Please scan this QR Code to view the DRHP

DRAFT RED HERRING PROSPECTUS
Dated April 11, 2022
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

BIBA FASHION LIMITED

CORPORATE IDENTITY NUMBER:
U74110HR2002PLC083029

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
BIBA Fashion Limited 13th Floor, Capital Cyber Scape Sector-59, Golf Course Extension Road Gurugram, Gurgaon – 122 102, Haryana	Sachin Agarwal *Company Secretary and Compliance Officer*	**Telephone:** +91 124 5047000 **Email:** companysecretary@bibaindia.com	www.biba.in

THE PROMOTERS OF OUR COMPANY ARE SIDDHARATH BINDRA, MEENA BINDRA, SHRADHA BINDRA, KAVERI TRADEX PRIVATE LIMITED AND DHANVAN IMPEX LLP

DETAILS OF THE OFFER

TYPE	SIZE OF FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY – 6(1) / 6(2) & SHARE RESERVATION AMONG QIBs, NIIs & RIBs
Fresh Issue and Offer for Sale	Up to ₹ 900.00 million	Up to 27,762,010 Equity Shares aggregating up to ₹ [●] million	Up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(2) of the SEBI ICDR Regulations, as our Company did not fulfil the requirements under Regulation 6(1)(b) of the SEBI ICDR Regulations of having operating profit in each of the preceding three years.

SHARE RESERVATIONS AMONGST QIBS, NIBS AND RIBS		
QIBs	NIBs	RIBs
[●]	[●]	[●]

DETAILS OF THE OFFER FOR SALE BY SELLING SHAREHOLDERS

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF SHARES OFFERED/ AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE ON A FULLY DILUTED BASIS (IN ₹)*
MEENA BINDRA	**PROMOTER**	UPTO 3,751,885 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION	6.49
HIGHDELL INVESTMENT LTD	**OTHER**	UPTO 18,423,875 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION	80.33
FAERING CAPITAL INDIA EVOLVING FUND	**OTHER**	UPTO 5,586,250 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION	89.50

**As certified by the Independent Chartered Accountant by way of their certificate dated April 11, 2022*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price or the Price Band as determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for the Offer Price*" on page 104 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 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 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 contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 27.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders severally, and not jointly, accepts responsibility for and confirms only the statements specifically made or undertaken by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholders, severally and not jointly, will assume any responsibility for any other statements, including, *inter alia*, any of the statements made by or relating to our Company or any other Selling Shareholder made in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

NAME OF BOOK RUNNING LEAD MANAGER AND LOGO	CONTACT PERSON	TELEPHONE AND EMAIL
JM Financial Limited	Prachee Dhuri	**Telephone:** + 91 22 6630 3030 **Email:** biba.ipo@jmfl.com
Ambit Private Limited	Nikhil Bhiwapurkar / Jitendra Adwani	**Telephone:** +91 22 6623 3030 **Email:** biba.ipo@ambit.co
DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)*	Gunjan Jain / Nidhi Gupta	**Telephone:** + 91 22 4202 2500 **Email:** biba.ipo@damcapital.in
Equirus Capital Private Limited	Ankesh Jain / Vaibhav Shah	**Telephone:** +91 22 4332 0700 **Email:** biba.ipo@equirus.com
HSBC Securities and Capital Markets (India) Private Limited	Rishi Tiwari / Sanjana Maniar	**Telephone:** + 91 22 2268 5555 **Email:** bibaipo@hsbc.co.in

REGISTRAR TO THE OFFER

NAME OF REGISTRAR	CONTACT PERSON	TELEPHONE AND EMAIL
Link Intime India Private Limited	Shanti Gopalkrishnan	**Telephone**: +91 22 4918 6200 **Email**: biba.ipo@linkintime.com

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●]*
BID/OFFER OPENS ON	[●]
BID/OFFER CLOSES ON	[●]**

* *Our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs 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.*

** *Our Company and the Investor Selling Shareholders in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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.

