



Meeting of our Company held on July 05, 2022 and the name of our Company was changed to "MOS Utility Limited" and a Fresh Certificate of Incorporation August 03, 2022 was issued by RoC, Mumbai. The Corporate Identification Number of our Company is U66000MH2009PLC194380. 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 61 and 136 respectively of the Red Herring Prospectus. ("RHP")

Registered office: 12th Floor, Atul First Avenue, Above Kia Motors Showroom, Goregaon - Mulund Link Rd, Malad West, Mumbai- 400064, Maharashtra, India

INITIAL PUBLIC OFFER OF UP TO 65,74,400* EQUITY SHARES OF FACE VALUE OF $\[Tilde{\tii$

*Subject to finalization of the basis of allotment.

THE OFFER IS BEING MADE IN ACCORDANCE WITH REGULATION 229(2) OF THE SEBI ICDR REGULATIONS QIB CATEGORY: NOT MORE THAN 50% OF THE OFFER NON-INSTITUTIONAL INVESTOR CATEGORY: NOT LESS THAN 15% OF THE OFFER **RETAIL CATEGORY: NOT LESS THAN 35% OF THE OFFER**

PRICE BAND: ₹72 TO ₹76 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH. THE FLOOR PRICE IS 7.2 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 7.6 TIMES OF THE FACE VALUE. **BIDS CAN BE MADE FOR A MINIMUM OF 1600 EQUITY SHARES** AND IN MULTIPLES OF 1600 EQUITY SHARES THEREAFTER.

RISKS TO INVESTORS:

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	Weighted Average Cost of Acquisition (in ₹)#	Upper end of the Price band (₹ 76) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	6.23	12.20	0*-75
Last 18 months	6.23	12.20	0*-75
Last 3 years	7.43	10.23	0*-255.40

#As certified by our Statutory Auditors, by way of their certificate dated March 17, 2023.

- * Shares allotted through Bonus Issue.
- The BRLM associated with the Offer have handled seven public issues in the past three years, out of which one issue closed below the issue price on listing date.
- The Price/Earnings ratio based on diluted EPS for Fiscal 2022 for our Company at the upper end of the Price Band is 88.37 times as compared to the average industry peer group Price/Earnings ratio of 69.98 times.
- Weighted Average Return on Net Worth for fiscals 2022, 2021 and 2020 is (15.04 %)
- If our Company is unable to attract new network partners or retain and grow our relationships with our existing network partners, our business, results of operations, financial condition, and future prospects would be materially and adversely affected.

BASIS FOR OFFER PRICE

The Offer Price is determined by our Company and Promoter Selling Shareholder in consultation with the BRLM on the basis of the quantitative and qualitative factors as

The face value of the Equity Shares is ₹10 each and the Offer Price is ₹[•], which is [•] times the face value.

Qualitative Factors Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Providing variety service under one roof such as banking, travel, insurance, utility, entertainment, API/Wallet, courier and franchise services
- Company has an extensive distributor and agent's network. Company has PAN India presence enabling it to cater a large group of customers
- Strong management expertise and a cohesive team Highly automated system providing company an edge over its competitors.
- For further details, please refer to the paragraph titled "Our Competitive Strengths" in the section titled "Our Business" on page 107 of the RHP. **Quantitative Factors**

Information presented below is derived from our Company's Restated Financial Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows

1. Basic and Diluted Earnings Per Share (EPS)*:

Financial Year	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	0.86	3
March 31, 2021	0.46	2
March 31, 2020	0.32	1
Weighted Average EPS	0.64	
Contember 20, 2022(1)	1.07	

September 30, 2022 *Source: Restated Financial Statements

(1) The Basic and Diluted EPS for September 30, 2022 has not been annualized

The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same.

Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.

Basic and Diluted Earnings per share =

Restated Profit Attributable to Equity Shareholders from continuing operations

Equivalent Weighted Average number of Equity Shares at the end of the year / period

- The face value of each Equity Share is ₹10.
- $Weighted \ average = Aggregate \ of \ year-wise \ weighted \ EPS \ divided \ by \ the \ aggregate \ of \ weights \ i.e. \ [(EPS * Weight) \ for \ each \ fiscal] \ / \ [Total \ of \ weights].$ Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the period/year adjusted by the number of Equity Shares
- issued during the period/ year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year. The figures disclosed above are based on the Restated Financial Information of our Company.

