



THE TIMES OF INDIA

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INDIA'S LARGEST ENGLISH NEWSPAPER

Ex-US Prez Trump says undocumented migrants are 'poisoning the blood of our country', repeating language that has previously drawn flak as xenophobic

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(Please scan the QR code to view the RHP)

MOTISONS JEWELLERS LIMITED

Our Company was originally formed as partnership firm under the name and style of "Motions Jewellers" pursuant to a deed of partnership dated October 16, 1997 as amended and restated from time to time. Motions Jewellers was thereafter converted into a public limited company in the name and style of "Motions Jewellers Limited" on May 09, 2011 pursuant to the provisions of Companies Act, 1956 and was granted a certificate of incorporation dated May 09, 2011 issued by the Registrar of Companies, Jaipur, Rajasthan ("ROC") bearing Corporate Identification Number "U39911RJ2011PLC035122". For details of incorporation, change of name and registered office of our company, please refer to chapter titled "Our History and Certain Other Corporate Matters" beginning on page 235.

Registered Office: 270, 271, 272 & 273, Jhvi Bazar, Jaipur 302003, Rajasthan, India; Corporate Office: 5B-110, Motions Tower, Lakshmi, Tonk Road, Jaipur - 302015, Rajasthan, India

Tel No: +91 - 141 - 4150001 | Email: cs@motionsjewellers.com | Website: www.motionsjewellers.com
Contact Person: Mr. Naresh Kumar Sharma, Company Secretary and Compliance Officer | CIN: U05911RJ2011PLC035122

PROMOTERS OF OUR COMPANY: SANDEEP CHHABRA, SANJAY CHHABRA, NAMITA CHHABRA AND KAJAL CHHABRA, MOTI LAL SANDEEP CHHABRA HUF, SANDEEP CHHABRA HUF, SANJAY CHHABRA HUF, MOTISONS GLOBAL PRIVATE LIMITED AND MOTISONS ENTERTAINMENT (INDIA) PRIVATE LIMITED

THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 2,74,71,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE), AGGREGATING UP TO ₹ [•] LAKHS ("THE ISSUE"). THE ISSUE WILL CONSTITUTE [•] % OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

*Our Company, in Consultation with the BRLM, has undertaken A Pre-IPO Placement of 60,00,000 Equity Shares at an Issue Price of ₹ 55/- per Equity Share (including a premium of ₹ 45/- per Equity Share) for Cash Consideration aggregating to ₹ 3,300 Lakhs, ("Pre-IPO Placement").

Motions Jewellers Limited is a retail Jewellery player engaged in the business of jewellery made of gold, diamond, Kundan and sale of other jewellery products that include pearl, silver, platinum, precious, semi-precious stones and other metals in the City of Jaipur, Rajasthan.

The Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

QIB Category: Not More Than 50% of the Issue | Retail Category: Not Less Than 35% of the Issue | Non-Institutional Investor Category: Not less than 15% of the Issue

PRICE BAND: ₹ 52/- TO ₹ 55/- PER EQUITY SHARE OF FACE VALUE OF ₹ 10/- EACH

THE FLOOR PRICE IS 5.20 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 5.50 TIMES OF THE FACE VALUE

BIDS CAN BE MADE FOR A MINIMUM OF 250 EQUITY SHARES AND

IN MULTIPLES OF 250 EQUITY SHARES THEREAFTER

THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 AT

THE FLOOR PRICE IS 23.06 TIMES AND AT THE CAP PRICE IS 24.39 TIMES

DETAILS OF PRE-IPO PLACEMENT

Our Company, in Consultation with the BRLM, has undertaken A Pre-IPO Placement of 60,00,000 Equity Shares at an Issue Price of ₹ 55/- per Equity Share (including a premium of ₹ 45/- per Equity Share) for Cash Consideration aggregating to ₹ 3,300 Lakhs, ("Pre-IPO Placement"). Accordingly, pursuant to the Pre-IPO Placement, the size of the Issue has now been reduced to 2,74,71,000 Equity Shares from 3,34,71,000 Equity Shares. For the allottee details, please refer page 112-113 of the Red Herring Prospectus.

In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated November 09, 2023, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Issue Price' section of the RHP. The price band is in line with the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the 'Explanation for Issue Price' section on page 153 of the RHP.

In making an investment decision, potential investors must only 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.

