

VICTIM OF MISAPPROPRIATION, ZEE WROTE ON JUNE 11 Sebi: Urgent action needed against Chandra, Goenka

VIVEAT SUSAN PINTO
Mumbai, June 18

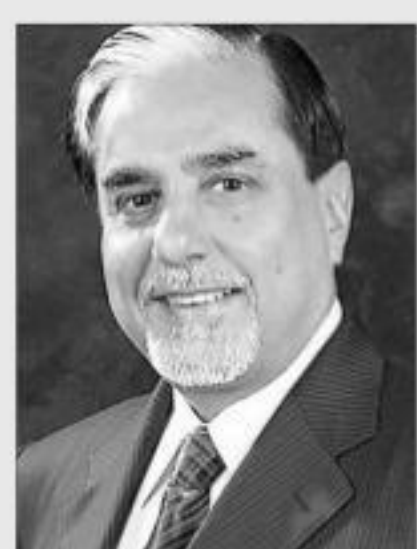
THE SECURITIES AND Exchange Board of India (Sebi) has said barring Essel Group chairman Subhash Chandra and Zee Entertainment MD & CEO Punit Goenka from holding key managerial positions is needed to protect investors.

In its reply to the Securities Appellate Tribunal (SAT) regarding its June 12 interim order barring the two, Sebi also said urgent action is required in the matter. Chandra and Goenka's lawyers had argued there is no urgency needed, since the matter dates back to 2019.

Chandra and Goenka moved the SAT last week for a stay on Sebi's interim, ex parte order. The matter will be heard and disposed of on Monday.

Sebi had said in its June 12 order that Chandra and Goenka had carried out sham transactions to divert funds to associate entities. The diversion was of ₹200 crore.

"We have a situation before us where the chairman emeritus and the MD & CEO of this large listed company are involved in a myriad of different schemes and transactions through which vast amounts of public money belonging to listed companies are diverted to private entities owned and controlled by these persons. The appellant's conduct is



Subhash Chandra and (right) Punit Goenka

WHAT THEY ARGUED

■ Sebi said Chandra and Goenka are involved in myriad schemes through which vast amounts of public money was diverted

■ Zee said repetitive investigation into the same case could potentially impact its proposed merger with Sony

telling in this regard. Not only have there been violations, but also the issuance of multiple false disclosures and submission of statements to cover up such wrongdoings," Sebi said in its 197-page affidavit to SAT on Sunday.

A day before Sebi's interim order, however, Zee had written a letter to the markets regulator, saying it was a victim of misappropriation by Yes Bank, where the bank had adjusted the fixed deposit of ₹200 crore against certain receivables of

borrower entities of Zee. The media company also said it was never privy to loan arrangements between borrower entities and Yes Bank and the lender had acted unilaterally without any action on the part of Zee.

Zee said repetitive investigation into the same case could potentially impact its proposed merger with Sony.

Zee is currently seeking approvals for its merger with Sony, which has been delayed for some time. The merger,

which will create a \$10-billion company, was deferred by the National Company Law Tribunal (NCLT) on Friday to June 26.

Chandra and Goenka had moved SAT last week, asking for Sebi's order to be stayed, saying the principles of natural justice had been violated.

"Please note that the said merger is at an advanced stage post receipt of approvals from various regulators. The scheme has also been approved by 99.9% of the equity shareholders of Zee Entertainment. It is beyond our comprehension as to why the present matter is being re-investigated when the cause of action is around four years old," Zee said in its letter to Sebi.

Goenka's lawyer and senior counsel Janak Dwarkadas had argued last week in front of the tribunal that the Sebi order had rendered Zee headless. Chandra's lawyer Somsekhar Sundaresan, on the other hand, had said Chandra was not a director in any listed company and the direction by Sebi was not needed at all.

Countering the arguments on Sebi's behalf, senior advocate Darius Khambata had said the allegations were baseless. "They have not yet proved how the investigation is a sham," he had said.

SAT had granted no relief in the matter on Thursday, posting the matter for Monday.

Tata Steel earmarks ₹16,000 cr as capex this fiscal

PRESS TRUST OF INDIA
New Delhi, June 18

INDUSTRY GIANT TATA Steel is planning a consolidated capital expenditure (capex) of ₹16,000 crore for its domestic and global operations during the current financial year, according to its top management.

Of the planned amount, Tata Steel has earmarked ₹10,000 crore towards standalone operations and ₹2,000 crore for its subsidiaries in India, the company's CEO & MD TV Narendran, and executive director & CFO Koushik Chatterjee said. "The projected capital expenditure (capex) for FY24 is set at ₹16,000 crore on a consolidated basis which is intended to be financed through internal accruals over the full year," the executives said in the company's annual report for 2022-23.

