

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OR SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



MAGSON RETAIL AND DISTRIBUTION LIMITED

CIN:U74999GJ2018PLC105533

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

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

Tel No.: +91 9978607507; **Email:** cs.magson@gmail.com; **Website:** www.magson.in

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

Our Promoters: Mr. Rajesh Emmanuel Francis, Ms. Jenifer Fransic and Mr. Manish Shivanarayan Pancholi

ADDENDUM TO THE DRAFT PROSPECTUS DATED MARCH 30, 2023: NOTICE TO THE INVESTORS ("THE ADDENDUM")

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

Potential Bidders may note the following:

- The Chapter titled "Our Promoters and Promoter Group" beginning on page 131 of the Draft Prospectus has been updated to include details of Ms. Jennifer Francis as Promoters of the Company. In consequence to such addition in Promoters, the relevant portions of the Chapters namely "Definitions and Abbreviations", "Summary of Draft Prospectus", "Capital Structure", "Our Business" and "Outstanding Litigation and Material Developments" beginning on Page 1, 15, 62, 98 and 183 of the Draft Prospectus has also been updated.
- The Chapter titled "Our Business" beginning on page no 98 of the draft prospectus has been updated to include details and information about Segment of Backward Intergeration, Sourcing of Goods, Details of Online Application, Modalities of distribution business and its Interlinkages, Franchisee Business and its Model, Details of Warehousing, History of Magson Brand name, And details of Properties
- The Chapter titled "Object of the Issue" beginning on Page No. 78 of the Draft Prospectus has been updated to include details and information about Action Plan Relating to Branding, Details of Fund Requirement & Utilization, and Working Capital Requirement etc.
- The Chapter titled "Risk Factor" beginning on Page No. 21 of the Draft Prospects has been updated to add and shift some of the Risk Fatcors such as No. 2, 3, 4, 13, 20, 28, 37, 38, 39, 46 and 50.
- The Chapter titled "Capital Structure" beginning on Page no. 62 has been updated to include and update the details of shareholding on Mr. Himanshu C. Patel.
- The Chapter titled "Our Management" beginning on Page no. 117 has been updated to include and update the details of designation of Mr. Manish Pancholi and details relating to experience of KMP.
- The Chapter titled "Management's Discussion and Analysis of Financial Condition And Results Of Operations" beginning on Page no. 173 has been updated to correct information relating to Other Income and Total turnover of each major industry segment in which our Company operates.
- The Chapter titled "Government And Other Key Approvals" has been updated to include updated table relating licenses relating to Shop and Establishment Act and FSSAI.
- The Chapter titled "Basis of Issue Price" has been updated to include the details of industry peer group and P/E ration of the said peer group.

The above is to be read in conjunction with the Draft Prospectus and accordingly their references in the Draft Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the 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 Prospectus.

On behalf of Magson Retail and Distribution Limited

Sd/-

Ms. Atula Patel

Company Secretary and Compliance Officer

Place: Ahmedabad

Date: May 9, 2023

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE	
ISK ADVISORS PRIVATE LIMITED 501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050 Tel No.: +91 – 22 – 26431002 Email: ncmpl@ncmpl.com Website: www.iskadvisors.com Investor Grievance Email: enquiry@ncmpl.com Contact Person: Mr. Ronak I. Kadri SEBI Registration No. INM000012625		BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 Tel No.: +91 – 22 – 62638200 Fax: +91 22 62638299 Email: ipo@bigshareonline.com; Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Mr. Babu Rapheal SEBI Registration No.: INR000001385	
ISSUE OPENS ON		ISSUE CLOSES ON	
[●]		[●]	

TABLE OF CONTENTS

SECTION	PARTICULARS	PAGE NO.
SECTION - I	GENERAL	1
	DEFINITIONS AND ABBREVIATIONS	1
SECTION - II	OFFER DOCUMENT SUMMARY	2
SECTION - III	RISK FACTORS	4
SECTION - IV	INTRODUCTION	29
	CAPITAL STRUCTURE	29
SECTION - V	PARTICULARS OF THE ISSUE	34
	OBJECTS OF THE ISSUE	34
	BASIS FOR ISSUE PRICE	39
SECTION - VI	ABOUT THE COMPANY	40
	OUR BUSINESS	40
	HISTORY AND CERTAIN CORPORATE MATTERS	43
	OUR MANAGEMENT	44
	OUR PROMOTERS, PROMOTER GROUP	47
SECTION - VII	FINANCIAL STATEMENTS	51
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	51
SECTION - VIII	LEGAL AND OTHER INFORMATION	52
	GOVERNMENT AND OTHER KEY APPROVALS	52
SECTION - XII	OTHER INFORAMTION	56
	DECALRATION	56

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
Promoter(s) / Core Promoter	Mr. Rajesh Emmanuel Francis, Ms. Jennifer Rajesh Francis and Mr. Manish Shivnarayan Pancholi
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled <i>“Our Promoter and Promoter Group”</i> on page no. 47 of the draft Prospectus.

SECTION II

OFFER DOCUMENT SUMMARY

A. Our Promoters:

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

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

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

Category of Promoter	Pre Issue	
	No. of Shares	As a % of Pre-Issued Equity
1. Promoter		
Mr. Rajesh Emmanuel Francis	8,37,100	14.59
Mr. Manish Shivnarayan Pancholi	8,37,100	14.59
Ms. Jennifer Rajesh Francis (Woman Director)	4,95,000	8.63
Sub-Total (A)	21,69,200	37.82
2. Promoter Group		
Nidhiben M Pancholi	2,47,500	4.31
Anil Natvarlal Pethani	42,900	0.75
Ashwin R Thummar	42,900	0.75
Chintankumar Dashrathbhai Patel	1,78,750	3.12
Janushi Nirav Choudhry	55,000	0.96
Jitendra Keshavlal Choudhry	55,000	0.96
Joitaram Shantilal Patel	1,78,750	3.12
Maheshbhai Naranbhai Patel	5,42,850	9.46
Maheshkumar Lodha	3,32,750	5.80
Mann M Pancholi	2,47,500	4.31
Mitulkumar Dashrathbhai Patel	1,78,750	3.12
Nirav Jitendra Choudhry	2,19,450	3.83
Paresh Kalidas Shah	1,06,150	1.85
Patel Jay	69,850	1.22
Patel Ranjan Nitinbhai	36,850	0.64
Rajendra Pratap Maganlal	95,700	1.67
Rakeshbhai R Thummar	42,900	0.75
Rekha Tarun Korla	45,100	0.79
Saumil Paresh Shah	55,000	0.96
Seema Jitendra Chaudhry	2,19,450	3.83
Tarun Mahendrabhai Korla	1,29,800	2.26
Yogeshkumar N Pethani	42,900	0.75
Shah Shraddha Tejash	82,500	1.44
Yash Ketan Vimawala Huf	82,500	1.44

Category of Promoter	Pre Issue	
	No. of Shares	As a % of Pre-Issued Equity
Sub-Total (B)	3330800	58.07
Total Promoter & Promoter Group Holding	5500000	95.89

* The Company has issued 2,36,000 Equity Shares having face value of Rs. 10 each to Mr. Himanshu Patel on March 03, 2023 at issue price of Rs. 65. of the draft Prospectus.

