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MASON INFRA TECH LIMITED

Corporate Identity Number: U43900MH2023PLC401571 • Date of Incorporation: April 24, 2023

Our Company was originally formed as a partnership firm in the name and style of "M/s. Mason Infrastructure" through partnership deed dated February 06, 2020. The partnership firm was converted into private limited company under part I (Chapter XXI) of the Companies Act, 2013 and incorporated as 'Mason Infratech Private Limited' on April 24, 2023, pursuant to Certificate of Incorporation issued by Registrar of Companies, Central Registration Centre. The Company was converted into a public limited company pursuant to shareholders resolution passed at the General Meeting of our Company held on September 20, 2023, and the name of our Company was changed to 'Mason Infratech Limited' and a Fresh Certificate of Incorporation dated November 16, 2023 was issued by RoC, Mumbai. The Corporate Identification Number of our Company is U43900MH2023PLC401571. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 58 and 132 respectively of the Red Herring Prospectus.

Registered Office: Flat No. 103, Imperia, Mahavir Millenium, Vasant Vihar, Pokhran Road, No. 2, Thane- 400610, Maharashtra, India;
Website: www.masoninfra.com; **E-mail:** info@masoninfra.com; **Telephone No:** +91 8828824599; **Company Secretary and Compliance Officer:** Ravi Tiwari

PROMOTERS OF OUR COMPANY: ASIT THAKKAR DATTANI, ASHUTOSH JUTHANI AND SMEET THAKKAR DATTANI

We are real estate construction Company providing construction services for Residential as well as Commercial buildings of new and redevelopment projects. We specialize in executing civil contracts. We are also working on lifestyle projects and high-value standalone buildings. Our team is well-versed in the latest industry practices, ensuring that we remain up to date with the technological advancements in construction. We understand the unique requirements of each project and tailor our services accordingly. Our comprehensive suite of offerings covers the entire project lifecycle, including planning, designing, procurement, construction, and post-construction services.

THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 47,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF MASON INFRA TECH LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [•] LAKHS OF WHICH UP TO 2,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO 45,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [•] PER EQUITY SHARE AGGREGATING TO ₹ [•] IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.09% AND 25.72% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹ 10/- EACH. THE ISSUE PRICE IS [•] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 195 OF THE RED HERRING PROSPECTUS.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED ("SEBI ICDR REGULATIONS") (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

The Issue is being made through the Book Building Process in accordance with Regulations 253(1) of the SEBI ICDR Regulations.

- QIB Portion: Not More than 50% of the Net Issue
- Retail Individual Bidders Portion: Not less than 35% of the Net Issue
- Non-Institutional Bidders Portion: Not Less than 15% of the Net Issue

PRICE BAND

PRICE BAND: RS. 62/- TO RS. 64/- PER EQUITY SHARE OF FACE VALUE OF RS.10/- EACH.

THE FLOOR PRICE IS 6.2 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 6.4 TIMES THE FACE VALUE. BIDS CAN BE MADE FOR A MINIMUM OF 2,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES THEREAFTER.

BID / ISSUE PROGRAM

ANCHOR INVESTOR BIDDING DATE ON*: FRIDAY, JUNE 21, 2024

BID/ISSUE OPENS ON: MONDAY, JUNE 24, 2024

BID/ISSUE CLOSES ON: WEDNESDAY, JUNE 26, 2024**

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

**Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date shall be 5.00PM on Bid/ Issue Closing Date.

RISKS TO INVESTORS

(i) The average cost of acquisition of Equity Shares acquired by the Promoters as on the date of the Red Herring Prospectus is:

Sr. No	Name of Promoter	No. of Equity Shares	Average cost of Acquisition Price (in ₹ per equity share)
1.	Asit Thakkar Dattani	20,57,923	8.00
2.	Ashutosh Juthani	46,30,326	8.00
3.	Smeet Thakkar Dattani	40,76,002	8.00

*As certified by Gada Chheda & Co. LLP, by way of their certificate dated June 10, 2024

(ii) Weighted Average Cost of Acquisition for all Equity Shares transacted in one year, eighteen months and three years preceding the date of the Red Herring Prospectus by all the shareholders:

Period Acquisition (in ₹)	Weighted Average Cost of	Upper end of the Price band (₹ 64) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	3.56	18.00	0-40
Last 18 months	8.59	7.45	0-40
Last 3 years	8.59	7.45	0-40

*As certified by Gada Chheda & Co. LLP, by way of their certificate dated June 14, 2024.

(iii) The BRLM associated with the Issue have handled Eight public issues in the past three years, out of which two issue closed below the issue price on listing date.

