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(Please scan this QR Code to view the Addendum to the DRHP)

# BIBA Rangriti

## BIBA FASHION LIMITED

Our Company was incorporated as 'BIBA Apparels Private Limited' under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 10, 2002, issued by the Registrar of Companies, Maharashtra at Mumbai. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on February 11, 2022, and the name of our Company was changed from 'BIBA Apparels Private Limited' to 'BIBA Apparels Limited', and a fresh certificate of incorporation dated March 2, 2022, was issued to our Company by the RoC, pursuant to the conversion of our Company into a public limited company. Subsequently, the name of our Company was changed from 'BIBA Apparels Limited' to 'BIBA Fashion Limited', pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on March 15, 2022, and a fresh certificate of incorporation dated March 25, 2022, was issued to our Company by the RoC. For further details on the changes in the name of our Company and the registered office of our Company, see "History and Certain Corporate Matters" on page 179 of the draft red herring prospectus dated April 11, 2022 ("DRHP").

**Corporate Identity Number:** U74110HR2002PLC083029; **Website:** www.biba.in

**Registered and Corporate Office:** 13<sup>th</sup> Floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram, Gurgaon - 122102; Haryana. **Telephone:** +91 124 5047000  
**Contact Person:** Sachin Agarwal, Company Secretary and Compliance Officer; **Telephone:** +91 124 5047000, **Email:** companysecretary@bibaindia.com

### ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED APRIL 11, 2022: NOTICE TO INVESTORS (THE "ADDENDUM TO THE DRHP")

This is in connection with the DRHP filed by the Company with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges. This is to bring to the kind attention of the investors that: The DRHP currently does not take into account details of certain correspondence involving our Promoters, namely, Meena Bindra and Siddharath Bindra, and SEBI. Accordingly, the section titled, "Risk Factors" beginning on page 27 of the DRHP, shall stand updated to include the details of such correspondence and the potential risk involved, in the manner set out herein below. Please note that all other details in and updates to the section titled, "Risk Factors" will be carried out in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges:

**"Certain of our Promoters are involved in proceedings involving SEBI which could have an adverse impact on our business and reputation.**

On February 4, 2021, our Promoters, Meena Bindra and Siddharath Bindra had respectively received emails from the Investigations Department of SEBI seeking certain information and documents pursuant to trades conducted by each of them in the scrip of a listed company ("ListCo"), which included, amongst others, details of their trades done in the scrip of the ListCo, manner/ mode in which they initially acquired shares of the ListCo, quantum of shares of the ListCo added and disposed, manner of trading in the scrip of the ListCo, details of their bank accounts, details of their relatives, details of their association with the ListCo, details of any connection with promoters/ directors/ key managerial personnel of the ListCo, details of transactions/ relationship/ communications with certain specified persons, itemized mobile bills, details of the funding of these trades and copies of their tax returns. These emails were responded to by Meena Bindra and Siddharath Bindra on February 15, 2021, respectively.

As on the date of the Draft Red Herring Prospectus, the abovementioned Promoters have not received any further communication (including show cause notices) from SEBI. However, in the event SEBI is not satisfied with the responses provided or has made a prima facie determination that our Promoters are in breach of law, SEBI may initiate regulatory proceedings against them or may impose fines or penalties on our Promoters. SEBI has broad powers to take action or issue directions in the interests of investors and the securities market, including through imposition of monetary penalty debarment from accessing capital markets, restrictions on undertaking certain activities, etc. The nature of action that may be taken by SEBI pursuant to an adverse determination in a regulatory proceeding would depend on the nature of proceedings initiated by SEBI.

If our Promoters receive further information requests/ directions in the future or in case any proceedings are initiated or adversely determined against them, it could have an adverse impact on such Promoters including loss of reputation and diversion of their attention from our Company, or other recourses."

In connection with the above, SEBI has issued an administrative warning letter dated July 21, 2022.

The above addition is to be read in conjunction with the DRHP and accordingly their references in the DRHP stand amended pursuant to this Addendum to the DRHP. The information in this Addendum to the DRHP supplements the DRHP and updates the information in the DRHP, as applicable. However, please note that this Addendum does not reflect all the changes that have occurred between the date of filing of the DRHP and the date hereof, and the information included in the DRHP will be suitably updated, including to the extent stated in this Addendum to the DRHP, as may be applicable in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. This Addendum filed with SEBI shall be made public for comments for a period of at least 21 days from the date of filing, by hosting it on the websites of SEBI, the Stock Exchanges and the Book Running Lead Managers to the Offer.