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

Sr. No.	Promoter	No. of Equity Shares Acquired in the last one year	Average cost (₹)
1	Mr. Rajesh Emmanuel Francis	835578	Negligible
2	Mr. Manish Shivnarayan Pancholi	835578	Negligible
3	Ms. Jennifer Rajesh Francis	495000	Negligible

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

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

Promoter	Average cost (₹)
Mr. Rajesh Emmanuel Francis	Negligible
Mr. Manish Shivnarayan Pancholi	Negligible
Ms. Jennifer Rajesh Francis	Negligible

SECTION III RISK FACTORS

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

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

Materiality

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

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

INTERNAL RISK FACTORS

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

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

a. Cases against Company

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

b. Cases by Company

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

c. Cases by our Director

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

d. Cases by our Promoter

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

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

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

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

Present Status is as under:

No.	Particulars	Status
1.	GST	Obtained
2.	PAN	Obtained
3.	TAN	Obtained
4.	Provident Fund	Obtained
5.	Professional Tax	Will follow up and obtain the same at the earliest.
6.	Ghumasta Dhara	
7.	FSSI	

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

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

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

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

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

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has received. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. We cannot guarantee that we have taken or applied for all the approvals required and if we have not taken any particular approval at all, the same may lead to penalties, both monetary and operational. Details of the approvals obtained by us or are under process of application or which are pending before the appropriate authorities are more particularly mentioned in the chapter titled “Government and Other Key Approvals” of the draft Prospectus.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Key Approvals” at page nos. 111 and 188 respectively of the draft Prospectus.

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

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

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

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

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

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

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

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

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

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

revenue from the production may have a material adverse effect on its business, operating results and financial condition.

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

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

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

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

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

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

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

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

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

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

Our Company has registered trademarks i.e.  and  under class 35 of the Trademarks Act, 1999 in respect of Business Management, Business Administration Retail Services For

Fresh, Frozen And Packaged Food. For further details, see Government and Other approvals on page 188. We believe that our trademarks are key drivers to sustain our branding. The infringement or the inability to protect our intellectual property rights could materially and adversely affect our business, financial condition, results of operations and prospects.

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

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

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

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

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

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

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

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

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

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

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

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

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

Our Company intends to primarily use the Net Proceeds from the Issue towards capital cost for expansion and working capital as described in "Objects of the Issue" of draft Prospectus. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹ 100 crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Further, estimates of certain costs are based on quotations received from various vendors from time to time. However, we have not entered into any definitive agreements with any of the above vendors and there can be no assurance that the same vendor would be engaged to eventually supply the above-mentioned items at the same costs. We may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. Additionally, various risks and uncertainties, including those set forth

in this section “*Risk Factors*”, may limit or delay our Company’s efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.

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

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

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

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

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

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

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

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

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

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

Own Stores

Sr.No.		Address
AHMEDABAD		
1	VASTRAPUR	5, Amar Complex, Opp Chanakya Tower, Sandesh Press Road, Vastrapur, A'bad.
2	PRAHLAD NAGAR	37-38, Riviera Arcade, Opp. Starbucks, Prahlad Nagar,A'bad.
3	SINDHU BHAVAN	Shop No. 6, K 158 Complex, Next to ICICI Bank, Nr.Sindhu Bhavan Road, Bodakdev,A'bad.
4	SAL HOSPITAL ROAD	3,4 & 5, Shailly Complex, Opp. Surdhara Bungalows Society, SAL Hospital Rd, Thaltej,A'bad.
5	NEW C.G ROAD	18, Trishla Complex, Nr Poddar School, Opp Sakar School,New CG Road,Chandkheda, A'bad.
BARODA		
6	ALKAPURI	Panorama Complex, Opp. Welcome Hotel, Alkapuri, Vadodara.
7	GOTRI MAIN ROAD	Shop No. 1, GF, Madhu's Icon, Nr. Yes Complex, Gotri Main Road, Gotri, Vadodara
8	VASNA BHAYLI ROAD	10-11, Nilkanth Gold, Nr. Nilambar Bungalow-1, Vasna-Bhayli Road, Vadodara.
SURAT		
9	ADAJAN	G-11,12 Millenium Arcade, Below You Broadband, Gujarat Gas Circle, Adajan, Surat.
10	PARLE POINT	U-6/7, Malhar Complex, Opp. Sargam Shopping Centre, Nr. SVNIT, Parle Point, Surat.
11	VESU	G-37, Exult Shoppers, Near Siddhi Vinayak Temple, Vesu, Surat.
RAJKOT		
12	UNIVERSITY ROAD	Ground Floor, Fortune Square, Kotecha Chowk, University Road, Below Bank of India, Rajkot.
JAMNAGAR		
13	DIGJAM CIRCLE	5, Vinayak Complex, Nr Fortune Hotel, Digjam Circle, Jamnagar.
GANDHIDHAM		
14	MAIN MARKET Rd E	116 Dbz, Chandan Complex, Nr.Khanna Market, Gandhidham.
UDAIPUR		
15	SAHELI MARG	20 – B/2, Saheli Marg, Broadway Hotel Building, UIT Puliya, Udaipur, Rajasthan.
16	MY CHOCOLATE WORLD	5,Aaron Spectra, Behind Rajpath Club Rajpath Rangoli Road, Bodakdev.

Joint ventures

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

Franchise

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

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

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

We intend to utilize Issue proceeds towards meeting the fund required for Opening of new stores, Working Capital Requirement and General Corporate Purposes is based on Internal Management estimates and strategy which our company believes to implement in future and has not been appraised by Bank or any financial Institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

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

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

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

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

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

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

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

- 29. We have in the past entered into related party transactions and may continue to do so in the future.**

We have entered into related party transactions with our Promoters, Promoter Group and Directors. While we believe that all such transactions have been conducted on the arm's length basis in compliance with relevant provisions of companies Act, 2013 and other applicable laws. However it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details, please refer "Restated Standalone Financial Statements" under section "Statement of Related Parties & Transaction" of this prospectus.

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

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

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

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

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

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

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

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

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and Increasing Operational efficiency. For further details, see the section titled “Our Business” of the draft Prospectus. Our success in implementing our growth strategies may be affected by:

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

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

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

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

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

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

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

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

- 37. *Our products are of perishable in nature which could lead to loss of inventories and could affect our profitability.***

Some of our products are of perishable in nature, in the event that we fail to arrange for appropriate standards of storage due to factors such as power failure, bad weather, this could lead to loss of inventories and could affect our profitability.

- 38. *Our company relies on top suppliers and customers for its revenue if it fails to do so may adversely affect.***

We cannot assure you that we will continue to do the same quantity of business with our top 5/10 suppliers in the future. A significant decrease in business from such suppliers materially and adversely affect our business, results of operations and financial condition. Also see “-An inability to expand or effectively manage our growing suppliers, in our distribution chain may have an adverse effect on our business prospects and financial performance.”

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

- 39. *We are yet to identify locations of stores for which funds are raised.***

We have made detailed survey for setting up 10 new stores in Gujarat, Rajasthan & Maharashtra and identified locations in Jaipur, Indore, Bharuch, Mumbai, we have also identified franchisees. However, we have not entered into agreement with proposed franchisee as we are in process of firming up terms for franchise agreement and operating systems. Any delay in firming up the above arrangement with the franchisees may adversely affect our implementation of expansion plan.

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

While we consistently carry out tests to check the quality of our products before delivery and ensure that it meets the quality standards and customer requirements, we cannot assure that all our traded products would be of uniform quality, which in turn could adversely affect the value of our brand and reputation. Further, our business is dependent on the trust our customers have in the quality of our products.

Although we attempt to maintain high quality standards, any defect in products could result in cancellation of orders or loss of customers for future orders thereby affecting our business, financial condition and results of operations.