Price/Earning (P/E) ratio in relation to Offer Price of ₹ [•]/-

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Particulars	P/E at the lower end of the price band*	P/E at the upper end of the price band*
P/E ratio based on Basic EPS for Financial Year 2022	83.72	88.37
P/E ratio based on Diluted EPS for Financial Year 2022	83.72	88.37
Industry peer P/E Ratio	69.98	

*To be computed after finalization of the Price Band

- The industry peer (Easy Trip Planners Limited) P/E ratio mentioned above is for the financial year ended March 31, 2022.
- All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2022, as available

*Industry comprises of Easy Trip Planners Limited listed on National Stock Exchange of India Limited

PE Ratio of peer company is calculated on the basis of the Annual Report of the company for the F.Y. 2021-22 and filed with stock exchange data dated March 31, 2022.

3	. Keturn on Net Worth (KUNW)		
	Financial Years	Return on Net Worth (RONW) (%)	Weights
	March 31, 2022	18.66	3
	March 31, 2021	12.33	2
	March 31, 2020	9.61	1
	Weighted Average RONW	15.04	
1	0 t 0000(1)	40.00	

*Source: Restated Financial Statements

(a) The Basic and Diluted EPS for September 30,2022 has not been annualized

(1) The RONW has been computed using the below formula

Restated Profit Attributable to Equity Shareholders from continuing operations *100

Restated Net worth for the year / period

4. Net Asset value (NAV) per Equity Share

Particulars	Amount (₹)
Net Asset Value per Equity Share as of September 30, 2022	10.63
Net Asset Value per Equity Share as of March 31, 2022	4.63
Offer Price per Equity Share	[•]
Not Asset Value per Equity Share after the Offer	[•]

1) Net Asset Value per Equity Share has been calculated as net worth divided weighted average number of Equity Shares at the end of the year / period 2) Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company,

5. Comparison of Accounting ratios with Peer Group Companies

Particular	Consolidated/ Standalone	Profit/(Loss) for the year (in Lacs)	Net Worth (in Lacs)	Market Price/ Offer Price	RONW	P/E	EPS	NAV
Easy Trip Planners	Consolidated	10,592.20	23,580.63	340.8	44.92%	69.98	4.87	10.85
MOS Utility Limited	Standalone	157.67	844.78	[•]	18.66%	[•]	0.86	4.63

Source: The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports / annual results as available of the respective company for the year ended March 31, 2022 submitted to stock exchanges

Notes:

- 1. P / E Ratio has been computed based on the closing market price of equity shares on BSE on March 31, 2022 divided by the Basic/Diluted EPS for the year ended March 31, 2022.
 - Return on Net Worth (%) has been calculated as Profit for the period / year divided by Net worth at the end of the year / period Net Asset Value per Equity Share is calculated as total equity divided by weighted average number of Equity Shares outstanding as of March 31, 2022

Based on the above qualitative and quantitative parameters, the Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager believes that the Offer price of ₹[•] per share for the Public Offer is justified.

The investors may also want to peruse the Risk Factors and restated Financials of the company including important profitability and return ratios, as set out in the section titled Financial Information included in the RHP to a have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹10 per share and the Offer Price is [•] times of the face value. i.e. ₹ [•] per share.

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ANCHOR PORTION OPENS/CLOSES ON WEDNESDAY, MARCH 29, 2023*

BID/OFFER PROGRAMME

BID/OFFER OPENS ON FRIDAY, MARCH 31, 2023* BID/OFFER CLOSES ON THURSDAY, APRIL 06, 2023**

*Our Company and Promoter Selling Shareholder, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date i.e. Wednesday March 29, 2023.

** Our Company and Promoter Selling Shareholder, in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

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

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer RHP. Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer 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 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company and Promoter Selling Shareholder in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investors on a discretionary Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation correspondence(s) related to an Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository 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 Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Investors must to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% 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 at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 244 of the

Bidders / Applicants should ensure that DP ID, PAN and Client ID and UPI ID (for RIBs bidding through the 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 and Client ID available in the Depository database. otherwise, the Bid cum Application Form is liable to be rejected. Bidder/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 as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, and press release dated June 25, 2021

ASBA*

Simple, safe, smart way of Application!!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA below. Mandatory in Public offers. No cheque will be accepted.



UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI-Now mandatory in ASBA for Retail Individual Bidders ("RIBs") applying through Registered Brokers, DPs & RTA. RIBs 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. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

*ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by Retail Individual Bidders.

