valid till	Total Cost Per Warehouse
March 11, 2024	Furniture & Fixtures	Misc.	Jupiter Enterprises	3 Months	6.56
	Computers and Printer	4			1.25
March 15, 2024	Tata ACE (Motor Vehicle)	1	G.N.G. Auto Aids Pvt Ltd	March 31, 2024	6.75
Total,					14.56

Notes:

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/ equipment or at the same costs.

- c) The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipment) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- d) We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of equipment proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of Packing & Forwarding, Transportation, Transit Insurance, Octroi / Entry tax if any etc. Such cost escalation would be met out of our internal accruals

Therefore, our company proposes to deploy Rs 305.76 lakhs for opening 21 new warehouses during FY 2024-25 and Rs. 189.28 Lakhs for opening 13 new warehouses during FY 2025-26 from issue proceeds.

Public Issue Expenses

The total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs, which is [●] % of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (Rs. in Lakhs) *	As a % of total estimated Issue related expenses	As a % of the total Issue Size
Book Running Lead Manger fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others, if any (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, depositories, secretarial, advisors, consultancy, peer review auditors, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

*Issue expenses will be finalized on determination of Issue Price and incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

Portion for Retail Individual Bidders*	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] % of the Amount Allotted* (plus applicable taxes)

*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE

(3) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed [●] (plus applicable taxes) and in case if the total processing fees exceeds [●] (plus applicable taxes) then processing fees will be paid on pro-rata basis.

(4) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	[●] per valid application (plus applicable taxes)
Sponsor Bank - [●]	[●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds [●] (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] % of the Amount Allotted* (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders*	[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] per valid application (plus applicable taxes)

* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed [●] (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds [●] (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the Bid cum Application Form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the Bid cum Application Form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

Sr. No.	Particulars	(₹ in Lakhs)		
		Amount to be deployed and utilized		
		F.Y. 23-24	F.Y. 24-25	F.Y. 25-26
1.	To meet Working Capital requirements	400.00	500.00	-
2.	To finance the cost of establishing new warehouses	-	305.76	189.28
3.	General Corporate Purpose	[●]	[●]	[●]
	Total	[●]	[●]	[●]

OUR BUSINESS

OVERVIEW:

We started our business in 2017 with an objective of providing basic but advanced products to India's rural and semi urban population along with product delivery up to customers' doorstep, in rural and semi urban areas of the country with focus on un-banked and underbanked customer segments through partners working in this space. To achieve this objective, in addition to our sales team, we sell our product majorly through intermediaries i.e. Non - Banking Financial Companies (NBFCs), Micro Finance Institutions (MFIs) and there is no other trading platform for selling of products. We have entered into commercial arrangements with a large number of intermediaries like Non-Banking Financial Companies (NBFCs), Non-Banking Financial Companies (NBFCs)- Micro Finance Institutions (MFIs) along with Warehousing and Transportation facilities in 16 states in India. As on the date of this Draft Red Herring Prospectus we have more than 15 intermediaries for marketing of our various products at various locations.

We operate an asset light business model, where our major expenditure is for payment of facilitation fees & commission to these intermediaries for their services which include services like marketing of our products to their existing customer base in rural and semi urban communities, allowing our field staff & trainers to interact with their customers, collation of expected demand and providing banking and financial services to them for buying our products. Based on such expected demand, we place orders with related product companies to deliver the required products at our different warehouses across various states of India. For the purpose of storing and then delivering the products to customers, we have warehousing and transporting facility in 16 states of India from where we deliver these products at doorsteps of customers, mostly in the rural and semi-urban areas. For the period ending Sept. 30, 2023, March 31, 2023, March 31, 2022 & March 31, 2021, our total expenditure towards Facilitation Fees & commission expenditure accounted for Rs. 2908.89 lakhs, Rs.6693.79 lakhs, Rs. 5791.94 lakhs & Rs. 2053.74 lakhs respectively.