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

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

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

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

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

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

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition,

we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

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

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

46. There are certain delayed-compliances noticed in statutory dues and tax payment.

In the past financial years, there have been certain delay in payment and filing of returns for Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act) which is as follows:

Financial Year	Total Amount of All Establishments Paid (Rs in Lakhs)	Total No. of Establishments	Establishments with Delayed Payments	Due date for deposit and filing the return	Date at which payment made and return was filled	Delayed No. of days in payment of dues and filling of returns
2019-2020	0.11	1	1	15-06-2019	20-06-2019	5 days
2018-2019	0	1	1	15-04-2019	07-05-2019	22 days

We confirm that we have paid all interest, late fees or any other dues/ charges which were required to be paid as per the relevant provisions.

In the past financial years, there have been certain delay in filling of GST return form GSTR3B which is as under.

Financial Year	State	Return Type	Total Number of Establishments	Establishments with Delayed Filings
2022-2023	Gujarat	GSTR3B	2	2
2021-2022	Rajasthan	GSTR3B	2	2
2019-2020	Gujarat	GSTR3B	1	1

The above mentioned Delayed Filing of GSTR3B returns for each financial years were filled with certain delays, further we have paid all late fee/charges or any other payment for delay in filling the said returns and there are no any outstanding dues with regard to late filling of GSTR3B for the said above mentioned returns.

RISK FACTORS RELATED TO EQUITY SHARES

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

The Issue price based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations

after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

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

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

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in developed economies. The Stock Exchanges have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of the Equity Shares.

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

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

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

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

- Volatility in the Indian and other Global Securities Markets;

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

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

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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India, upto an amount of ₹ 1 lakh, if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising

from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

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

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

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

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

EXTERNAL RISK FACTORS

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

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

Date of Event	Agenda	E-form filed for the same	Status of the E-form
02/01/2023	- Resignation of Rajendra Pratap Maganlal from the Directorship - Resignation of Nirav Choudhry from the Directorship	DIR-12	Approved

	3. Resignation of Chintankumar Patel from the Directorship		
--	--	--	--

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

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

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

It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but we cannot assure that this analysis will enable us

to avoid part or all of any impact from the spread of COVID-19 or its consequences. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people. Further if the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company.

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

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

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

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

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

Our Suppliers are subject to various central, state and local environmental and safety laws, concerning issues such as harm caused by air or waste water emission and the investigation and contamination. While we believe that our suppliers are currently in compliance with all material respects with applicable

environmental laws and regulations, additional costs and liabilities related to compliance with these laws and regulations are an inherent part of their business. Further, while they currently intend to continue to comply with applicable environmental legislation and regulatory requirements, any changes in the applicable laws and regulations in the future may create substantial environmental compliance or remediation liabilities and costs, including monetary fines, criminal penalties on our Suppliers for violation of applicable laws, or imposition of restrictions on our Suppliers operations (which may include temporary suspension or closure of its operations). This may also increase our Company's cost and affect our revenues in the future.

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

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

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

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

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

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

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

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

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

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

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

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

62. *Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.*

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

with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

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

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

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

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

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

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

CAPITAL STRUCTURE

Shareholding pattern of our Company as on the date of Prospectus is as under

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

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

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	837100	14.59
2	Mr. Manish Shivnarayan Pancholi	837100	14.59
3	Mr. Maheshbhai Naranbhai Patel	542850	9.46
4	Ms. Jennifer Rajesh Francis	495000	8.63
5	Ms. Nidhiben M Pancholi	247500	4.31
6	Mr. Mann M Pancholi	247500	4.31
7	Mr. Maheshkumar Lodha	332750	5.80
8	Mr. Nirav Jitendra Choudhry	219450	3.83
9	Ms. Seema Jitendra Chaudhry	219450	3.83
10	Mr. Paresh Kalidas Shah	106150	1.85
11	Mr. Tarun Mahendrabhai Korla	129800	2.26
12	Mr. Chintankumar Dashrathbhai Patel	178750	3.12
13	Mr. Joitaram Shantilal Patel	178750	3.12
14	Mr. Mitulkumar Dashrathbhai Patel	178750	3.12
15	Mr. Patel Jay	69850	1.22
16	Mr. Rajendra Pratap Maganlal	95700	1.67
17	Ms. Shah Shraddha Tejash	82500	1.44
18	Mr. Yash Ketan Vimawala Huf	82500	1.44
19	Mr. Himanshu patel	2,36,000	4.11
Total		5317450	92.70

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

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Rajesh Emmanuel Francis	837100	14.59
2	Mr. Manish Shivnarayan Pancholi	837100	14.59
3	Mr. Maheshbhai Naranbhai Patel	542850	9.46
4	Ms. Jennifer Rajesh Francis	495000	8.63
5	Ms. Nidhiben M Pancholi	247500	4.31
6	Mr. Mann M Pancholi	247500	4.31
7	Mr. Maheshkumar Lodha	332750	5.80
8	Mr. Nirav Jitendra Choudhry	219450	3.83
9	Ms. Seema Jitendra Chaudhry	219450	3.83
10	Mr. Paresh Kalidas Shah	106150	1.85
11	Mr. Tarun Mahendrabhai Korla	129800	2.26
12	Mr. Chintankumar Dashrathbhai Patel	178750	3.12
13	Mr. Joitaram Shantilal Patel	178750	3.12
14	Mr. Mitulkumar Dashrathbhai Patel	178750	3.12
15	Mr. Patel Jay	69850	1.22
16	Mr. Rajendra Pratap Maganlal	95700	1.67
17	Ms. Shah Shraddha Tejash	82500	1.44
18	Mr. Yash Ketan Vimawala Huf	82500	1.44
19	Mr. Himanshu patel	2,36,000	4.11
Total		5317450	92.70

a) Shareholding of our Promoters

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

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
Ms. Jennifer Rajesh Francis									
March 29, 2019	Further Allotment ⁽²⁾	Cash	900 ⁽¹⁾	10	10	900			1 Year
September 30, 2022	Bonus allotment ⁽⁶⁾	N.A.	494100 ⁽⁶⁾	10	10	495000			1 Year

⁽²⁾ Further allotment of 7300 Equity Shares of Face Value ₹10 each to Mr. Rajesh Emmanuel Francis (100 equity shares), Ms. Jennifer Rajesh Francis (900 equity shares), Mr. Manish Shivnarayan Pancholi (100 equity shares), Ms. Nidhiben

M. Pancholi (450 equity shares), Mr Mann M. Pancholi (450 equity shares), Mr. Maheshkumar Lodha (479 equity shares), Mr. Nirav Jitendra Choudhry (330 equity shares), Ms. Janushi N. Choudhry (100 equity shares), Ms. Seema J. Choudhry (330 equity shares), Mr. Jitendra K. Choudhry (100 equity shares), Mr. Paresh K. Shah (153 equity shares), Mr. Saumil P. Shah (100 equity shares), Mr. Tarun M. Korla (100 equity shares), Ms. Rekha T. Korla (82 equity shares), Mr. Mahendra Singh Rajput (536 equity shares), Ms. Lata Rajput (536 equity shares), Mr. Akshay K. Bhagat (536 equity shares), Ms. Janki A. Bhagat (536 equity shares), Mr. Ashwin R. Thummar (48 equity shares), Mr. Rakeshbhai R. Thummar (47 equity shares), Mr. Chintankumar D. Patel (280 equity shares), Mr. Joitram S. Patel (280 equity shares), Mr. Mitulkumar D. Patel (280 equity shares), Mr. Yogeshkumar N. Pethani (65 equity shares), Mr. Anil N. Pethani (65 equity shares), Mr. Jay Patel (100 equity shares), Mr. Ranjan N. Patel (67 equity shares) and Mr. Rajendra P. Maganlal (150 equity shares)

⁽⁶⁾ Pursuant to AGM held on September 30, 2022 our Company has issued 54,90,000 Bonus Shares in the ratio of 549:1 to all the existing shareholders of the Company.