(iv) The Price/Earnings ratio based on diluted EPS for Fiscal 2023 for our Company at upper band is 23.88 times.

(v) The Price/Earnings ratio based on diluted EPS for the period ended December 31, 2024 (Not Annualized) for our Company at upper band is 15.80 times.

(vi) Weighted Average Return on Net Worth for fiscals 2023, 2022 and 2021 is 44.39%.

(vii) Weighted Average Return on Net Worth for the period ended December 31, 2023 (Not Annualised) is 43.47%.

(viii) Weighted average cost of acquisition compared to floor price and cap price.

Past Transactions	Weighted average cost of acquisition (₹)	Floor Price ₹ 62/-	Cap Price ₹ 64/-
Weighted average cost of acquisition (WACA) of primary issuances	8.59	7.22	7.45
Weighted average cost of acquisition (WACA) of secondary transactions	NA	NA	NA

(ix) Projects awarded from certain clients/customers contribute a significant portion of our Order Book. As of March 31, 2024, projects awarded by our top five clients/customers, based on our Order Book represented 80.60% of our Order Book and further significant reliance on repeated key suppliers and clients/customers for operations.

(x) An inability to complete our Ongoing Projects by their respective expected completion dates or at all could have a material adverse effect on our business, results of operations and financial condition.

(xi) Our business is manpower intensive, and we are dependent on the supply and availability of a sufficient pool of labourers from sub-contractors at our project locations. Unavailability or shortage of such a pool of the labours or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations.

(xii) We do not have long-term agreements with our suppliers for raw materials, which poses a risk to our ability to procure the desired quality and quantity of raw materials in a timely manner and at reasonable costs, or at all. Additionally, our reliance on subcontractors and third parties for the supply of raw materials, non-Core Assets, and certain services in the construction of our projects may expose us to risks that could adversely affect our reputation, business, and financial condition. If our subcontractors and third parties fail to adhere to regulatory requirements, we may also be subject to penalties.

(xiii) Our primary operational focus lies within the Mumbai Metropolitan Region (MMR).

For further details on risk factors, kindly refer to section "Risk Factors" on page 31 of RHP.

MINIMUM LOT SIZE: 2,000 Equity Shares

INDICATIVE TIME-TABLE:

An indicative timetable in respect of the Issue is set out below:

Anchor Investor Bidding Date	Friday, June 21, 2024
Bid / Issue Opened Date	On or about Monday, June 24, 2024
Bid / Issue Closed Date*	On or about Wednesday, June 26, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, June 27, 2024
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds	On or about, Friday, June 28, 2024
Credit of the Equity Shares to depository accounts of Allottees	On or about Friday, June 28, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Monday, July 01, 2024

*UPI mandate end time and date shall be at 5.00 pm on Bid/ Issue Closing Date.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON EMERGE PLATFORM OF NSE

ASBA* Simple, safe, smart way of Application!!!! *Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below. Mandatory in public issue. No cheque will be accepted.

UPI - Now available in ASBA for Retail Institutional Investor and Non-Institutional Investor applying in public issues where the application amount is up to ₹ 5,00,000/- applying through Registered Brokers, DPs and RTAs. Retail Institutional Investor and Non-Institutional Investor also have an option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the Bank Account used for bidding is linked to their PAN linked with Aadhaar and are in Compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section "Issue Procedure" beginning on page 210 of the Red Herring Prospectus. The process is also available on the website of Book Running Lead Manager to the Issue, and the website of National Stock Exchange of India Limited ("NSE") and in General Information Document ("GID") for investing in the Public Issue. ASBA Application Forms can be downloaded from the website of National Stock Exchange of India Limited ("NSE") and can be obtained from the list of banks that is displayed on the website of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in.

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IN TERMS OF THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015, DATED NOVEMBER 10, 2015 AND THE ALL-POTENTIAL INVESTORS SHALL PARTICIPATE IN THE ISSUE ONLY THROUGH AN APPLICATION SUPPORTED BY BLOCKED AMOUNT ("ASBA") PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS ("SCSBS") FOR THE SAME. FURTHER PURSUANT TO SEBI CIRCULAR BEARING NO. SEBI/HO/CFD/TPD1/CIR/P/2023/140, FOR IMPLEMENTATION OF PHASE III FOR UPI FACILITY, WHICH IS EFFECTIVE FROM DECEMBER 01, 2023 ON MANDATORY BASIS, ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT ("ASBA") PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNTS OR UPI ID (IN CASE OF RIIS), IN WHICH THE CORRESPONDING APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSBS OR UNDER THE UPI MECHANISM, AS APPLICABLE

PROPOSED LISTING: The Equity Shares of our Company offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an In-Principle approval letter dated June 05, 2024 from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purposes of the Issue, the Designated Stock Exchange shall be EMERGE Platform of National Stock Exchange of India Limited.

DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE);

"It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the 'Disclaimer Clause of NSE'"

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) :

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus was filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Issue Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 186 of the RHP.

In making an investment decision, potential investors must rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

BASIS OF ISSUE PRICE: The Price Band, Floor Price and Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares Issued through the Book Building Process and on the basis of the quantitative and qualitative factors. The financial data presented in chapter "Basis of Issue Price" on page 92 of the Red Herring Prospectus are based on Company's Restated Consolidated Financial Statements. Investors should also refer to "Our Business", "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 110, 31, 158 and 161, respectively, of the Red Herring Prospectus to have an informed view before making an investment decision.

INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013:

Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 132 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 269 of the Red Herring Prospectus.

Liability of Members of the Company: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorised share capital of the Company is ₹ 24,00,00,000 divided into 2,40,00,000 Equity Shares of ₹ 10/- each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹ 12,81,25,000 divided into 1,28,12,500 Equity Shares of ₹ 10/- each. For details of the Capital Structure, see "Capital Structure" on the page 68 of the Red Herring Prospectus.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below is the name of the signatory of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Asit Thakkar Dattani - 16,46,338 Equity Shares, Ashutosh Juthani - 37,04,261 Equity Shares and Smeet Thakkar Dattani - 28,81,091 Equity Shares. For details of the Capital Structure, see "Capital Structure" on the page 68 of the Red Herring Prospectus.

CREDIT RATING: This being the issue of Equity Shares, no credit rating is required.

DEBENTURE TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

GENERAL RISK: Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 31 of the Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi - 110034, India Telephone: +91 11 4509 8234; Email: ipo@expertglobal.in Website: www.expertglobal.in Investor grievance email: compliance@expertglobal.in Contact Person: Mr. Gaurav Jain SEBI registration number: INM000012874 CIN: U74110DL2010PTC205995	 KFIN TECHNOLOGIES LIMITED Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana; Telephone: +91 40 6716 2222; Email: masoninfra.ipo@kfintech.com ; Investor Grievance Email: einward.ris@kfintech.com ; Contact Person: M Murali Krishna Website: www.kfintech.com SEBI Registration Number: INR000000221 CIN: L72400TG2017PLC11764	Ravi Tiwari Company Secretary and Compliance Officer Flat No. 103, Imperia, Mahavir Millenium, Vasant Vihar, Pokhran Road, No. 2, Thane - 400 610, Maharashtra, India. Tel: +91 88288 24599 Email Id: info@masoninfra.com Website: www.masoninfra.com Investors can contact the Company Secretary and Compliance Officer or the BRLM or the Registrar to the Issue in case of any pre-Issue or post-issue related problems, such as non- receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Mason Infratech Limited, Telephone: +91 88288 24599; BRLM: Expert Global Consultants Private Limited, Telephone: +91 11 4509 8234 and the Syndicate Member: Globalworth Securities Limited Telephone: 022- 69190011 and at the selected locations of the Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

AVAILABILITY OF RED HERRING PROSPECTUS: Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, website of the Company at www.masoninfra.com the website of the BRLM to the Issue at www.expertglobal.com, the website of NSE i.e. www.nseindia.com, respectively.

ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK: HDFC Bank Limited. UPI: Retail Individual Bidders can also Bid through UPI Mechanism.

Investor should read the Red Herring Prospectus carefully, including the "Risk Factors" beginning on page 31 of the Red Herring Prospectus before making any investment decision.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.

On behalf of Board of Directors
For, MASON INFRA TECH LIMITED
Sd/-

Asit Thakkar Dattani
Managing Director

Place: Thane
Date: June 19, 2024

Disclaimer: Mason Infratech Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public issue of its Equity Shares and has filed the RHP with the Registrar of Companies, Mumbai on June 18, 2024 and thereafter with SEBI and the Stock Exchange. The RHP is available on the websites of SEBI at www.sebi.gov.in, website of the Company at www.masoninfra.com, the website of the BRLM to the Issue at www.expertglobal.in, the website of EMERGE Platform of NSE, i.e. www.nseindia.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the RHP including the section titled "Risk Factors" beginning on page 31 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being Offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the Securities Act and the applicable laws of each jurisdiction where such Offers and sales are made. There will be no public offering in the United States.