The Company also earns revenue from the display of advertisements on its website for which it is having written agreements with the respective insurance companies. Below mentioned are the business vertical wise revenue bifurcation viz. Direct Sales by Company (including service income except advertisement income), Advertisement Income, and Sales through intermediaries like Non-Banking Financial Companies (NBFCs)/ Non-Banking Financial Companies-Micro finance Institutions (NBFC-MFI) over last three years and Stub period:

Sales Type	(Rs. In Lakhs) For the period and financial year ended			
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Direct Sales by Company (including service income except advertisement income)	1480.50	3644.90	3109.29	1991.95
Advertisement Income	Nil	508.34	322.00	96.43
Sales through intermediaries like Non-Banking Financial Companies (NBFCs)/ Non-Banking Financial Companies-Micro finance Institutions (NBFC-MFI)	16,177.34	30,418.54	22,106.37	8,723.58
Total	17,657.84	34,571.78	25,537.66	10,811.96

OUR STRENGTHS

Network of Warehousing and Transportation Facilities across various geographies

For the purpose of storing and then delivering the products to final customers, we have a strong network of warehousing and transporting facility in almost every state of India. We have warehousing and transportation agreements with 16 warehousing and transporting agents, who are storing and delivering these products at doorsteps of customers, even in the small towns, villages and other rural and semi urban areas, for fast delivery of our products.

For such services, along with transportation charges, Warehousing and transportation partners (WTP) charges Fixed Cost of agreed amount (including manpower (shared), rental for agreed Sq. ft area, electricity, security), but if company does the business with warehousing and transportation partner ("WTP") for more than agreed amount per month, then such fixed cost is waived off by the said WTP.

We have a SOP which is driven by one-time password, generated at the time of delivery of the product and followed by uploading a photo of customer with the product. We then, validate the delivery of the product with the customer through IVR mechanism, used by our tele-callers. Company purchased a software in the name of "Inventory Management System" the data of which is stored on Servers of Amazon. The said software contains various modules including but not limited to the ones mentioned below, for the delivery of the product:

- Automatic email alerts Module
- Automatic SMS to mobile phone
- Order Fulfilment Module-Sales Accounting
- Project tracking Module

The above software is also integrated to our Mobile App which is installed on the mobile phones of Delivery and Logistics partners. This assures that the product is received by and delivered to the ultimate customer in a secured, verified and trusted manner.

OUR STRATEGIES:

Continue to expand Warehousing and Transportation facilities:

For storage and delivery of our products to the end customers, currently we are having wide network of warehousing and transportation facilities in 16 states of India who are delivering these products at doorsteps of customers, mostly in the rural and semi-urban areas. To further smooth and strengthen this facility, we intend to increase such facilities by creating new touch-points to other regions of the country along with the existing ones, for the growth of our business. This will increase our distribution network to meet our increasing demand and gain uninterrupted supplies of our products to the ultimate customers. Enhancing warehousing and transporting facilities to undertake our stocking and distribution, enables us to reach our customers faster by reducing transportation time, optimize inventory, and limit trade over-dues. For details please refer our Section “*Objects of the Issue*” beginning on page 71 of this Draft Red Herring Prospectus.

OUR BUSINESS & SELLING PROCESS:

Step 2: Non - Banking Financial Companies (NBFCs), Micro Finance Institutions (MFIs) act as Intermediary for the Products offered by the Company, wherein they select the product they want to finance and create a loan product for their customers. Field Staff of NBFCs/MFIs announces availability of Product Loans to the customers and distribute product brochures which details the product features. They also offer the availability of the loan facilities to purchase such products. Interested customers can avail the loan facility from the respective NBFCs/MFIs.

Step 5. If it is established that, Customer is reachable and is interested to accept the product, then company shares the order details and invoice with the warehousing and transporting agents of the area nearest to the location of the respective customer. Warehousing and Transportation agents act as logistics partner of the company and are responsible for the following:

- Inward & Outward of stock
- Invoice Printing, Dispatch of Orders, maintaining E- Way bills, etc.
- Inventory Management – Preparing Daily Stock Count Report
- Sharing daily MIS mentioning inward & outward & current stock report SKU wise
- Maintaining proper dispatch & delivery report.

Delivery of the products to the customers is made through these third parties only. In case customer is not reachable or want to cancel the order, then the company will intimate the NBFCs/MFIs to re-check with the respective customer and confirm the final action on such orders, which could re-initiate the calling process or cancel the order.