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

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

Category of Promoter	Pre-Issue		Post Issue	
	No. of Shares	% Of Pre-Issue Paid Up Capital	No. of Shares	% of Post-Issue Paid Up Capital
1. Promoter				
Mr. Rajesh Emmanuel Francis	8,37,100	14.59%	8,37,100	10.66%
Mr. Manish Shivnarayan Pancholi	8,37,100	14.59%	8,37,100	10.66%
Ms. Jennifer Rajesh Francis	495000	8.63%	495000	6.31%
Total	21,69,200	37.82%	21,69,200	27.63%
2. Promoter Group (as defined by SEBI (ICDR) Regulations)				
Mr. Maheshbhai Naranbhai Patel	542850	9.46%	542850	6.92%
Ms. Nidhiben M Pancholi	247500	4.31%	247500	3.15%
Mr. Mann M Pancholi	247500	4.31%	247500	3.15%
Mr. Maheshkumar Lodha	332750	5.80%	332750	4.24%
Mr. Nirav Jitendra Choudhry	219450	3.83%	219450	2.80%
Ms. Janushi Nirav Choudhry	55000	0.96%	55000	0.70%
Ms. Seema Jitendra Chaudhry	219450	3.83%	219450	2.80%

Mr. Jitendra Keshavlal Choudhry	55000	0.96%	55000	0.70%
Mr. Paresh Kalidas Shah	106150	1.85%	106150	1.35%
Mr. Saumil Paresh Shah	55000	0.96%	55000	0.70%
Mr. Tarun Mahendrabhai Korla	129800	2.26%	129800	1.65%
Ms. Rekha Tarun Korla	45100	0.79%	45100	0.57%
Mr. Ashwin R Thummar	42900	0.75%	42900	0.55%
Mr. Rakeshbhai R Thummar	42900	0.75%	42900	0.55%
Mr. Chintankumar Dashrathbhai Patel	178750	3.12%	178750	2.28%
Mr. Joitaram Shantilal Patel	178750	3.12%	178750	2.28%
Mr. Mitulkumar Dashrathbhai Patel	178750	3.12%	178750	2.28%
Mr. Yogeshkumar N Pethani	42900	0.75%	42900	0.55%
Mr. Anil Natvarlal Pethani	42900	0.75%	42900	0.55%
Mr. Patel Jay	69850	1.22%	69850	0.89%
Mr. Patel Ranjan Nitinbhai	36850	0.64%	36850	0.47%
Mr. Rajendra Pratap Maganlal	95700	1.67%	95700	1.22%
Mr. Shah Shraddha Tejash	82500	1.44%	82500	1.05%
Yash Ketan Vimawala Huf	82500	1.44%	82500	1.05%
Total	33,30,800	58.07%	33,30,800	42.43%
3. Other Persons, Firms or Companies whose shareholding is aggregated for the purpose of disclosing in the Prospectus under the heading "Shareholding of the Promoter Group".	-	-	-	
Total Promoter & Promoter Group Holding	55,00,000	95.89%	55,00,000	70.06%

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Details of Fund Requirement and utilization:

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

2. Quotation for computer and software

The Quotation obtained by Magson Retail And Distribution Ltd From vendors for computer and software are as under:

Proposed estimates for Magson Retail And Distribution Ltd for computers						
Sr.No	Work Description	Unit Price	QTY	Total Amt Rs.	GST 18% Rs.	Total Price Including Tax Rs.
1	Core I 5 12 Gen:- Cpu 12th Gen Intel®Core™ i5-12500 (18 MB cache, 6 cores, 12 threads, 3.00 GHz to 4.60 GHz Turbo, 65 W),Windows 11 Pro, English,Intel® Graphics,8 GB, 1 x 8 GB, DDR4,1 TB, 7200 RPM, 3.5-inch, SATA, HDD with key bord mouse	63,365.00	11	6,97,015.00	1,25,462.7	8,22,477.70
2	BENQ GW2480L 23.8 inch 1080p Eye-Care IPS LED Monitor	8,800.00	11	9,68,00.00	17,424	1,14,224.00
3	Quick hell Total Seq.(Three Years)	2,150.00	11	23,650.00	4,257	27,907.00
	Total Amount			8,17,465.00	1,47,143.7	9,64,608.70

Note :

1. The above quotation is dated 09/03/2023 and is valid for 6 months.
2. The above quotation are tentative and to be negotiated and finalized.

Proposed estimates for Magson Retail And Distribution Ltd for software						
Sr.No	Description	QTY	UOM	PRICE Rs.	SPL PRICE Rs.	VALUE Rs.
1	Server License	1	Nos	5,00,000	2,50,000	2,50,000
2	Advanced Promotions Engine	0	Nos	3,00,000	1,50,000	0
3	UAT instance	1	Nos	3,00,000	1,00,000	0
4	SMS & email Module	0	Nos	80,000		0
5	Wallet Integration	0	Nos	40,000	40,000	0
6	Ecom Integration with standard API	0	Nos	1,25,000	1,00,000	0
7	Client License	16	Nos	50,000	18,000	2,88,000
Total				5,38,000		
One time Charges - Licenses - Stores						
8	Client License (PC/POS)	41	Nos	50,000	18,000	7,38,000
9	Client License (Mobile device)	0	Nos	30,000	20,000	0
10	Web users (Only reports)	0	users	30,000	20,000	0
Total				7,38,000		
Implementation Charges/Other Services						

11	Project Manager	16	Man - days	12,000	9,000	60,000
12	Customization	15	Man - days	12,000	9,000	1,35,000
13	HO - Implementation efforts	45	Man - days	9,000	6,000	2,05,000
14	Store - Training/Implementation Charges	41	Man - days	6,500	5,000	
Total				4,00,000		
Grand Total				16,76,000		

Note :

1. The above quotation is dated 09/03/2023 and is valid for 6 months.
2. The above quotation are tentative and to be negotiated and finalized.

Working Capital Requirements

(₹. in lakhs)

Particulars	Fiscal 2020 (Restated)	Fiscal 2021 (Restated)	Fiscal 2022 (Restated)	April'22 to Oct '22 (Restated)	Fiscal 2023 (Projected)	Fiscal 2024 (Projected)
Current Assets						
Inventories	385.68	641.01	611.55	959.60	1055.56	1372.23
Debtors	79.17	108.91	136.58	257.34	283.08	368.00
Cash and Cash Equivalent	94.92	25.18	19.75	305.90	39.49	51.34
Short term loans and Advances	63.09	131.71	163.85	156.45	172.09	223.72
Other Current Assets	0	0	0	0	0	0
Total Current Assets (A)	622.86	906.81	931.72	1679.29	1550.23	2015.29
Less: Current Liabilities						
Short-term borrowings	08.77	66.91	142.51	213.42	156.76	172.44
Sundry Creditors	218.68	349.68	265.83	666.38	292.41	321.65
Other Current Liabilities	11.09	67.79	178.98	204.70	196.88	216.57
Short-term provisions	80.63	128.97	125.06	127.36	137.56	151.32
Total Current Liabilities (B)	319.17	613.35	712.37	1211.85	783.61	861.97
Working Capital Gap (A-B)	303.69	293.46	219.35	467.44	766.61	1153.32
Source of Working Capital	-					
Proceeds from IPO	0	-	-	0	0	800
Long Term Borrowings	134.64					
Short Term Borrowings	0	-	-	0	-	-
Internal Accrual	169.04	293.46	219.35	467.44	766.61	353.32
Total	303.69	293.46	219.35	467.44	766.61	1153.32
Funded By						
Net Issue Proceeds					[●]	[●]