For details on the ASBA and UPI process, please refer to the details given in ASBA Form & abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 244 of the RHP. The process is also available on the website of AlBI and Stock Exchange in the General information Document. ASBA Forms can be downloaded from the National Stock Exchange of India Limited ("NSE") and can be obtained from the list of banks that is displaying on 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. Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the offer in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll-free number: 18001201740 and mail Id: ipo.upi@npci.org.in

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR 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 136 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see the section "Material Contracts and Documents for Inspection" on page 329 of the RHP. 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 ₹3,00,00,000 divided into 30,00,000 Equity Shares of ₹10 each. The issued, subscribed, and paid-up share capital of the Company before the Offer is ₹19,16,11,860 divided into 1,91,61,186 Equity Shares of ₹10 each. For details of the Capital Structure, see chapter titled "Capital Structure" beginning on page 70 of the RHP.

NAMES 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 Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of Signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of Signing of the Memorandum of Association of the Company and the number of Equity Shares subscribed by the Sh Association of our Company: Chirag Shah - 5,000 Equity Shares, and Nikhil Shah - 5,000 aggregating to 10,000 Equity Shares of ₹10 each. LISTING: The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Emerge") in terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an approval letter dated March 03, 2023 from NSE for using

its name in the Offer Document for listing of our shares on the Emerge Platform of NSE. For the purpose of this Offer, the Designated Stock Exchange will be the NSE. DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed of construed that the Offer Document. The investors are advised to refer to page 224 of the RHP

for the full text of the Disclaimer Clause of NSE. GENERAL RISK: Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision,

investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer 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 33 of the RHP. **BOOK RUNNING LEAD MANAGER** REGISTRAR TO THE OFFER



UNISTONE CAPITAL PRIVATE LIMITED

SEBI registration number: INM000012449

CIN: U65999MH2019PTC330850

A/305, Dynasty Business Park Andheri-Kurla Road, Andheri East, Mumbai – 400 059.

Telephone: +91 9820057533 Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Mr. Brijesh Parekh Website: www.unistonecapital.com

Skyline

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India Telenhone: 01140450193-197 Facsimile: 011-26812683

Email: ipo@skylinerta.com:

Investor Grievance Email: grievances@skylinerta.com Contact Person: Ms. Rati Gunta Website: www.skylinerta.com SEBI Registration Number: INR000003241 CIN: U74899DL1995PTC071324 COMPANY SECRETARY AND COMPLIANCE OFFICER

MOS Utility Limited

Mansi Bhatt,

12th Floor, Atul First Avenue, Above Kia Motors Showroom, Goregaon - Mulund Link Rd, Malad West, Mumbai- 400064, Maharashtra, India

Email: secretarial@mos-world.com Tel No.: +91 84337 24642 Website: www.mos-world.com

Investors can contact the Company Secretary and Compliance Officer, BRLM or the Registrar to the Offer in case of any pre- Offer or post Offer 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 or non-receipt of funds by electronic mode.

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 Red Herring Prospectus shall be available at the website of Stock Exchange www.nseindia.com, the website of Book Running Lead Manager www.unistonecapital.com and from the Registered Office of the Company. AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: MOS Utility Limited (Telephone: +91-98200 57533), Syndicate Member: Rikhav Securities Limited (Telephone: 022-6907 8300), Registered

Brokers, RTA and CDPs participating in the Offer, Bid-cum-application Forms will also be available on the websites of, NSE (www.nseindia.com) and the designated branches of SCSBs, the list of which is available at websites of the Stock Exchange and SEBI

SYNDICATE MEMBER: Bikhay Securities Limited

BANKERS TO THE OFFER/SPONSOR BANK/ESCROW COLLECTION BANK/PUBLIC OFFER BANK/REFUND BANK: Kotak Mahindra Bank Limited All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

> For MOS UTILITY LIMITED On Behalf of the Board of Directors

Place: Mumbai Date: March 23, 2023

Managing Director

MOS UTILITY LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the RHP with Registrar of Companies, Mumbai on March 21, 2023. The RHP shall be available on the website of the BRLM to the offer at www.unistonecapital.com and websites of NSE i.e. www.nseindia.com. Investors should not ethat investment in equity shares involves a high degree of risk and for details relating to the same, see section titled "Risk Factors" beginning on page 33 of the RHP. Potential investors should not rely on the DRHP for making any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act") or any state securities Act") or any state securities aws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registered or sold within the United States. Securities Act and any applicable U.S. state securities laws. There will be no public offering in the United States and the securities being offered in this announcement are not being offered or sold in the United States