Corporate Identity Number: U74110HR2002PLC083029; **Website**: www.biba.in
Registered and Corporate Office: 13th 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

THE PROMOTERS OF OUR COMPANY ARE SIDDHARATH BINDRA, MEENA BINDRA, SHRADHA BINDRA, KAVERI TRADEX PRIVATE LIMITED AND DHANVAN IMPEX LLP

INITIAL PUBLIC OFFERING OF UP TO [●] 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) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION ("OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 900.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 27,762,010 EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION, COMPRISING OF UP TO 3,751,885 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MEENA BINDRA (THE "PROMOTER SELLING SHAREHOLDER"), UP TO 18,423,875 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY HIGHDELL INVESTMENT LTD, AND UP TO 5,586,250 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY FAERING CAPITAL INDIA EVOLVING FUND (COLLECTIVELY, THE "INVESTOR SELLING SHAREHOLDERS"), AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER AND INVESTOR SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

OUR COMPANY AND HIGHDELL, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT OF UP TO [●] EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 180.00 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE OFFER COMPLYING WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS, AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF HARYANA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

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 and the Investor Selling Shareholders may, in consultation with the BRLMs, 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 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 BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Banks, 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 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the 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 (other than the Anchor Investor Portion) (the "**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 at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders, out of which a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1.0 million and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1.0 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Offer 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 Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of RIBs using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amounts 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 respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see "*Offer Procedure*" on page 375.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price or the Cap Price (determined and justified by our Company and Investor Selling Shareholders, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for the Offer Price*" on page 104) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 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 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 contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 27.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders severally, and not jointly, accepts responsibility for and confirms only the statements specifically made or undertaken by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholders, severally and not jointly, will assume any responsibility for any other statements, including, *inter alia*, any of the statements made by or relating to our Company or any other Selling Shareholder made in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 466.

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

BID/OFFER PROGRAMME

BID/OFFER OPENS ON	[●]*	BID/OFFER CLOSES ON	[●]**

* *Our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs 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.*

** *Our Company and the Investor Selling Shareholders, in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

This page is intentionally left blank

TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates, implies or requires, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policy unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Draft Red Herring Prospectus and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Basis for the Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Financial Statements", "Other Financial Information", "Outstanding Litigation and Other Material Developments", "Offer Procedure" and "Main Provisions of the Articles of Association" on pages 104, 107, 113,175, 214, 298, 342, 375 and 398 respectively, will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
our Company / the Company / the Issuer	BIBA Fashion Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 13th Floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram, Gurgaon, Haryana 122102
we / us / our	Unless the context otherwise indicates or implies, refers to our Company, our subsidiaries and our associate (to the extent applicable), on a consolidated basis

Company and Selling Shareholders' related terms

Term	Description
AoA / Articles of Association / Articles	The articles of association of our Company, as amended from time to time
Audit Committee	Audit committee of our Company, described in "*Our Management – Corporate Governance*" on page 194
Associate	Our associate, Anjuman Brand Designs Private Limited. For further details, see "*History and Certain Corporate Matters – Our Subsidiaries and Associate*" on page 183
Auditors / Statutory Auditors	The current statutory auditors of our Company, namely S. R. Batliboi & Co. LLP, Chartered Accountants
Board / Board of Directors	The board of directors of our Company, as constituted from time to time
Chief Financial Officer / CFO	Chief financial officer of our Company, namely Vikram Nagpal
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely Sachin Agarwal
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, described in "*Our Management – Corporate Governance*" on page 194
Corporate Promoters	The corporate promoters of our Company, namely Kaveri Tradex Private Limited and Dhanvan Impex LLP. For details, see "*Our Promoters and Promoter Group*" on page 206
Director(s)	The director(s) on our Board
Equity Shares	The equity shares of our Company bearing face value of ₹ 10 each
ESOP Scheme	BIBA Employees Stock Option plan 2018
Executive Director(s)	Executive director(s) of our Company
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see "*Our Group Companies*" on page 211
Highdell	Highdell Investment Ltd
Independent Chartered Accountant	APAS & Co. LLP, Chartered Accountants
Independent Director(s)	Non-executive, independent director(s) of our Company. For further details of our Independent Directors, see "*Our Management*" on page 188