Holding Periods

Particulars	31-03-2020	31-03-2021	31-03-2022	April'22 to Oct '22	31-03-2023	31-03-2023
Sundry Debtors Holding period (Months)	0.29	0.25	0.30	0.85	0.55	0.55
Inventory Holding Period (Months)	1.03	1.54	1.96	3.73	2.10	2.35
Sundry Creditor Holding Period (Months)	1.04	0.99	0.84	2.78	0.71	0.60

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Shares and is [●] times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Restated Financial Information” and the chapter titled “Our Business” beginning on page nos. 4 of Addendum and 140 of the draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

1) Price Earnings Ratio (“P/E”) in relation to the Price of ₹ [●] per share of ₹ 10 each

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

Industry Peer Group P/E Ratio

Based on the peer group information (excluding our Company) given below in this section:

Particulars	P/E Ratio
Highest	102.86
Lowest	39.13
Industry Composite	69.15

Comparison of Accounting Ratios with Industry Peers

Name of Company	Current Market Price (Rs.)	Face Value (Rs.)	EPS (Rs.)	PE	RoNW (%)	Book Value (Rs.)	Total Income (Rs. in Lacs)
Magson Retail and Distribution Limited	[●]	10	2.28	[●]	17.92	12.71	3635.30
Peer Group							
Dangee Dums	13.90	10	0.12	99.29	-6.78%	12.09	2000.00

OUR BUSINESS

- **Business under own Brand RF Gourmet**

In December 2021 we launched RF Gourmet our own brand having a range of premium products such as French Fries, Fiery Fries, Chilli Garlic Potato Shots, Delhi Aloo Tikki, Veggie Burger Tikki, Chunky Fries, Eggs and a range of Chicken Seekh Kababs. All our products in this brand are sourced from top vendors ensuring premium quality and then are packed marketed by Magson under this Brand. All the products under this brand are introduced after analysing the prevailing market gap and increasing demand for our products. Under expansion plan we will be doing packing of RF Gourmet product in our godown as part of backward integration. The said strategy of Backward Integration will help us in increasing our margins from distribution business and in long run it will help us to develop core competence.

- **About “MagSon” Brand name**

Mr. Rajesh Francis started proprietary named Magson Fresh & Frozen store in July 2009 and started first Magson store at Vastrapur, Ahmedabad. Mr. Rajesh Francis joined hands with Mr. Manish Pancholi & Mr. Maheshbhai Patel who were in to distribution business as a business associate. Mr. Rajesh Francis, Mr. Manish Pancholi & Mr. Maheshbhai Patel jointly convinced some retailers, to whom they were supplying, to name the store as ‘Magson’ without any franchisee fees. The brand name Magson was registered by Mr. Rajesh Francis in 2014 in own name.

Incorporation of Magson Retail & Distribution Pvt. Ltd. (MRDPL):

In December 2018 Mr. Rajesh Francis, Mr. Manish Pancholi & Mr. Maheshbhai Patel incorporated Magson Retail & Distribution Pvt. Ltd. (MRDPL) and continued distribution business with total 15 stores including own stores of Mr. Rajesh Francis. In June 2019 Magson Retail & Distribution Pvt. Ltd. invited all store owners to join Magson Retail & Distribution Pvt. Ltd by transferring inventories and continue the stores. The brand name started in 2009 got registered in 2014 owned by Mr. Rajesh Francis and transferred to MRDL in 2018 now it is owned by MRDL.

We have following facilities at warehouse:

Cold Storage: A frozen food facility requires a large, dedicated cold storage area to maintain the frozen temperature of the food products. We have 25000 cubic foot cold storage in our warehouse.

Temperature-controlled storage: Gourmet foods often requires specific storage conditions to maintain their quality and freshness. We have the facility of temperature controlled in our warehouse.

Advanced inventory management systems: In our warehouses we have robust inventory management systems to keep track of everything accurately.

Extensive quality control measures: Quality control is critical when dealing with gourmet foods and frozen Food so in our warehouses typically we have rigorous quality control measures in place. This includes testing products for freshness, taste, checking the expiry of product and overall quality before they are shipped to customers.

Source of goods:

we are having 80% of purchases from our bulk buying arrangements with the manufacturer, distributor or stockiest. 20% of purchases we are making from local suppliers with best possible lower rate.

We are supplying the stock to our franchisee stores in above 80:20 ratio and will continue the same with proposed franchisee stores.

Online App / Ecommerce Platform:

We started online business with effect from 17th March 2020. The online business is yet to pick & presently our online business is still on initial stage, volume of online business is negligible say about 2% of total sales.

Modalities Of Distribution Business And Interlinkages With Other Business Segments Of The Company:

We are mainly focused on retail business through our own stores. Under distribution business we supply to our franchisee stores. In our own stores we get margin for distribution business plus retail margin in distribution business. In distribution business we get margin only for distribution business and sell it in own stores, franchisee stores and in future we are planning to sell to other stores under distribution business. Margin are little more in products packed in our own brand name.

Franchise business:

Franchise store is own & operated by franchisee broadly on following terms :

- i) Franchisee will set up store as per design provided by Magson franchisees at own cost.
- ii) Store will be known as Magson store
- iii) Franchisees expected to keep required stock as per estimated actual demand.
- iv) 80% of stock/ inventory is supplied by Magson under distribution business at wholesale price on pre agreed payment terms & 20% will be procured from local market by franchisee.
- v) Magson is getting margin in supply to franchisee stores. Presently Magson is not charging any franchisee fees for the brand name as wish to increase number of stores to further strengthen the brand name. In future, Magson may charge say 1% on total revenue for the brand name.
- vi) All operations are monitored by Magson corporate office through CCTV and management information system and use of software

Properties

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

Sr. No.	Details of premises	Name of Lessor & Lessee	Amount & Tenure of Rent (Per month)	Purpose
1.	3,4, 5 Amar Complex, Sandesh Press Road VASTRAPUR	(1)MANISH PANCHOLI AND RAJESH FRANCIS (2)CHETNABEN,KOKILAB EN,DILIPBHAI	₹ 130000 (1)19-6-2019 TO 18-6-2024 (5YEAR) (2)1-3-2022 TO 28-2-2027 (5YEAR)	BUSINESS
2.	37 AND 38Riviera Arcade, Opp. Starbucks PRAHLADNAGAR	SAI KIRAN KHANNAAND MUNJAL SUNUL SHAH	₹ 475000 1-10-2019 TO 30-9-2024 (5 YEAR)	BUSINESS
3.	K158 Complex, Nr. ICICI Bank SINDHU BHAVAN ROAD	MOHIT,SANJAYBHAI,SUR AJBHAI,, VISHALBHAI GIRDHAR,RANJANA	₹ 374250 1-6-2019 TO 31-10-2023(4 YEAR 5 MONTH)	BUSINESS