Of this, ₹10,000 crore has been earmarked towards Tata Steel standalone operations, of which the Kalinganagar project will account for approximately 70%, they said.

"Our other Indian subsidiaries, currently in an expansion phase with value accretive projects, especially in downstream operations which are important to service customer needs and improve our value-added product mix, will have a capex of about ₹2,000 crore," they said.

Carbon fiasco: McLeod Russel in a catch-22

MITHUN DASGUPTA
Kolkata, June 18

DEBT-LADEN TEA MAJOR McLeod Russel finds itself in a catch-22 after its pact with Carbon Resources fell apart.

Carbon Resources sold all its shares in Khaitans-led McLeod last Thursday after talks between the two companies on extending their exclusivity agreement did not fructify.

McLeod's board had approved execution of the exclusivity agreement with Carbon Resources, owned by the Jalans, in January. The firm was negotiating and evaluating a mutually agreeable mechanism for it to offer a proposed one-time settlement (OTS) of its debt to lenders. Its debt stands at over ₹1,700 crore.

After the talks with Carbon collapsed, the Khaitans have reached out to tea companies to sell 13-14 of its tea estates for the proposed OTS, sources with direct knowledge told FE.

Tea makers such as Dhusseri Tea & Industries and MK Shah Exports, who are interested in buying the tea gardens, said they are studying the proposal.

But for McLeod, selling tea gardens to reduce its debt or striking the proposed OTS with lenders would raise serious doubts about its extent of profitability with fewer gardens, according to analysts.

"It has not so far been clear how many tea gardens McLeod would sell and how much haircut the lenders would take for the debt restructuring. But



TROUBLE BREWING

■ McLeod Russel has reached out to tea companies to sell 13-14 tea estates

■ Analysts say buyers would be interested in buying profitable gardens

■ Fewer garden would raise serious doubts about the firm's profitability

it is most likely that after the conclusion of the proposed OTS, the company would have substantially fewer gardens," an analyst tracking the sector told FE.

The buyers would be interested in buying only premium and profitable gardens. "It would put more stress on the residual operation of the company and its Ebitda. If some debt remains for the company, it would be even more unviable. The company is in a catch-22

situation," the analyst said.

The company at present has 33 tea estates which produce over 40 million kg of the brew.

CK Dhanuka, chairman, Dhusseri Group, said the group intends to buy some gardens from McLeod Russel. "But, first we will have to consider the profitability of each garden. We will not buy only for the sake of buying. Our people have gone for inspection. Let us see how it goes," Dhanuka told FE.

A source at MK Shah Exports said the company is studying McLeod's proposal and has not yet arrived at a decision.

"We are interested in buying gardens. We will consider it. We will only be interested in the estates where it makes sense for us," the person said.

Carbon Resources on June 15 exited McLeod Russel, having sold all its shares in the company through open market transactions. Carbon had picked up a 5.03% stake in McLeod from the open market in September last year. "We sold all our shares of McLeod Russel. We exited today (last Thursday)," Abhinav Jalan, director, Carbon Resources, had told FE.

"In all practical purposes our exclusivity agreement with McLeod had expired as the company went into insolvency proceedings. When the company came out of the insolvency proceedings recently, we held a meeting with Khaitans. They were not interested in honouring the agreement that we had. So, we exited," Jalan had said.

IT companies may lose outsourcing deals amid changing technologies

SAMEER RANJAN BAKSHI
Bengaluru, June 18

MACROECONOMIC HEADWINDS ALONG with emerging technologies like Generative AI and Low Code are posing a challenge to the outsourcing business offered by Indian IT companies.

Last week, Transamerica ended its \$2 billion 10-year deal with Tata Consultancy Services two years ahead of schedule and, is now reportedly planning to reduce its dependence on third party IT vendors.

IT industry executives say it's early days to tell what kind of trends would emerge, but one thing is certain — some of the deals may face harder scrutiny with changing technologies and insourcing may



gain traction.

V Balakrishnan, chairman of Exfinity Ventures and former CFO of Infosys, said, "It is too early to say whether this is indicative of a trend or not. We had not seen any meaningful cancellation of large deals in

the recent past."

He said that typically, insourcing happens if the customer is in a better position to handle it more efficiently than the outsourced vendors. The advances in AI technologies is automating lot of IT work

which will have a huge impact on the productivity side.

"With AI platforms and engines becoming more mainstream customers will look at insourcing to capture all the productivity gains which will help them cut cost and improve competitiveness. Even though it is early days this is something the industry should watch out," he said.

Pareekh Jain, founder of Pareekh Consulting, said, with much more advanced technology like Meta or Generative AI coming into play, clients who have signed deals five years ago, would think they are locked into older technologies. So, while large deals bring visibility to revenue flows to IT vendors, they also bring challenges for them.