Term	Description
Individual Promoters	The individual promoters of our Company, namely Siddharath Bindra, Meena Bindra, and Shradha Bindra. For details, see "*Our Promoters and Promoter Group*" on page 206
"Investor Selling Shareholders" and individually "Investor Selling Shareholder"	Highdell Investment Ltd and Faering Capital India Evolving Fund
IPO Committee	IPO committee of the board of directors of our Company, comprising of Siddharath Bindra and Anish Kumar Saraf
Key Managerial Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in "*Our Management – Key Managerial Personnel*" on page 202
Managing Director	The managing director of our Company, namely Siddharath Bindra
Materiality Policy	The materiality policy of our Company adopted by our Board on March 31, 2022 for identification of material (a) outstanding litigation proceedings; (b) group companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus
MoA / Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, described in "*Our Management – Corporate Governance*" on page 194
Non-Executive Director	Non-executive, non-independent director of our Company. For further details of our Non-Executive Director, see "*Our Management*" on page 188
Previous Statutory Auditors	The previous statutory auditors of our Company, Walker Chandiok & Co LLP, Chartered Accountants
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoters and Promoter Group*" on page 206
Promoter(s)	Collectively, the Individual Promoters and the Corporate Promoters
Promoter Selling Shareholder	Meena Bindra
Registered and Corporate Office	The registered and corporate office of our Company, situated at 13th Floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram, Gurgaon, Haryana 122102.
Restated Consolidated Summary Statements	The restated consolidated summary statements of our Company, together with its subsidiaries and associate comprising the restated consolidated summary statement of assets and liabilities as at December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the restated consolidated summary statement of profit and loss (including other comprehensive income), restated consolidated summary statement of cash flows, restated consolidated summary statements of changes in equity and the restated consolidated summary statement of significant accounting policies and other explanatory information for the nine months ended December 31, 2021 and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, and other explanatory information, prepared in terms of requirements of: a) Section 26 of Part I of Chapter III of the Companies Act, 2013, b) the SEBI ICDR Regulations c) the guidance note on reports in company prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended. The Restated Consolidated Summary Statements has been derived from respective audited financial statements as at and for the nine months period ended December 31, 2021 prepared in accordance with Ind AS 34 and audited financial statements as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS.
Risk Management Committee	The risk management committee of our Company, described in "*Our Management – Corporate Governance*" on page 194
RoC / Registrar of Companies	The Registrar of Companies, Delhi and Haryana at New Delhi
Selling Shareholders	Collectively, the Promoter Selling Shareholder and the Investor Selling Shareholders
SHA	Shareholders' agreement dated September 14, 2013 executed between Highdell Investment Ltd, Faering Capital India Evolving Fund, our Company and our Promoters, as amended by the amendment agreement dated April 11, 2022
Shareholders	The holders of the Equity Shares from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, described in "*Our Management – Corporate Governance*" on page 194
Subsidiaries	Our subsidiaries as on the date of this Draft Red Herring Prospectus are, IMA Clothing Private Limited and BIBA Apparels Trading L.L.C. For further details, see "*History and Certain Corporate Matters – Our Subsidiaries and Associate*" on page 183
Technopak	Technopak Advisors Private Limited
Technopak Report	Industry Report titled "*Industry Report on Women Indian Wear Retail in India*" dated March 28, 2022, which is exclusively prepared for the purpose of the Offer and issued by Technopak and is commissioned and paid for by our Company. Technopak was appointed

Term	Description
	on January 25, 2022. The Technopak Report will be available on the website of our Company at www.biba.in/investor-information until the Bid / Offer Closing Date.
Warburg Pincus Group	The investment funds (whether incorporated or not) that are managed or advised by Warburg Pincus LLC, provided that the portfolio companies of such investment funds shall not form part of the Warburg Pincus Group
Warburg Pincus LLC	A limited liability company organized under the laws of New York and whose registered office is situated at 450 Lexington Avenue, New York NY 10017, USA

Offer-related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment / Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Ambit	Ambit Private Limited
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which the Offered Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus, which will be decided by our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the Book Running Lead Managers during the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and Highdell in consultation with Faering Capital India Evolving Fund and the Book Running Lead Managers, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid / Offer Closing Date
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a Retail Individual Bidder Bidding through the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders , to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus

Term	Description
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Banks and Public Offer Account Bank(s)
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 375
Bid	An indication to make an offer during the Bid / Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "**Bidding**" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid / Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Haryana, where our Registered and Corporate Office is located). In case of any revisions, the extended Bid / Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers 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 , which shall also be notified by advertisement in the same newspapers where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Haryana, where our Registered and Corporate Office is located)
Bid / Offer Period	Except in relation to Anchor Investors, the period between the Bid / Offer Opening Date and the Bid / Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers 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, which shall also be notified by advertisement in the same newspapers where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers / BRLMs	The book running lead managers to the Offer namely, 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.