		MOTWANI,VASUDEV		
4	SHOP NO 3,4,5, Shaily Complex, Nr. Surdhara Circle SAL HOSPITAL ROAD	TAJAMULLAH,HARDIK MEHTA,RAVIBHAI VIRENDRA MEHTA	₹ 145000 1-6-2021 TO 31-5-2026 (5 YEAR)	BUSINESS
5	17,18TrishlaComplex, Chandkheda	HANSABEN AND HASUMATIBEN RAVAL	₹ 89250 7-7-2020 TO 1-7-2023 (3YEAR)	BUSINESS
6	Panorama Complex, Opp. Welcome Hotel alkapuri	MAULIKA DESAI	₹ 413440 9-11-2020 TO 8-11-2023 (3YEAR)	BUSINESS
7	Madhu's Icon, Near Yash Complex Gotri Main Road Gotri	KIRAN BHOGILAL SHAH	₹ 135000 12-8-2021 TO 11-8-2024 (3 YEAR)	BUSINESS
8	10-11, Neelkanth Gold Nr. Neelambar Bungalow-1, Vasna-Bhayli Road, Vadodara	SHREYANSH SHASH AND SONAL SHAH	₹ 141000 16-6-2022 TO 15-5-2025 (3 YEAR)	BUSINESS
9	Millennium Arcade, Gujarat adajan Gas Circle adajan	JASHMIN AND PIYUSH DAPAKWALA	₹ 50000 1-6-2019 TO 31-5-2024 (5 YEAR)	BUSINESS
10	Malhar Complex, Opp. Sargam Shopping,parlepoint	CHAMPAKLAL, NITUBEN,GEETABEN, PRALAY PATEL	₹ 70615 1-6-2019 TO 31-5-2024 (5YEAR)	BUSINESS
11	Exult Shoppers Nr. Siddhi Vinayak Temple vesu	JITENDRA BRAHMBHAT	₹ 140875 20-8-2019 TO 19-8-2024 (5 YEAR)	BUSINESS
12	Fortune Square, University Road rajkot	ANSUYABEN, CHAMPAKLAL, HEMLATABEN	₹ 246000 9-9-2019 TO 8-9-2024 (5 YEAR)	BUSINESS
13	Vinayak Plaza, Digjam Circle. Jamnagar	SEEMABEN MAHENDRAKUMAR AGHERA	₹ 29229 1-6-2022 TO 31-5-2027 (5 YEAR)	BUSINESS
14	DBZ-N-116, Chandan Complex gandhidham	SMIT ASHOKKUMAR CHANDAN	₹ 38283 1-11-2022 TO 31-10-2027 (5 YEAR)	BUSINESS
15	Broadway Hotel Building, UIT Puliya udaipur	BURMAN ASSOCIATS	₹ 231000 1-4-2021 TO 31-3-2026 (5 YEAR)	BUSINESS
16	V l estate near ujala chokdi, sarkhej ahmedabad	NEELAM AGRAWAL AND RAUNAK AGRAWAL	₹ 236250 1-8-2021 TO 31-7-2024 (3 YEAR)	GODOWN
17	204/b primate complex, opp mother milk palace, bodakdev,ahmedabad	VIPUL JOGI, RAKHI V JOGI	₹ 81191 01 -4-2021 TO 31-3-2024 (3 YEAR)	OFFICE
18	5, Aaron Spectra, Behind Rajpath Club Rajpath Rangoli Road, Bodakdev	ARKS VENTURES	₹ 128547 1-7-2022 TO 30-6-2027 (5 YEAR)	BUSINESS

HISTORY AND CERTAIN CORPORATE MATTERS

JOINT VENTURES

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

FOOD BOOK ASSOCIATES LLP

Designated Partners	Contribution	Profit Sharing Ratio
Amish Manubhai Brahmbhatt (Nominee Of Arvan Tradecom Llp)	50,000	50%
Nirav Jitendra Choudhry(Nominee Of Magson Retail & Distribution Pvt Ltd)	50,000	50%
Total	1,00,000	100%

FARMAGS ASSOCIATES LLP

Designated Partners	Contribution	Profit Sharing Ratio
Rajesh Emmanuel Francis (Nominee Of Magson Retail & Distribution Pvt Ltd)	30,000	30%
Sameer Vechukarottu Joseph	35,000	35%
Farzana Sameer Joseph	35,000	35%
Total	1,00,000	100%

OUR MANAGEMENT

Board of Directors:

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

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Mr. RAJESH EMMANUEL FRANCIS Date of Birth: 27/08/1973 Qualificaion: Bachelor of Commerce Address: B/41, CENTURY TOWERS, NEAR SAMKIT BUNGLOWS, BODAKDEV, NEAR JUPITER TOWER, JUDGES BUNGLOWS ROAD, AHMEDABAD-380054. Date of Appointment as Director: 10/12/2018 Change in designation: MD w.e.f. 02/01/2023 Term: Appointed as Managing Director for a period of five years and subject to retire by rotation. Occupation: Business DIN: 08299619	Indian	49	
Mr. Manish Shivnarayan Pancholi Date of Birth: 28/11/1969 Qualificaion: Secondary School Pass Address: B/12, SHUKAN APARTMENT, NR. GITA SCHOOL, RANIP, AHMEDABAD-382480. Date of Appointment as Director: 12/10/2021 Term: Appointed as whole time director for a period of five years and subject to retire by rotation. Occupation: Business DIN: 08299620	Indian	53	
Mr. Kavin Dineshkumar Dave Date of Birth: 25/01/1975 Qualificaion: Chartered accountant, Company Secratary Address: G-204, INDRAPRASTHA-5, NEAR SURDHARA BUNGLOWS-2, PRAHLAD NAGAR, AHMEDABAD-380015.. Date of Appointment as additional independent Director: 02/01/2023 Term: Appointed as Independent	Indian	47	1. Money Honey Focal Financial Services Private Limited 2. Focal Corporate Services Private Limited 3. Focal Business Advisory Private Limited

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
Director for a period of five years and subject to retire by rotation. Occupation: Business DIN: 00926054			
Mrs. Jennifer Rajesh Francis Date of Birth: 25/08/1976 Qualificaion: Bachelor of Commerce Address: B-41, CENTURY TOWERS, NR SAMKIT BUNGLOWS BODAKDEV, AHMEDABAD-380054. Date of Appointment as additional Director: 02/01/2023 Term: Appointed as Non Executive woman Director for a period of five years and subject to retire by rotation. Occupation: Business DIN: 09832497	Indian	46	Nil
Mr. Nishat Harshadray Brahmbhatt Date of Birth: 28/04/1975 Qualificaion: MBA In finance, B.A Address: 31, SHREE RANG EARTH SHREERANG CITY TP 44 CHANDKHEDA, AHMEDABAD-382424. Date of Appointment as additional independent Director: 02/01/2023 Term: Appointed as Independent Director for a period of five years and subject to retire by rotation. Occupation: Additional Independent Director DIN: 09844916	Indian	47	Nil

Terms & Abbreviations

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

Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal	Qualification	Name of Previous Employer(s)	Experience
Mr. Rajesh Emmanuel Francis	Managing Director	10/12/2018	26,40,000	B.Com	-	20 Years' Experience in Retail of Food
Mr. Manish Shivnarayan Pancholi	Whole Time Director	12/10/2021	8,40,000	Secondary school pass(9 th pass)	-	10 Years' Experience in Retail of Food
Ms. Atula Patel	Company Secretary & Compliance Officer	13/03/2023	40,000	Company Secretary, LLB,M.Com	-	1 Years' Experience in Compliance
Mr. Nirav Chaudhry	CFO	02/01/2023	1,32,0000	MBA	-	10 Years' Experience in Retail of Food

OUR PROMOTERS, PROMOTER GROUP

1. THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Rajesh Emmanuel Francis
2. Mr. Manish Shivnarayan Pancholi
3. Mrs. Jennifer Rajesh Francis