SALES AND MARKETING: -

The Company is engaged in trading business wherein it sells the consumer durable products procured from third party vendors. Post sale of products, occasional complaints may arise w.r.t the product quality, physical damage or functional/operational issues, for which, company acts as a bridge between Customers & the respective third-party vendors. The after Sales Services are provided by such vendors including replacement and repair of products under warranty.

Customers can register complaints either telephonic to the company officials or online through Google link provided by the company. Company’s Service Team compiles and forwards the complains so received daily to the respective vendors so that they can align the Service Engineer to address complains. For mobile phones, customers have to visit vendor’s Service Centre on their own.

INSURANCE

Below are the details of Insurance policies obtained by the Company:

Sr. No.	Particulars	Policy no.	Coverage Section	Sum Insured in Rupees	Name of Insurance Company	Period
1.	Marine Cargo Open Policy	36090021231000002	Domestic sales from anywhere in India to anywhere in India. Domestic purchase from anywhere in India to anywhere in India	5,00,00,000/-	National Insurance Company Limited	From April 16, 2023 to April 15, 2024.
2.	National Bharat Laghu Udayam Suraksha – Fire Insurance	360900112310000107	Insurance of Stock	17,25,00,000/-	National Insurance Company Limited	From September 25, 2023 to September 24, 2024
3.	Burglary Insurance	360900592310000121	Insurance of Stock	17,25,00,000/-	National Insurance Company Limited	From September 25, 2023 to September 24, 2024
4.	Health Insurance	67192150	Health Insurance of Employees	1,11,00,000/-	Care Health Insurance Limited	From June 9, 2023 to June 08, 2024
5.	Employee Group Personal Accidental Policy	67192163	Accidental Policy of Employees	1,11,00,000/-	Care Health Insurance Limited	From June 09, 2023 to June 08, 2024
6.	Bundled Private Car Policy	3001/BM-18570181/00/000	Car Model – BMW 6 Series GT	IDV Value of Car 66,50,000/-	ICICI Lombard General Insurance Company Limited	Period of own damage from October 23, 2023 to October 22, 2024 Period of third party liability from October 23, 2023 to October 22, 2026
7.	Auto Secure - Standalone Own Damage Private Car Policy	0147920317	Car Model – Harrier XZ+ Dark Edition New	IDV Value of Car 14,32,368/-	Tata AIG General Insurance Co. Ltd.	Period of own damage from September 13, 2023 to September 12, 2024
8.	Motor Insurance	2311101183643201000	Maruti Swift – VXI	IDV Value of Car 3,69,810/-	HDFC ERGO General Insurance Company Limited	Period of own damage from March 17, 2023 to March 16, 2024

IMMOVABLE PROPERTIES

The following table sets forth the locations and other details of the properties of our Company. In addition to the Registered office and corporate office of the Company, our Company is having following 19 warehousing and transporting facilities in 16 states of India:

S. No.	Details of the Properties	Actual use	Owned/ Leased/Rented
1.	C-4 Baldev Park, Shahdara, East Delhi-110051, Delhi, India	Registered Office	Rented – The said property has been taken on rent from Lalit Bajaj vide rent deed dated November 10, 2023 for a period of 11 Months w.e.f. November 10, 2023.
2.	Plot No.52, Sector-44, Gurugram-122003, Haryana, India	Corporate Office	Leased- The said property has been taken on lease from Cyber Approach Workspaces LLP vide lease deed dated December 16, 2021 for a period of 3 years w.e.f. December 16, 2021.
3.	30, Opp. Ganesh Bhawan, Piyoli Phukan Road, Milanpur, Rehabari, Guwahati, Kamrup Metropolitan, Assam, 781008	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from M S World Pak Courier Service vide agreement dated December 18, 2023 for a period of 11 months which will expire on November 17, 2024
4.	First floor, Near Pamohi Post Office, Garchuk, Guwahati, Kamrup Metropolitan, Assam, 781035	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from Divine Logistics Co. vide agreement dated December 15, 2023 for a period of 11 months which will expire on November 14, 2024.
5.	Plot No. 1329, Gaya masaudhi Main Road, Near RPS School Jakariyapur, Police Station Ramkrishna Nagar, Patna, Patna, Bihar, 800007	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from M/s The City Connect Express vide agreement dated December 01, 2023 for a period of 11 months which will expire on October 31, 2024
6.	Opp. Jaika Automobiles Ring Road No.1, Logistics Park, Raipur, Raipur, Chhattisgarh, 492001	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from Shree Vasu Logistics Limited vide agreement dated December 20, 2023 for a period of 11 months which will expire on November 19, 2024
7.	Shed No. B-50, Plot No. 271 and 126, Town Planning Scheme no. 117, Kathwada, Ahmedabad, Gujarat, 382430	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from Yes Courier Service vide agreement dated December 22, 2023 for a period of 11 months which will expire on November 21, 2024
8.	1, Mansarover Colony, DAV School hehal Itki Road, Ranchi, Jharkhand, 835303	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from M/s The City Connect Express vide agreement dated December 16, 2023 for a period of 11 months which will expire on November 15, 2024
9.	97/1B, Thirumalasetti Halli Cross, Korlur Village Nadavathi Post, Bengaluru Urban, Karnataka, 560067	Warehouse and transportation Facility	Warehousing and transportation Facilities availed at the said properties from M/s VNS Enterprises vide agreement dated December 19, 2023 for a period of 11 months which will expire on November 18, 2024
10.	32/1840, Mammoottil Complex, Padivattom, Edapally Po Cochin, Ernakulam, Kerala, 683024		
11.	No. 32, Pallikuppam Road, Angalaparameswari Nagar, Parivakkam, Ponnammalle, Chennai – 600056		
12.	101, New Sindhi Colony, Bank Street Berasia Road, Bhopal, Bhopal, Madhya Pradesh, 462001	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from M/s M K Transways vide agreement dated December 22, 2023 for a period of 11 months which will expire on November 21, 2024

13.	2939/11295, Lane-2, Saptasati Vihar Behind Saptasati Mandir Pandara Bhubaneswar, Khordha, Odisha, 751010	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from JBS Cargo and Logistics Pvt Ltd vide agreement dated December 16, 2023 for a period of 11 months which will expire on November 15, 2024
14.	SCO 112, New Grain Market, Gill Road, Ludhiana, Punjab, 141003	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from Fast Express Cargo & Warehousing services Pvt. Ltd. vide agreement dated December 23, 2023 for a period of 11 months which will expire on November 22, 2024
15.	Plot No. 11/1A/26, Ring Road, Ajmer Road, Jaipur, Jaipur, Rajasthan, 302026	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from SVG Express services Pvt. Ltd. vide agreement dated December 22, 2023 for a period of 11 months which will expire on November 21, 2024
16.	H.No. 1-6-45/1/A/4, Ward No. 1, Block No. 6, Hyderabad, Medchal Malkajgiri, Telangana, 500010	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from GenX relocators and enterprises Pvt Ltd vide agreement dated December 19, 2023 for a period of 24 months which will expire on April 30, 2025
17.	Chanpur, Khayerpur, Marimnagar, West Tripura, Tripura, 799008	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from Laxmi Enterprises vide agreement dated December 22, 2023 for a period of 11 months which will expire on November 21, 2024
18.	E-410, Phase 2 Near Parking No. 5, Transport Nagar, Lucknow, Uttar Pradesh, 226010	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from M/s Safal Enterprises vide agreement dated December 18, 2023 for a period of 11 months which will expire on November 17, 2024
19	Bearing No. 6/1, GT Road, South Site Industrial Area, Ghaziabad, Ghaziabad, Uttar Pradesh, 201012	Warehouse and transportation Facility	Warehousing and transportation Facility availed at the said property from Universal Express vide agreement dated December 19, 2023 for a period of 11 months which will expire on November 18, 2024
20.	Near TCI Express, Kanchan Bari, Near TCI Express, Binnaguri, Jalpaiguri, West Bengal, 734015	Warehouse and transportation Facility	Warehousing and transportation Facilities availed at the said properties from M/s Hinex Logistics vide agreement dated December 22, 2023 for a period of 11 months which will expire on November 21, 2024
21.	01, Satya Doctor Road, Kolkata, Kolkata, West Bengal, 700023		

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Business Overview:

We started our business in 2017 with an objective of providing basic but advanced products to India's rural and semi urban population along with product delivery up to customers' doorstep, in rural and semi urban areas of the country with focus on un-banked and underbanked customer segments through partners working in this space. To achieve this objective, in addition to our sales team, we sell our product majorly through intermediaries i.e. Non - Banking Financial Companies (NBFCs), Micro Finance Institutions (MFIs) and there is no other trading platform for selling of products. We have entered into commercial arrangements with a large number of intermediaries like Non-Banking Financial Companies (NBFCs), Non-Banking Financial Companies (NBFCs)- Micro Finance Institutions (MFIs) along with Warehousing and Transportation facilities in 16 states in India. As on the date of this Draft Red Herring Prospectus we have more than 15 intermediaries for marketing of our various products at various locations.