Term	Description
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and updated from time to time
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on / after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted including any revisions thereof
Cash Escrow and Sponsor Banks Agreement	Agreement to be entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, Syndicate Members and the Banker(s) to the Offer for *inter alia* the appointment of the Sponsor Banks in accordance with the UPI Circulars, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant(s) / CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the circular issued by SEBI bearing no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and as per the list available on the websites of BSE and NSE, as updated from time to time
Collecting Registrar and Share Transfer Agents / CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the UPI Circulars
Cut-off Price	Offer Price, finalised by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, which shall be any price within the Price Band Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs, including Anchor Investors, and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
DAM Capital	DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)*
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father / husband, investor status, occupation and bank account details and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of RIBs using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of the amounts blocked by the SCSBs in the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time

Term	Description
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus / DRHP	This draft red herring prospectus dated April 11, 2022 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible NRI(s)	NRI(s) eligible to invest under Schedule III and Schedule IV of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Equirus	Equirus Capital Private Limited
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit / NEFT / RTGS / NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members registered with SEBI as bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	The fresh issue component of the Offer comprising of an issuance by our Company of up to [●] Equity Shares at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 900.00 million Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of the Master Directions on "*Frauds – Classification and Reporting by commercial banks and select FIs*" dated July 1, 2016
General Information Document / GID	The General Information Document for investing in public issues prepared and issued by SEBI in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Managers
Gross Proceeds	The Offer proceeds from the Fresh Issue
HSBC	HSBC Securities and Capital Markets (India) Private Limited
JM Financial	JM Financial Limited
Minimum NIB Application Size	Bid Amount of more than ₹ 200,000
Mobile App	The mobile applications which may be used by RIBs to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 94
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidder / NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)

Term	Description
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, subject to the following and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1.0 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million. Provided that the unsubscribed portion in either of the sub-categories specified in (i) and (ii) above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer	The initial public offering of the Equity Shares of our Company by way of the Fresh Issue and the Offer for Sale Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR
Offer Agreement	The agreement dated April 11, 2022 amongst our Company, the Selling Shareholders and the Book Running Lead Managers pursuant to the SEBI ICDR Regulations
Offer for Sale	The offer for sale component of the Offer, comprising of an offer for sale of up to 27,762,010 Equity Shares aggregating up to ₹ [●] million pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus. For further information, see "*The Offer*" beginning on page 60
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 94
Offered Shares	The Equity Shares being offered for sale by the Selling Shareholders as part of the Offer comprising up to 3,751,885 Equity Shares by Meena Bindra, up to 18,423,875 Equity Shares by Highdell, and up to 5,586,250 Equity Shares by Faering Capital India Evolving Fund
Pre-IPO Placement	A pre-IPO placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 180.00 million, which may be undertaken by our Company at the discretion of our Company and Highdell, in consultation with the BRLMs, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, and will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Haryana, where our Registered and Corporate Office is located) at least two Working Days prior to the Bid / Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, will finalise the Offer Price

Term	Description
Promoters' Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of eighteen months from the date of Allotment
Prospectus	The prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	The 'no-lien' and 'non-interest bearing' bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Offer, consisting of up to [●] Equity Shares aggregating up to ₹ [●] million which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers / QIBs / QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus / RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Book Running Lead Managers and the Syndicate Members and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The agreement dated April 11, 2022 among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the websites of BSE and NSE, and the UPI Circulars
Registrar to the Offer / Registrar	Link Intime India Private Limited
Retail Individual Bidder(s) / RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their *karta* and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not more than 10% of the Offer consisting of up to [●] Equity Shares aggregating up to ₹ [●] million, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until Bid / Offer Closing Date

Term	Description
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time Retail Individual Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement to be entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by such Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Banks	The Bankers to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●], [●], [●] and [●]
Stock Exchanges	Collectively, BSE and NSE
Syndicate / members of the Syndicate	The Book Running Lead Managers and the Syndicate Members
Syndicate Agreement	Agreement to be entered into among our Company, the Selling Shareholders, the Book Running Lead Managers and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter namely, [●]
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	Agreement to be entered into among the Underwriters, our Company and the Selling Shareholders on or after the Pricing Date, but prior to filing of the Prospectus
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI

Term	Description
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI Mobile App and by way of a SMS directing the RIB to such UPI Mobile App) to the RIB initiated by the Sponsor Banks to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment. In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
UPI Mechanism	The mechanism that may be used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
UPI Streamlining Circular	SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid / Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with respect to the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI from time to time

Conventional and general terms and abbreviations

Term	Description
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered under the SEBI AIF Regulations
AS	Accounting standards issued by the Institute of Chartered Accountants of India, as notified from time to time
BSE	BSE Limited
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
CAGR	Compound Annual Growth Rate
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
COVID-19	The novel coronavirus disease, which is an infectious disease caused by a newly discovered coronavirus strain that was discovered in 2019 resulting in the World Health Organization declaring a public health emergency of international concern on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility
Demat	Dematerialised

Term	Description
Depositories	NSDL and CDSL, collectively
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's identity number
DPIIT	The Department for Promotion of Industry and Internal Trade (earlier known as Department of Industrial Policy and Promotion)
EPS	Earnings per share
Euro	Euro, the official currency of the European Union
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FDI Policy	The consolidated FDI Policy effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year, unless stated otherwise
FIR	First information report
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
FIPB	The erstwhile Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government / Central Government	Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards as issued by the International Accounting Standards Board
Income Tax Act	Income Tax Act, 1961
Ind AS / Indian Accounting Standards	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS 24	Indian Accounting Standard 24, notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with IAS Rules
IGAAP / Indian GAAP / GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended) and the Companies (Accounts) Rules, 2014, as amended
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
IPO	Initial public offer
INR / Rupee / ₹ / Rs.	Indian Rupee, the official currency of the Republic of India
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian standard time
IT	Information Technology
IT Act	The Income Tax Act, 1961
KYC	Know Your Customer
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, Government of India
MoU	Memorandum of Understanding
MSME	Micro, small and medium enterprises
Mn or mn	Million
N.A. or NA	Not applicable
NAV	Net asset value

Term	Description
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Company
NCLT	National Company Law Tribunal
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI or Non-Resident Indian	Non-Resident Indian
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
PAN	Permanent account number
RBI	Reserve Bank of India
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SBEB Regulations 2021	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities And Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
U.S.A/ U.S. / United States	The United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia
U.S. Securities Act	United States Securities Act of 1933
VCF	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

Technical / industry-related terms

Term	Description
B2B	Business-to-Business
B2C	Business-to-Consumer
CAGR	Compound annual growth rate
CSR	Corporate Social Responsibility
EBOs	Exclusive brand outlets of a brand or company
ERP	Enterprise Resource Planning
Generation Z	Demographic cohort succeeding millennials and preceding Generation Alpha, with birth years starting in the mid-to-late 1990s and ending in the early 2010s
Indian wear	Consists of daily ethnic wear and Indian occasion wear. Comprises apparel such as *lehengas*, *salwar kameez dupattas*, *sarees* and stitched suits
LFSs	Large format stores
MBOs	Multi-brand outlets
Metro	Certain cities in India with a population of over five million, i.e. Delhi/NCR and Greater

Term	Description
	Mumbai
Millennials	Demographic cohort succeeding Generation X and preceding Generation Z, with birth years starting in the 1980s and ending in the mid-1990s
Same Store Sales Growth	Represents the period-over-period percentage change in net revenue from operations of all stores which are operational for more than 12 months for the reported financial year
SKU	Stock-keeping unit
Shop-in-Shop	An arrangement where a separate retail space is allocated in stores for retailing a brand's products
Tier I Cities	Cities with a population in the range of one to five million
Tier II Cities	Cities with a population in the range of 0.3 to one million
Tier III Cities	Cities with a population of less than 0.3 million
Top 2 Cities	Delhi NCR & Mumbai
Next 6 Cities	Bengaluru, Kolkata, Chennai, Hyderabad, Ahmedabad and Pune

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "US", the "U.S.", the "USA", or the "United States" are to the United States of America, together with its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**").