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

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

	Mr. Rajesh E. Francis
	Brief Profile: Mr. Rajesh E. Francis, aged 49 years is one of the founding members of Magson Retail And Distribution Limited. Since 2018, he is appointed as director in Magson Retail And Distribution Limited.
	Date of Birth: 27 th August, 1973
	Age: 49 Years
	Qualification: Bachelor of Commerce
	Experince in Business : 20 Years' Experience in Retail of Food
	Address: 'B/41, CENTURY TOWERS, NEAR SAMKIT BUNGLOWS, BODAKDEV, NEAR JUPITER TOWER, JUDGES BUNGLOWS ROAD, AHMEDABAD- 380054.
	PAN: AABPF9754F
	Passport No.: M3723051
	Driver's License: GJ0119920013774
	Voter's ID No.: CLJ5140405
	Adhaar Card No.: xxxxxxxxxxxx
	Other Directorship: Farmags Associates LLP(Body Corporate DP Nominee)

	Mr. Manish S. Pancholi
	Brief Profile: Mr. Manish S. Pancholi, aged 53 years, is one of the founding members of Magson Retail And Distribution Limited. Since 2018 he is Director in Magson Retail And Distribution Limited.
	Date of Birth: 28 th November , 1969
	Age: 53 years
	Qualification: Secondary School Pass (9 th pass)
	Experince in Business : 10 Years' Experience in Retail of Food
	Address: 'B/12, SHUKAN APARTMENT, NR. GITA SCHOOL,RANIP, AHMEDABAD-382480.
	PAN: AJDPP9251C
	Passport No.: P2537544
	Driver's License: GJ0119990039436
	Adhaar Card No.: xxxxxxxxxxxxxx
	Other Directorship: NONE

	Mrs. Jennifer Rajesh Francis
	Brief Profile: Mrs. Jennifer Francis, wife of Mr. Rajesh Francis is having a great knowledge of multiple Food specialities like food tasting, food recipes, international food ingredients etc. She is supporting her life partner in the business to develop the trending needs of the consumers in the market. She is having 10 years of experience in retail of food.
	Date of Birth: 25/08/1976
	Age : 46 years
	Qualification : Bachelor of Commerce
	Experince in Business : 1 year experience in general admin and humon resource.
	Address: B/41, Century Tower, Near Samkit Bunglows, Bodakdev, Nr. Jyupiter Towers, Judges banglow road, Ahmedabad - 380054
	PAN: AAFPF6636G
	Passport No.: S 6168846
	Driver's License: NA
	Adhaar Card No.: xxxxxxxxxxxxxx
	Other Directorship: NA

DECLARATION:

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and Driving Licence number of our Promoters are being submitted to the NSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Prospectus with the Stock Exchange.

Details of Body Corporate Promoters of our company:

We don't have any Body Corporate Promoters.

2. OUR PROMOTER GROUP

In compliance with SEBI Guideline, “Promoter Group” pursuant to the regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018, we confirm that following persons are part of promoter group:

A. The Promoter:

Sr. No.	Name of the Promoters
1	Mr. Rajesh Emmanuel Francis
2	Mr. Manish S. Pancholi
3	Mrs. Jennifer Rajesh Francis

B. Natural Persons i.e, an immediate relative of the promoter (i.e any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Name Of The Promoter	Name Of The Relative	Relationship With The Promoter
Mr. Rajesh Emmanuel Francis	Emmanuel Francis	Father
	Rosy Francis	Mother
	Jennifer Francis	Wife
	Ramesh Francis	Brother
	Anthony Francis	Son
	Angel Francis	Daughter
	Late Bernard Abhishekam Awalali	Wife’s Father
	Annie Awalali	Wife’s Mother
	Valerie Raj	Wife’s Sister

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Manish S. Pancholi	SHIVNARAYAN PANCHOLI	Father
	NIRMALADEVI	Mother
	NIDHI PANCHOLI	Wife
	MANN M. PANCHOLI	Son
	MUKESH PANCHOLI	Brother
	MAMTABEN	Sister
	NEHA PANCHOLI	Daughter
	RAMESHCHANDRA SHARMA	Wife’s Father
	ANSUYABEN SHARMA	Wife’s Mother
	VIJAY SHARMA	Wife’s brother

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mrs. Jennifer Francis	Mr. Rajesh Emmanuel Francis	Husband
	Late Bernard Abhishekam Awalali	Father
	Annie Awalali	Mother
	Valerie Raj	Sister
	Emmanuel Francis	Husband's Father
	Rosy Francis	Husband's Mother
	Ramesh Francis	Husband's Brother
	Anthony Francis	Son
	Angel Francis	Daughter

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

Other income

In Fiscal 2021, Other Income had Increase by ₹ 22.61 lakhs or 96.21%, from ₹ 0.89 lakhs in Fiscal 2020 to ₹ 23.50 Lakhs in Fiscal 2021. The Increase was due to the Increase in Interest income & Miscellaneous Income.

- Total turnover of each major industry segment in which our Company operates.

“Our Company is engaged in the business of Retail and Distribution of food products. Relevant industry data as available, has been included in the chapter titled “Industry Overview” beginning on page no. 91 of the draft Prospectus.

GOVERNMENT AND OTHER KEY APPROVALS

The food safety and standards Authority of India (FSSAI) for all the stores is as follow:

STORE NAME	FSSAI NO	EXPIRY DATE
VASTRAPUR	10719026000998	08-08-2024
SURDHARA	10721026001141	27-07-2026
SINDHUBHAVAN	10720026000119	22-01-2025
RAJPATH CLUB	10722026002320	27-11-2027
WAREHOUSE	10721026001982	08-11-2026

STORE NAME	PROF TAX NO	Gujarat Shop And Establishments (Intimation)	EXPIRY DATE
VASTRAPUR	Pec 010675003104	556-16102021	Valid Until Cancelled
AHMEDABAD-HO	PEC 010674003976	PII/JUDG/10000/0272117(JUDGESBUBLOWS)	Valid Until Cancelled
	PRC 010674000820		
SINDHUBHAVAN	PEC 010676002442	PII/GRDW/10000/0272118(GURUDWARA)	Valid Until Cancelled
WAREHOUSE	PEC 010738001843	PII/UJLC/10099/0276484 (UJALACHOWKDI)	Valid Until Cancelled
	PRC 010738000245		
CHANDKHEDA	PEC 010544001726	724 18 /10/2021	Valid Until Cancelled
PRAHLADNAGAR	PEC 010728003116	PII/PRHL/10000/0273888 (PRAHLADNAGAR GARDEN)	Valid Until Cancelled
RAJPATH CLUB	PEC 010676003261	1889 04102022	Valid Until Cancelled
SURDHARA	PEC 010678003523	557-16102021	Valid Until Cancelled
ALKAPURI-BARODA	PEC 021016194	A/01/4108	Valid Until Cancelled
	PRC 021004559		
GOTRI-BARODA	PRC021101390	I -A- 11- 0000385	Valid Until Cancelled
	PEC021107354		
VASNA - BARODA	PRC 021004559		Valid Until Cancelled
ADAJAN	PEC 03WZ26939		Valid Until Cancelled
	PRC 03WZ08674		
PARLEPOINT	PEC 03SW33298	AZ/S/UMARA/1193303	Valid Until Cancelled
VESU-SURAT	PEC 03SW33804		Valid Until Cancelled
	PRC03SW18898		
GANDHIDHAM	PEN113008686		Valid Until Cancelled
	PRN113001443		
RAJKOT	PEC 040127836		Valid Until Cancelled

	PRC0407854		
JAMNAGAR	PEC 060028793		Valid Until Cancelled
	PRC 060001843		

TAX RELATED AND OTHER APPROVALS

Following is the list of Licences required in our normal course of business.