We operate an asset light business model, where our major expenditure is for payment of facilitation fees & commission to these intermediaries for their services which include services like marketing of our products to their existing customer base in rural and semi urban communities, allowing our field staff & trainers to interact with their customers, collation of expected demand and providing banking and financial services to them for buying our products. Based on such expected demand, we place orders with related product companies to deliver the required products at our different warehouses across various states of India. For the purpose of storing and then delivering the products to customers, we have warehousing and transporting facility in 16 states of India from where we deliver these products at doorsteps of customers, mostly in the rural and semi-urban areas. For the period ending Sept. 30, 2023, March 31, 2023, March 31, 2022 & March 31, 2021, our total expenditure towards Facilitation Fees & commission expenditure accounted for Rs. 2908.89 lakhs, Rs.6693.79 lakhs, Rs. 5791.94 lakhs & Rs. 2053.74 lakhs respectively.

The Company also earns revenue from the display of advertisements on its website for which it is having written agreements with the respective insurance companies. Below mentioned are the business vertical wise revenue bifurcation viz. Direct Sales by Company (including service income except advertisement income), Advertisement Income, and Sales through intermediaries like Non-Banking Financial Companies (NBFCs)/ Non-Banking Financial Companies-Micro finance Institutions (NBFC-MFI) over last three years and Stub period:

Sales Type	(Rs. In Lakhs) For the period and financial year ended			
	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Direct Sales by Company (including service income except advertisement income)	1480.50	3644.90	3109.29	1991.95
Advertisement Income	Nil	508.34	322.00	96.43
Sales through intermediaries like Non-Banking Financial Companies (NBFCs)/ Non-Banking Financial Companies-Micro finance Institutions (NBFC-MFI)	16,177.34	30,418.54	22,106.37	8,723.58
Total	17,657.84	34,571.78	25,537.66	10,811.96

Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)

Restated profit for the year:

The Company reported Restated profit after tax for the financial year 2022-23 of Rs. 530.85 Lakhs in comparison to Rs. 437.36 lakhs in the financial year 2021-22. The increase of 21.38% was majorly due to factors mentioned above. Higher sales contribute to higher PAT as the cost of goods sold and operating expenses are also well-managed. Further, company has entered new markets and expanded its product offerings, which contributed to increased revenue and subsequently higher profit after tax.

Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)

Revenue from Operations:

During the financial year 2021-22, the net revenue from operation of our Company increased to Rs. 25537.66 Lakhs as against Rs. 10811.96 Lakhs in the Financial Year 2020-21 representing an increase of 136.20%. The main reason for increase in total revenue was due to increase in the sale of consumer durable products, majorly due to increase in sale of Mixer Grinder, Pressure Cooker, Mobile, Bulb and induction cooktops.

To increase such sales volume, company increased the expenses on Sales Promotional activities especially for activating more and more Field Officers (i.e. sales officers) under the intermediaries i.e. NBFCs and NBFC-MFI's. Total expenditure on such intermediaries i.e. Facilitation fees and commission, has increased from Rs. 2053.74 lakhs in FY 2020-21 to Rs. 5791.94 Lakhs in FY 2021-22.

Restated profit for the year:

The Company reported Restated profit after tax for the financial year 2021-22 of Rs. 437.36 Lakhs in comparison to Rs. 227.75 Lakhs in the financial year 2020-21. The increase of 92.04% which was majorly due to factors as mentioned above. Higher sales contribute to higher PAT as the cost of goods sold and operating expenses are also well-managed. Further, company has entered new markets and expanded its product offerings, which contributed to increased revenue and subsequently higher profit after tax.