Unless indicated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from our Restated Consolidated Summary Statements. The restated consolidated summary statements of our Company, together with its subsidiaries and associate comprising the restated consolidated summary statement of assets and liabilities as at December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the restated consolidated summary statement of profit and loss (including other comprehensive income), restated consolidated summary statement of cash flows, restated consolidated summary statements of changes in equity and the restated consolidated summary statement of significant accounting policies and other explanatory information for the nine months ended December 31, 2021 and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, and other explanatory information, prepared in terms of requirements of: a) Section 26 of Part I of Chapter III of the Companies Act, 2013, b) the SEBI ICDR Regulations c) the guidance note on reports in company prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended. The Restated Consolidated Summary Statements have been derived from respective audited financial statements as at and for nine months period ended December 31, 2021 prepared in accordance with Ind AS 34 and audited financial statements as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS. The audited consolidated financial statements as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 were audited by the Previous Statutory Auditors.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. In addition, we have included certain information as at / for the nine months ended December 31, 2021 which may not be indicative of our future performance and may not be comparable with annual financial information included herein.

Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

For further information on our Company's financial information, see "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 214 and 302.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

There are significant differences between Ind AS, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as U.S. GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.*" on page 54. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Non-GAAP financial measures

Certain non-GAAP measures such as EBITDA, EBITDA Margin, Return on Capital Employed, Net Worth, Return on Net Worth, Net asset value per share, CAGR and net profit / (loss) after tax margin ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardised term and, therefore, a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because these are widely used measures to evaluate a company's operating performance. See "*Risk Factors – We have presented certain supplemental information of our performance and liquidity which is not prepared under or required by Ind AS.*" on page 47. Accordingly, investment decisions should not be based solely on such information.

Industry and market data

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained or derived from a report titled "*Industry Report on Women Indian Wear Retail in India*" dated March 28, 2022, which is exclusively prepared for the purpose of the Offer and issued by Technopak and is commissioned and paid for by our Company. Technopak was appointed on January 25, 2022. The Technopak Report will be available on the website of our Company at www.biba.in/investor-information until the Bid / Offer Closing Date. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The data used in these sources may also have been reclassified by us for the purposes of presentation and may also not be comparable. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – This Draft Red Herring Prospectus contains information derived from third parties and extracted from an industry report prepared by an independent third-*

party research agency, Technopak, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer." on page 48.

Unless the context otherwise indicates, any percentage amounts as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditional and Results of Operations*" on pages 27, 153 and 302 respectively, and elsewhere in this Draft Red Herring Prospectus, except for certain operational metrics, have been calculated on the basis of amounts based on or derived from our Restated Consolidated Summary Statements.

In accordance with the SEBI ICDR Regulations, the section titled "*Basis for the Offer Price*" on page 104, includes information relating to our peer group companies.

Disclaimer of Technopak

This Draft Red Herring Prospectus contains data and statistics from the Technopak Report, which is subject to the following disclaimer:

Disclaimer:

*"This information package is distributed by Technopak Advisors Private Limited (hereinafter "**Technopak**") on a strictly private and confidential and on 'need to know' basis exclusively to the intended recipient. This information package and the information and projections contained herein may not be disclosed, reproduced or used in whole or in part for any purpose or furnished to any other person(s) without our written consent. The person(s) who is/are in possession of this information package or may come in possession at a later day hereby undertake(s) to observe the restrictions contained herein.*

Only leading players are profiled and benchmarked for the purpose of the report and does not necessarily cover all types of players.

The information contained herein is of a general nature and is not intended to address the facts and figures of any particular individual or entity. The content provided here treats the subjects covered here in condensed form. It is intended to provide a general guide to the subject matter and should not be relied on as a basis for business decisions. No one should act upon such information without taking appropriate additional professional advice and/or thorough examination of the particular situation. This information package is distributed by Technopak and its directors , employees, agents and consultants shall have no liability (including liability to any person by reason of negligence or negligent misstatement) for any statements, opinions, information or matters (expressed or implied) arising out of, contained in or derived from, or of any omissions from the information package and any liability whatsoever for any direct, indirect, consequential or other loss arising from any use of this information package and/or further communication in relation to this information package. "

Currency and Units of Presentation

All references to:

- '**Rupees**' or '**₹**' or '**Rs.**' Are to Indian Rupees, the official currency of the Republic of India.
- '**U.S.$**', '**U.S. Dollar**', '**USD**' or '**$**' are to United States Dollars, the official currency of the United States of America.
- '**AED**' is to United Arab Emirates dirham, the official currency of the United Arab Emirates.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in million. In this regard, please note: (a) One million is equal to 1,000,000/10 lakhs; and (b) 10 million is equal to 10,000,000/100 lakhs/ one crore. Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of USD into Indian Rupees for the periods indicated are provided below:

(in ₹)

Currency	Exchange Rate as on			
	March 29, 2019[1]	March 31, 2020	March 31, 2021	December 31, 2021
1 USD	69.17	75.39	73.50	74.30

Source: RBI / Financial Benchmark India Private Limited

[1] *Exchange rate as on March 29, 2019, as RBI reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and a Saturday, respectively. Exchange rate is rounded off to two decimal places.*

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "shall", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "seek to", "will" "will achieve", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, current plans, estimates and expectations, which in turn are based on currently available information.

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. Actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater to, and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and / or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- concentration of our business on women's Indian wear apparel and its vulnerability to variations in demand and changes in consumer preferences;
- dependency on the strength of our key brands, and any failure to maintain or grow sales of our products could adversely affect our business;
- uncertainty of the impact of the COVID-19 pandemic or any future pandemic or widespread public health emergency;
- If any new products that we launch are not as successful as we anticipate, our business, results of operations and financial condition may be adversely affected;
- cost of the stores opened by our Company across regions being indicative of the market capitalization of our Company after the Offer as the basis are independent of each other;
- our reliance on outsourcing of our production processes and activities to third-parties, without exclusivity arrangements; and
- inability to identify and retain skilled third-party suppliers, vendors and manufacturers for various parts of our production or procurement processes.

For a further discussion of factors that could cause our actual results to differ from our estimates and expectations, see "*Risk Factors*" on page 27.

Neither our Company, nor our Directors, nor the Selling Shareholders, nor the Book Running Lead Managers, nor any Syndicate Member, nor any of their respective affiliates or associates have any obligation to, and do not intend to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Offer for Sale from the date of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

In accordance with the SEBI ICDR Regulations, each Selling Shareholder severally and not jointly will ensure that Bidders in India are informed of material developments in relation to statements and undertakings specifically made (severally and not jointly) by the respective Selling Shareholders in relation to itself or its respective portion of the Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Selling Shareholders, as the case may be, in this Draft Red Herring Prospectus shall, severally and not jointly, deemed to be statements and undertakings made by such Selling Shareholders.

SECTION II – SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "Risk Factors", "The Offer", "Capital Structure", "Our Business", "Industry Overview", "Our Promoters and Promoter Group", "Objects of the Offer", "Financial Statements", "Management's Discussions and Analysis of Financial Position and Results of Operations", "Offer Structure" and "Outstanding Litigation and Other Material Developments" on pages 27, 60, 76, 153, 113, 206, 94, 214, 302, 372 and 342 respectively.

Primary business of our Company

We are one of India's largest consumer lifestyle brands with a leading position in the women's Indian wear category in terms of market share (Source: *Technopak Report*). Launched in 1986, our flagship brand 'BIBA' is a 'category creator' in the women's Indian wear segment, benefiting from a rich legacy, leading market position across the category and an industry-leading online presence (Source: *Technopak Report*). We develop, design, source, market and sell a wide portfolio of Indian wear for women and girls across our multiple brands, catering to almost all of a woman's Indian wear needs and also offer consumers a range of products across jewellery, footwear, wallets and fragrances.

Summary of the industry in which our Company operates

According to the Technopak Report, the women's apparel market in India was estimated at US$ 21.8 billion, or 36%, of the total apparel market in India, as of financial year 2020, and is expected to outgrow other major market segments, such as menswear and kidswear, and is expected to reach US$ 33.8 billion by financial year 2025. Within the women's apparel market, women's Indian wear is the dominant segment and the preferred form of dress for approximately 71% of the market, as of financial year 2020. The market is shifting rapidly towards branded and organised offerings.

Name of the Promoters

Our Promoters are Siddharath Bindra, Meena Bindra, Shradha Bindra, Kaveri Tradex Private Limited and Dhanvan Impex LLP. For further details, see "*Our Promoters and Promoter Group*" on page 206.