Sr. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Expiry
1.	Permanent Account Number (PAN)	AAMCM2835Q	Income Tax Department, Government of India	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	AHMM17730G	Income Tax Department, Government of India	Valid until cancelled
3.	Goods and Service Tax Act, 2017 (GUJARAT)	24AAMCM2835Q1ZW	Government of India	Valid Until Cancelled
4	Goods and Service Tax Act, 2017 (UDAIPUR)	08AAMCM2835Q1ZQ	Government of India	Valid Until Cancelled
5	Udyam registration Certificate	UDAYAM GJ 01 0130227	Government of India	Valid Until Cancelled
6	Start up India (Certificate of Recognition)	DIPP103776	Government of India	09/12/2028
7	PROVIDENT FUND	GJAHD1953743000	Government Of India	Valid Until Cancelled
8	Employees state insurance Corporation (AHM HO)	3700113890000009	Government Of India	Valid Until Cancelled
9	Employees state insurance Corporation (Baroda)	38371138900010009	Government Of India	Valid Until Cancelled
10	Employee's state insurance Corporation (Surat)	383711389000010009	Government Of India	Valid Until Cancelled
11	Employee's state insurance Corporation (Rajkot)	37371138900020009	Government Of India	Valid Until Cancelled
12	Employee's state insurance Corporation (Jamnagar)	37371138900010009	Government Of India	Valid Until Cancelled
13	Employee's state insurance Corporation (udaipur)	16371138900010009	Government Of India	Valid Until Cancelled

14	Food Safety and Standards Authority of India (Sal Hospital)	10721026001141	Government Of India	27/07/2026
15	Food Safety and Standards Authority of India (Sindhuhavan)	10720026000119	Government Of India	22/01/2025
16	Food Safety and Standards Authority of India (Rajpath Club)	10722026002320	Government Of Gujarat	27/11/2027
17	Food Safety and Standards Authority of India (Vastrapur)	10719026000998	Government of Gujarat	08/08/2024
18	Professional tax (Vastrapur)	Pec 010675003104	VADODRA MUNIC CORP	Valid Until Cancelled
19	Gujarat Shop And Establishments(Intimation) (Vastrapur)	556-16102021	Government of Gujarat	Valid Until Cancelled
20	Food Safety and Standards Authority of India (Ware House)	10721026001982	Government of Gujarat	8/11/2026
21	Professional tax (Ahm Ho)	PEC 010674003976	Ahmedabad Muni.corp	Valid Until Cancelled
22	Professional tax (Ahm Ho)	PRC 010674000820	Ahmedabad Muni.corp	Valid Until Cancelled
23	Gujarat Shop And Establishments (Ahm Ho)	PII/JUDG/10000/0272117(JUDGESBUBLOWS)	Ahmedabad Muni.corp	Valid Until Cancelled
24	Gujarat Shop And Establishments (sindhubhavan)	PII/GRDW/10000/0272118(GURUDWARA)	Ahmedabad Muni.corp	Valid Until Cancelled
25	Professional tax (Sindhuhavan)	PEC 010676002442	Ahmedabad Muni.corp	Valid Until Cancelled
26	Gujarat Shop And Establishments(Sarkhej Warehouse)	PII/UJLC/10099/0276484(UJALACHOWKDI)	Ahmedabad Muni.corp	Valid Until Cancelled
27	Professional tax (sarkhejwarehouse)	PEC 010738001843 PRC 010738000245	Ahmedabad Muni.corp	Valid Until Cancelled
28	Gujarat Shop And Establishments(Intimation) (Chandkheda)	724 18 /10/2021	Ahmedabad Muni.corp	Valid Until Cancelled
29	Professional tax (Chandkheda)	PEC 010544001726	Ahmedabad Muni.corp	Valid Until Cancelled
30	Gujarat Shop And Establishments(Intimation) (Prahladnagar)	PII/PRHL/10000/0273888(PRAHLADNAGAR GARDEN)	Ahmedabad Muni.corp	Valid Until Cancelled
31	Professional tax (Prahladnagar)	PEC 010728003116	Ahmedabad Muni.corp	Valid Until Cancelled
32	Gujarat shop And Establishments (rajpath club)	1889 04102022	Ahmedabad Muni.corp	Valid Until Cancelled

33	Gujarat shop And Establishments (Surdadhara)	II/DIRIR/4000986/000077 (DRIVEIN ROAD)	Ahmedabad Muni.corp	Valid Until Cancelled
34	Professional tax (Surdadhara)	PEC 010678003523	Ahmedabad Muni.corp	Valid Until Cancelled
35	Shop And Establishments (Alkapuri Baroda)	A/01/4108	Vadodra Munic.Corp	Valid Until Cancelled
36	Professional tax (Alkapuri baroda)	PEC 021016194 PRC 021004559	Vadodra Munic.Corp	Valid Until Cancelled
37	Gujarat shop And Establishments (Gotri Baroda) intimation	I A 11 0000385	Vadodra Munic.Corp	Valid Until Cancelled
38	Professional tax (Baroda)GotriStaff	PRC021101390	Vadodra Munic.Corp	Valid Until Cancelled
39	Professional tax (Baroda)Gotri	PEC021107354	Vadodra Munic.Corp	Valid Until Cancelled
40	Professional Tax (adajan)	PEC 03WZ26939 PRC 03WZ08674	Surart Munic. Corp	Valid Until Cancelled
41	Professional Tax (parle point))	PEC 03SW33298	Surart Mahanagar palica	Valid Until Cancelled
42	Gujarat shop And Establishments(Parle point)	AZ/S/UMARA/1193303	Surart Mahanagarpalica	Valid Until Cancelled
43	Professional tax (VESU SURAT)	PEC 03SW33804 PRC03SW18898	Surart Mahanagar palica	Valid Until Cancelled
44	Professional tax (gandhidham)	PEC113008686 PRN113001443	Gandhidham Nagar palica	Valid Until Cancelled
45	Professional tax (Rajkot)	PEC 040127836 PRC0407854	Rajkot Muni.Corp	Valid Until Cancelled
46	Professional tax (Jamnagar)	PEC 060028793 PRC 060001843	JamnagarNagar Palica	Valid Until Cancelled
47	Professional tax (Vasna baroda)	PRC 021004559	BARODA MUNICIAPL CORPOARION	Valid Until Cancelled

Note : Apart from the above list of licenses which is inclusive in nature and not exhaustive ,no other license is required for our business.

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 Addendum 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 Addendum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY:

M-s. Pancholi

Mr. Manish Shivnarayan Pancholi
Promoter / Whole Time Director

Rajesh Emmanuel Francis

Mr. Rajesh Emmanuel Francis
Promoter / Managing Director

Jennifer

Mrs. Jennifer Rajesh Francis
Non-Executive Director

Mr. Kavin Dineshkumar Dave

Mr. Kavin Dineshkumar Dave
Non-Executive Independent Director

Mr. Nishat Harshadray Brahmbhatt

Mr. Nishat Harshadray Brahmbhatt
Non-Executive Independent Director

SIGNED BY THE CHIEF FINANCIAL OFFICER & COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Nirav Choudhry

Mr. Nirav Choudhry
Chief Financial Officer

Ms. Atula Patel

Ms. Atula Patel
Company Secretary and Compliance Officer

Date: 18-05-2023

Place: Ahmedabad