All capitalised terms used in this Addendum to the DRHP shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

#### BOOK RUNNING LEAD MANAGERS

#### REGISTRAR TO THE OFFER

JM FINANCIAL	AMBIT Acumen of work	DAM CAPITAL	Equirus Forward Capital	HSBC	LINKIntime
<b>JM Financial Limited</b> 7 <sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Maharashtra, India <b>Telephone:</b> + 91 22 6630 3030 <b>Email:</b> biba.ip@jmf.com <b>Investor grievance email:</b> grievance.ibd@jmf.com <b>Website:</b> www.jmf.com <b>Contact Person:</b> Prachee Dhuri <b>SEBI Registration No:</b> INM000010361	<b>Ambit Private Limited</b> Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India <b>Telephone:</b> +91 22 6623 3030 <b>Email:</b> biba.ip@ambit.co <b>Investor grievance email:</b> customerservice@ambit.co <b>Website:</b> www.ambit.co <b>Contact Person:</b> Nikhil Bhiwapurkar / Jitendra Adwani <b>SEBI Registration No:</b> INM000010585	<b>DAM Capital Advisors Limited</b> (Formerly IDFC Securities Limited) One BKC, Tower C, 15 <sup>th</sup> Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India <b>Telephone:</b> + 91 22 4202 2500 <b>Email:</b> biba.ip@damcapital.in <b>Investor grievance email:</b> complaint@damcapital.in <b>Website:</b> www.damcapital.in <b>Contact Person:</b> Gunjan Jain / Nidhi Gupta <b>SEBI Registration No:</b> MB/INM000011336	<b>Equirus Capital Private Limited</b> 12 <sup>th</sup> Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India <b>Telephone:</b> +91 22 4332 0700 <b>Email:</b> biba.ip@equirus.com <b>Investor grievance email:</b> investorgrievance@equirus.com <b>Website:</b> www.equirus.com <b>Contact Person:</b> Ankesh Jain / Vaibhav Shah <b>SEBI Registration No:</b> INM000011286	<b>HSBC Securities and Capital Markets (India) Private Limited</b> 52/60, Mahatma Gandhi Road Fort, Mumbai - 400 001 Maharashtra, India <b>Telephone:</b> + 91 22 2268 5555 <b>Email:</b> bibaip@hsbc.co.in <b>Investor grievance email:</b> investorgrievance@hsbc.co.in <b>Website:</b> https://www.business. hsbc.co.in/engb/in/generic/ipo- open-offer-andbuyback <b>Contact Person:</b> Rishi Tiwari / Sanjana Maniar <b>SEBI Registration No:</b> INM000010353	<b>Link Intime India Private Limited</b> C-101, 1 <sup>st</sup> Floor, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India <b>Telephone:</b> +91 22 4918 6200 <b>Email:</b> biba.ip@linkintime.in <b>Investor grievance e-mail:</b> biba.ip@linkintime.in <b>Website:</b> www.linkintime.co.in <b>Contact person:</b> Shanti Gopalkrishnan <b>SEBI registration number:</b> INR000004058

For BIBA FASHION LIMITED

On behalf of the Board of Directors

Sd/-

Sachin Agarwal

Company Secretary and Compliance Officer

Place: Gurgaon

Date: July 27, 2022

BIBA Fashion Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offering of its equity shares (the "Equity Shares"), and has filed a DRHP with SEBI, available on the website of SEBI at www.sebi.gov.in and the website of the Book Running Lead Managers, JM Financial Limited, Ambit Private Limited, DAM Capital Advisors Limited (Formerly IDFC Securities Limited), Equirus Capital Private Limited and HSBC Securities and Capital Markets (India) Private Limited at www.jmf.com, www.ambit.co, www.damcapital.in, www.equirus.com and https://www.business.hsbc.co.in/engb/in/generic/ipo-open-offer-and-buyback, and the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Any potential investor should note that investment in Equity Shares involves a high degree of risk. For details, potential investors should refer to the Red Herring Prospectus, including the section titled "Risk Factors" on page [ ] of the Red Herring Prospectus, when available. Potential investors should not rely on the DRHP for any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or any state law of 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 registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) under Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.