RISKS TO INVESTORS:

- Location Risk:** All our four (4) showrooms are in one geography namely Jaipur, Rajasthan. Any adverse development affecting such a region may have an adverse effect on our business, prospects, financial condition, and results of operations. For the period ended on June 30, 2023, and in the Fiscal year ending on March 31, 2023, March 31, 2022, and March 31, 2021, 95.58%, 98.22%, 95.98% and 97.68% of our operating revenue, respectively, is generated from Jaipur, Rajasthan.
- Property Risk:** All our four (4) showrooms, including our registered office and one of our manufacturing facilities are on lease premises, owned by our promoters and promoter group companies and one of which is located in residential area. If we fail to renew these leases or if we are unable to manage our lease rental costs and any objection by competent authority/resident for carrying commercial activity on residential area, our results of operations would be materially and adversely affected.
- Litigation Risk:** Our Promoters, Mr. Sanjay Chhabra and Mr. Sandeep Chhabra, in past, were involved in proceedings initiated by investigation agency in relation to betting in the cricket matches of Indian Premier League. Though they have been duly discharged, any re-opening of matter could have an adverse impact on our business and reputation.
- Business Risk:** We are heavily dependent on third parties for supplying our products. We procure 99.84%, 95.50%, 96.98% and 96.52% of goods sold for the period ended on June 30, 2023, and for the fiscal year ended on March 31, 2023, 2022 and 2021 from third party suppliers and our network of job workers. We may be unable to maintain or establish formal arrangements with such third parties, and any disruptions at such third-party production or manufacturing facilities and their supply chains arrangements, or failure of such third parties to adhere to the relevant quality standards may have a negative effect on our reputation, business and financial condition.
- Working capital risk:** We have significant working capital requirements which are funded 53.15%, 53.80%, 55.87%, and 57.39% through borrowings for the period June 30, 2023, and for the fiscal years 2023, 2022 and 2021. If we are unable to secure adequate borrowings on commercially reasonable terms it could have a material adverse effect on our business, financial condition and results of operations.
- Inventory Cost Risk:** High inventory costs may adversely impact our business and financial conditions of Our Company. Due to the nature of our business, we always keep a significant amount of inventory of our items in our

showrooms. For the quarter that concluded on June 30, 2023, our company held inventory worth Rs. 33,070.53 Lakhs. Inventory stocking is 95.19%, 92.57%, and 87.08% of our total assets in the fiscal years ended on March 31, 2023, 2022, and 2021, respectively.

- Seasonal Sales Risk:** Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations. Our sales have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes and profit margins during festival periods and wedding season.
- Utilization of IPO proceeds risk:** We have availed unsecured loans from our promoters and members of promoter group carrying 11.60% Average Rate of Interest and secured loans from scheduled commercial banks and FIs carrying 8.58% Average Rate of Interest. We are making prepayment of borrowings other than auto loans from scheduled commercial banks from the proceeds of IPO carrying lesser Rate of Interest over borrowings availed from promoter and promoter group.
- The Weighted Average Cost of Acquisition of all Equity Shares transacted in last three years, 18 months and one year preceding the date of the RHP:**

Period	Weighted Average Cost of Acquisition on (WACA) (in ₹)	Upper end of the Price Band is 'X' times the WACA	Lower end of the Price Band is 'X' times the WACA	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last Three Years	55/-	1.00	0.95	55.00-55.00
Last 18 Months	55/-	1.00	0.95	55.00-55.00
Last One Year	55/-	1.00	0.95	55.00-55.00

(1) As certified by the Statutory Auditor, pursuant to the certificate dated December 06, 2023.

*The Pre-IPO Placement also happened at ₹ 55/- for 60,00,000 Equity Shares on October 19, 2023. For the allottee details, please refer page 112-113 of the Red Herring Prospectus.

10. Market Risk: The Issue Price of our Equity Shares, our market capitalisation to Total Income and our Price Earning Ratio at Issue Price may not be indicative of the market price of the Equity Shares after the Issue.

Continued on next page...

Particulars	Ratio vis-à-vis Floor Price (₹52/-)	Ratio vis-à-vis Cap Price (₹55/-)
Market Capitalisation to Total Income	1.40	1.48
Price to Earnings Ratio	23.06	24.39

11. Competition Risk: We face competition in the markets in which we operate and may not be able to effectively compete in the future. Our competitors have achieved significant recognition for their brand names or have considerable financial, distribution, marketing, bargaining power with suppliers and other resources. Industry consolidation, either by virtue of mergers and acquisitions or by a shift in market power among competitors, may accentuate these trends. In addition, some of our competitors in smaller local markets have the advantage of having reputations and established trust with customers in their local markets, which could be difficult for us to challenge or replicate in a sustained manner in the future.

12. Regulatory Risk: We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business. Non-compliance with existing or changes to environmental, health and safety, labour laws and other applicable regulations by us may adversely affect our business, financial condition, results of operations and cash flows.

BID/ISSUE PROGRAMME

** UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Issue Closing Date.

BID/ISSUE OPENS TODAY

BID/ISSUE CLOSING ON WEDNESDAY, DECEMBER 20, 2023**

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision in the Price Band, the Bid / Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid / Issue Period not exceeding 10 working days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid / Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations) and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") and such portion, the "QIB Portion", provided that our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 2.00 Lakhs and up to ₹ 10.00 Lakhs, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 10.00 Lakhs, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. All potential Bidders (except Anchor Investors) are mandatorily required to utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA Process. For details, see "Issue Procedure" on page 413 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RBIs and NBIs bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Issue. Bidders/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 Bidders/Applicants' sole risk.

ASBA* Simple, Safe, Smart way of Application!!