GOVERNMENT AND OTHER APPROVALS**III. Tax Related Approvals**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
2.	Tax Deduction and Collection Account Number (TAN)	DELA45506G	Income Tax Act, 1961	Income Tax Department	December 19, 2023*	Valid till Cancelled

* Original TAN Certificate was misplaced and could not be traced by the company, however, the company has received new TAN certificate dated December 09, 2023 post change in the name of company to “Aspire & Innovative Advertising Limited”.

IV. Business Related Approvals obtained by our Company:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
3	Certificate of Registration (Rehabari, Assam)	SHE/2024/JV1707 317343009V6	Assam Shop & Establishment Act, 1971	Assistant Labour Commissioner, Guwahati	February 08, 2024	February 04, 2025
4	Certificate of Registration (Garchuk, Assam)	SHE/2024/431707 308879102X9	Assam Shop & Establishment Act, 1971	Assistant Labour Commissioner, Guwahati	February 07, 2024	February 04, 2025
5	Certificate of Registration (Ghaziabad, Uttar Pradesh)	UPSA09729184	Uttar Pradesh Shops & Establishment Act, 1962	Chief inspector of Shop & Establishment, Uttar Pradesh	February 12, 2024	Valid till Cancelled
6	Certificate of Registration (Lucknow, Uttar Pradesh)	UPSA28758154	Uttar Pradesh Shops & Establishment Act, 1962	Chief inspector of Shop & Establishment, Uttar Pradesh	February 12, 2024	Valid till Cancelled
7	Certificate of Registration (Cochin, Kerala)	SH070230150102	Kerela Shops & Commercial Establishments Act, 1960	Assistant Labour Officer, Ernakulam	February 13, 2024	December 31, 2024
8	Certificate of Registration (Hyderabad, Telangana)	SEA/HYD/ALO/0 6/0794311/2024	Telangana Shops & Establishments Act, 1988	Assistant Labour Officer, Hyderabad	February 03, 2024	Valid till Renewal
9	Certificate of Registration (Ranchi, Jharkhand)	SEA243644405410 1	Jharkhand Shops and Establishments Act, 1953	Inspecting Officer, Ranchi	February 05, 2024	December 31, 2033
10	Certificate of Registration (Bhopal, Madhya Pradesh)	BHOP240206SE00 2712	Madhya Pradesh Shops and Establishments Act, 1958	Inspecting Officer, Ranchi	February 07, 2024	Valid till Cancelled
11	Certificate of Registration (Jalpaiguri, West Bengal)	JL04812N2024000 004	West Bengal Shops and Establishments Act, 1963	-	February 03, 2024	Valid till Cancelled
12	Certificate of Registration (Kolkata, West Bengal)	KL04202N202400 0004	West Bengal Shops and Establishments Act, 1963	-	February 03, 2024	Valid till Cancelled
13.	Certificate of Registration (Bengaluru, Karnataka)	HKT/KOR/S/0005/ 2024	Karnataka Shops and Commercial Establishments Act. 1961	Labour Inspector – Hoskote	March 04, 2024	December 31, 2028

VIII. Licenses/ Approvals which are applied by Company and are pending for approval:

4. Our Company has made an application under Shops & Establishment Act for warehousing and transporting facility situated at Bihar, Chhattisgarh, Gujarat, Tamil Nadu, Odisha, Punjab and Rajasthan which is pending for approval. For further details, please see "Risk Factor" beginning on page 25 of this Draft Red Herring Prospectus.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Nitesh Agarwalla Chairman & Managing Director DIN: 07468522	Sd/-

Date: March 15, 2024

Place: Gurugram

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Rinku Agarwalla Whole Time Director & CFO DIN: 09360573	Sd/-

Date: March 15, 2024

Place: Gurugram

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Ajit Kumar Non-Executive Director DIN: 10356380	Sd/-

Date: March 15, 2024

Place: Gurugram

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Gaurav Maheshwari Independent Director DIN: 10252288	Sd/-

Date: March 15, 2024

Place: Gurugram

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Ankit Rathi Independent Director DIN: 08456577	Sd/-

Date: March 15, 2024

Place: Gurugram

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Rakesh Company Secretary & Compliance officer M. No.: A48901	Sd/-

Date: March 15, 2024

Place: Gurugram