Physics Wallah to pick up 50% in Xylem for ₹500 cr over three years

PRESS TRUST OF INDIA
New Delhi, June 18

UNICORN EDETECH FIRM Physics Wallah will acquire 50% stake in Kerala-based edtech firm Xylem Learning for ₹500 crore in phases over three years, a top official of the company said on Sunday.

The partnership is aimed at strengthening the presence of Physics Wallah (PW) in the southern market. "Physics Wallah will acquire 50% in Xylem Learning in a phased manner over a period of three years," PW founder and CEO Alakh

The partnership propels us closer to our strategic goal of becoming the leading education platform in south India

ALAKH PANDEY, CEO, PHYSICS WALLAH



Pandey told PTI.

The partnership involves strategic equity and cash investments in Xylem and scaling up operations. Pandey said the partnership not only aligns with PW's shared vision of providing quality education to all

but also "propels us closer to our strategic goal of becoming the leading education platform in south India."

"In three years, we will invest ₹500 crore to propagate the brave and unique 'XYLEM model of Hybrid Learning' to

other adjoining sister states - it is a special result-oriented plan of learning which has specially impressed me.

"To do this it will require robust team building, content development, technological innovation, expansion in other categories and hybrid centres. We will also look at mergers and acquisitions in the south."

Founded by 26-year old MBBS graduate Ananthu S, Xylem Learning claims to have a strong presence in Kerala and plans to now expand to Tamil Nadu, Andhra Pradesh, and other southern markets.

(THIS IS ONLY A ADVERTISEMENT FOR INFORMATION PURPOSE AND NOT A PROSPECTUS ANNOUNCEMENT. NOT FOR DISTRIBUTION OUTSIDE INDIA)

MagSen
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MAGSON RETAIL AND DISTRIBUTION LIMITED

Our company was incorporated as Magson Retail & Distribution Private Limited on December 10, 2018 under Companies Act, 2013. Further the name of the company was subsequently changed to "Magson Retail & Distribution Limited" pursuant to a special resolution passed by the shareholders of the company at the Annual General Meeting held on 30th September, 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 and the change in Registered Office, please refer the chapter "History and Certain Corporate Matters" on page no. 120 of this Prospectus

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, Mrs. Jennifer Rajesh Francis and Mr. Manish Shivnarayan Pancholi.

THE ISSUE

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 AN ISSUE PRICE OF ₹ 65 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 55 PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING TO ₹ 1374.10 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 HERINAFTER 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.

THE FACE VALUE OF THE EQUITY SHARE IS RS. 10 AND THE ISSUE PRICE IS 6.5 TIME OF THE FACE VALUE. THE ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.

For further information please refer the section titled "Issue Information" on Page no. 217 of the Prospectus.
MINIMUM APPLICATION SIZE OF 2,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES THEREAFTER.

OPENS ON : 23rd, June, 2023
CLOSES ON : 27th, June, 2023

ASBA
Simple, Safe, Smart way of Application - Make use of it!!!! *Application supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same.
For details check section on ASBA below. Mandatory in Public Issue from January 01, 2016 No cheques will be accepted.

UPI
UPI-Now mandatory in ASBA for Retail Investors applying through Registered Brokers, DPs & RTA.
Retail Investors also have the options to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Important Notice: Under the prevailing circumstances, investors are requested to use the online facilities, including UPI mechanism, for making their applications. Further all the Applicants are advised to submit their Applications one day prior to the issue Closing Date as far as possible.

The issue is being made through the Fixed Price process wherein 50% of Net Issue of the Equity Shares offered are reserved for allocation to Retail Individual Applicants. The issue comprises a Net Issue to Public of 20,08,000 Equity Shares of ₹ 10 each ("the Net Issue") and a reservation of 1,06,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion"). 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. Allocation to all the categories shall be made on a proportionate basis subject to valid Application received at or above the Issue Price. Under Subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any would be affected in accordance with applicable laws, rules, regulations and guidelines. All investors shall participate in this issue only through ASBA process. For details in this regard, specific attention is invited to "Issue Procedure" on Page No. 227 of the Prospectus. Applicants should ensure that DP ID, PAN, UPI ID (if applicable), and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository Database; otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the issue, any requested Demographic Details of the Applicant as available on the records of the Depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to the issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicant's Sole Risk.

PROMOTERS OF THE COMPANY
MR. RAJESH EMMANUEL FRANCIS, MRS. JENNIFER RAJESH FRANCIS AND MR. MANISH SHIVNARAYAN PANCHOLI.