*Application Supported by Blocked Amount is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA. Mandatory in Public Issues. No Cheque will be accepted.



UPI - Now available in ASBA for Retail Individual Investors and Non-Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the 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. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CDDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021. CDDT circular no. 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2022.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and the Abridged Prospectus and also please refer to the section "Issue Procedure" on page 417 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of SEBI ("SEBI") and National Stock Exchange of India Limited ("NSE"), together with BSE, the "Stock Exchanges" and can be obtained from the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?do=doRecord&prtyes&entm=35 and www.nseindia.com or on IPO apps and banks live on IPO, please refer to the link www.sebi.gov.in/sebiweb/other/OtherAction.do?do=doRecord&prtyes&entm=35 and www.nseindia.com for the SCBSs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Also, Bank Limited and HDFC Bank Limited has been appointed as the Sponsor Bank for the Issue, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For issue related queries, please contact the Book Running Lead Manager ("BRLM") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll-free number: 1800201740 and mail id: upi@npci.org.in.

BOOK RUNNING LEAD MANAGER



HOLANI CONSULTANTS PRIVATE LIMITED
401-405 & 416-418, 4th Floor, Soni Paris Point, Jai Singh Highway,
Bani Park, Jaipur - 302016
Tel No.: +91 0141-2203996
Email: ipo@holaniconsultants.co.in
Website: www.holaniconsultants.co.in
Contact Person: Mrs. Payal Jain
SEBI Registration No.: INM000012467
Investor Grievance E-mail: complaints.redressal@holaniconsultants.co.in

REGISTRAR TO THE ISSUE



LINK Intime PRIVATE LIMITED
C - 101, 247 Park, 1st Floor, L.B.S. Marg, Vkhroli (West),
Mumbai 400083, Maharashtra, India
Tel: +91 22 48186200; Fax: +91 22 48186185
Website: www.linkintime.co.in
Email: moitons ipo@linkintime.co.in
Investor Grievance ID: moitons ipo@linkintime.co.in
Contact Person: Mr. Shant Gopalakrishnan
SEBI Registration Number: INR000004058

COMPANY SECRETARY AND COMPLIANCE OFFICER



Naresh Kumar Sharma
Plot No. 6, Shri Ram Nagar Extension, Khimti Phatak, J
hotwara, Jaipur, Rajasthan -302012
Tel: +91 - 9529683605
Email: ncareshsharma@moitons.com

Investors can contact the Registrar to the Issue or Company Secretary and Compliance Officer in case of any pre or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode and unblocking of funds. For all issue related queries and for redressal of complaints, investors may also write to BRLM.

AVAILABILITY OF RHP: Investors should note that Investment in Equity Shares involves a high degree of risk and investors are advised to refer to the RHP and the Risk Factors contained herein, before applying in the Issue. Full copy of the RHP will be available at the website of SEBI at www.sebi.gov.in, the website of Stock Exchange at www.nseindia.com, the website of our Company at www.moitonsjewellers.com and the website of BRLM at www.holaniconsultants.co.in.

AVAILABILITY OF BID CUM APPLICATION FORMS: Application forms can be obtained from the Registered office and Corporate office of Moitons Jewellers Limited, Tel No: +91-141-4150000 and the BRLM - Holani Consultants Private Limited, Tel No: +91 0141-2203996. Bid Cum Application form shall be available at selective location of registered brokers, Banks to the Issue, RTA and Depository Participants. Also, the Forms can be obtained from the website of Stock Exchange and at the Designated Branches of SCBSs, the list of which is available on the website of SEBI, NSE and SEBI.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors. For details on ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to "Issue Procedure" on Page No. 417 of RHP. Further ASBA Application forms can be obtained from Designated Branches of SCBSs, the list of banks that are available on website of SEBI at www.sebi.gov.in and website of Stock Exchange at www.nseindia.com. The investors are required to fill the Bid Cum Application form and submit the same to the relevant SCBSs at the specific locations or registered brokers at the broker centers or RTA or DP's. The SCBSs will block the amount in the account as per the authority contained in application form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund.

BANKERS TO THE ISSUE/REFUND BANK: Axis Bank Limited and HDFC Bank Limited.

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

Place: Jaipur
Date: December 16, 2023

Disclaimer: Moitons Jewellers 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 RoC. The RHP will be available on the websites of SEBI at www.sebi.gov.in, BSE Ltd at www.bseindia.com and NSE Ltd at www.nseindia.com respectively and is available on the websites of Holani Consultants Private Limited at www.holaniconsultants.co.in. The potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, refer to the Section titled "Risk Factors" on page 37 of the RHP. Potential investors should not rely on the RHP filed with the SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act"), 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 U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold outside the United States in offshore transactions in reliance on Regulation under the U.S. Securities Act and applicable laws of the jurisdictions where such issues and sales occur. There will be no public issuing in the United States.

For Moitons Jewellers Limited
On behalf of the Board of Directors
Sd/-
Sanjay Chhabra
Managing Director