PROPOSED LISTING: The Equity Shares issued through the Prospectus are proposed to be listed on the NSE EMERGE Platform of NSE Limited ("NSE"). Our Company has received an in-principle approval letter dated May 25 2023 from NSE for using its name in the Offer Document and for listing of our shares on the EMERGE Platform of NSE Limited. For the purpose of this issue, the Designated Stock Exchange will be NSE Limited.

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Offer Document was not filed with the SEBI. In terms of SEBI Regulations, the SEBI shall not offer any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of the SEBI beginning on Page No. 209 of the Prospectus

DISCLAIMER CLAUSE OF NSE (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 contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by NSE nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus on Page no. 209 for the full text of the Disclaimer Clause of NSE.

GENERAL RISK: Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their 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 in the issue have not been recommended or approved by the Securities Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on Page No. 21 of the Prospectus.

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013
Main Objects of the Company as per MoA : For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on Page 120 of the Prospectus and Clause III of 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 No. 280 of the Prospectus.

Capital Structure: Authorised Capital of ₹ 11,00,00,000 consisting of 11,00,000 Equity Shares of ₹ 10 each. Pre Issue Capital: Issued, Subscribed and Paid up Capital ₹ 5,73,60,000 consisting of 57,36,000 Equity Shares of ₹ 10 each. Post Issue Capital: Issued, Subscribed and Paid up Capital of ₹ 7,85,00,000 consisting of 78,50,000 Equity Shares of ₹ 10 each. For details of the Capital Structure, please refer to the chapter titled "Capital Structure" beginning on Page No. 64 of the Prospectus.

Liability of Members as per MoA : The Liability of the Members of the Company is Limited.

Name of the Signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories 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: (1) Mr. Rajesh Emmanuel Francis subscribed 900 shares of ₹ 10 each (2) Mr. Manish Shivnarayan Pancholi subscribed 900 shares of ₹ 10 each. (3) Mr. Maheshbhai Naranbhai Patel subscribed 900 shares of ₹ 10 each

For details of the main objects of the Company as contained in the Memorandum of Association, see "History and Certain Corporate Matters" on page no.120 of the Prospectus. For details of the share capital and the capital structure of the Company see "Capital Structure" on Page No. 64 of the Prospectus.

| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE | COMPANY SECRETARY AND COMPLIANCE OFFICER |
|---|--|--|
| ISK ADVISORS ISK ADVISORS PRIVATE LIMITED 501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai - 400 050 Tel No.: +91 - 79 - 26464023 Email: ncimpl@ncimpl.com Website: www.iskadvisors.com Investor Grievance Email: enquiry@ncimpl.com Contact Person: Mr. Ronak Kadri SEBI Registration No. INM000012625 | Bigshare Services Pvt. Ltd. BIGSHARE SERVICES PVT. LTD. 1 st 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 | Ms. Atula Patel Address: Office No. B/204, Primate, Nr Gormoh Restaurant Opp. Mother Dairy, Judges Bungalow Cross Road, Na Ahmedabad Ahmedabad GJ 380015 In Tel No: +91 9978607507 Email: cs.magson@gmail.com Website: www.magson.in Applicants can contact the Compliance Officer or the Registrar to the Issue in case of any Pre - Issue or Post - Issue related problems, such as non receipt of Allotment advice or credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc. |

AVAILABILITY OF THE PROSPECTUS: Investors should note that investment in Equity Shares involves a high degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in this Issue. Full copy of the Prospectus is available on the website of the Company, Lead Manager, the SEBI and the Stock Exchange at www.magson.in, www.iskadvisors.com, www.sebi.gov.in and www.nseindia.com respectively.

AVAILABILITY OF APPLICATION FORMS: Application Form can be obtained from the Registered Office of the Company and Office of the Lead Manager, ISK Advisors Private Limited. Application Forms can also be obtained from the Stock Exchange and the list of SCBs available on the website of the SEBI at www.sebi.gov.in and website of Stock Exchange at www.nseindia.com.

BANKER TO THE ISSUE & SPONSOR BANK: ICICI BANK LIMITED
All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated June 16, 2023

For **MAGSON RETAIL AND DISTRIBUTION LIMITED**
On behalf of the Board of Directors
Sd/-
Managing Director

Place : Ahmedabad
Date : 17-06-2023

MAGSON RETAIL AND DISTRIBUTION LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipts of requisite approvals, market condition and other considerations, to make a Public Issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Ahmedabad. The Prospectus shall be available on the websites of the Company, the NSE and the LM at www.magson.in, www.nseindia.com and www.iskadvisors.com respectively. Applicants should note that investment in equity shares involves a high degree of risk for details relating to the same, see the Prospectus, including the section titled "Risk Factors" beginning on Page No. 203 of the Prospectus. The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 as amended ("the Securities Act.") or any State Securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons." (as defined in Regulations of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the Registration requirements of Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers." and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Ahmedabad