The Offer

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" on pages 60 and 372, respectively.

Offer[(1)]	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to [●] million
of which	
(i) Fresh Issue[(1)^]	Up to [●] Equity Shares aggregating up to ₹ 900.00 million
(ii) Offer for Sale[(2)]	Up to 27,762,010 Equity Shares by the Selling Shareholders aggregating up to ₹ [●] million comprising up to 3,751,885 Equity Shares aggregating up to ₹ [●] million by Meena Bindra, up to 18,423,875 Equity Shares aggregating up to ₹ [●] million by Highdell Investment Ltd, and up to 5,586,250 Equity Shares aggregating up to ₹ [●] million by Faering Capital India Evolving Fund

(1) *The Offer has been authorized by a resolution of our Board dated March 31, 2022 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated April 7, 2022. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on March 31, 2022.*

(2) *The Equity Shares being offered by each of the Selling Shareholders, severally and not jointly, are eligible for being offered for sale as part of the Offer in terms of the Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders, severally and not jointly, has authorized the sale of its respective portion of the Offered Shares in the Offer for Sale. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully- diluted basis) and (ii) Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully- diluted basis). For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 350.*

^ Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 180.00 million. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

The Offer shall constitute [●]% of the post Offer paid up Equity Share capital of our Company.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

(in ₹ million)

Objects	Amount*
Repayment and / or prepayment of certain borrowings availed by our Company	700.00
General corporate purposes*	[●]
Net Proceeds*	[●]

** To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds. Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Offer.*

For further details, see "*Objects of the Offer*" on page 94.

Aggregate pre-Offer shareholding of our Promoters, Promoter Group and the Selling Shareholders

The aggregate pre-Offer shareholding of our Promoters, Promoter Group and Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

S. No.	Name of Shareholder	No. of Equity Shares	% of total pre-Offer paid up Equity Share capital
Promoters			
1.	Siddharath Bindra	56,501,213	45.18
2.	Dhanvan Impex LLP	10,000,000	8.00
3.	Meena Bindra*	6,478,633	5.18
4.	Kaveri Tradex Private Limited	4,236,737	3.39
5.	Shradha Bindra	3,750,000	3.00
Selling Shareholders (other than our Promoters)			
6.	Highdell Investment Ltd	36,847,750	29.46
7.	Faering Capital India Evolving Fund	5,586,250	4.47
Total		**123,400,583**	**98.68**

** Also a Promoter Selling Shareholder*

Summary derived from the Restated Consolidated Summary Statements

The following information has been derived from our Restated Consolidated Summary Statements for the last three Fiscals and the nine months ended December 31, 2021:

(₹ in million, except per share data)

Particulars	As at and for the Fiscal ended			As at and for the nine months ended
	March 31, 2019	March 31, 2020	March 31, 2021	December 31, 2021
Equity Share capital	1,197.30	1,197.30	1,250.63	1,250.63
Net Worth (in ₹)(1)	2,868.36	2,879.42	3,161.40	3,345.76
Revenue from operations	7,294.05	7,572.08	5,258.20	4,876.84
Profit / (loss) for the period / year	202.43	89.09	(118.40)	182.41
Basic earnings per share (in ₹)(2)	1.69	0.74	(0.96)	1.46*
Diluted earnings per share (in ₹)(3)	1.69	0.74	(0.96)	1.46*
Net Asset Value per Share (in ₹)(4)	23.96	24.05	25.28	26.75
Total Borrowings(5)	1,034.47	1,441.60	1,097.81	700.70

(1) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves

created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2019, 2020 and 2021. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.
(2) Basic earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of equity shares outstanding during the year/period.
(3) Diluted earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of diluted equity shares outstanding during the year/period
(4) Net Asset Value per Share = Restated Equity attributable to equity holders of the parent as at year/period end divided by total number of Equity Shares outstanding at the end of the year/period
(5) Total Borrowings = Non current borrowings + current borrowings
** Not annualised*

For further details see "*Financial Statements*", "*Other Financial Information*" and "*Basis for the Offer Price*" on pages 214, 298 and 104, respectively.

Auditor qualifications

There are no auditor qualifications which have not been given effect to in the Restated Consolidated Summary Statements.

Summary of Outstanding litigation

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Other Material Developments*" in terms of the SEBI ICDR Regulations is provided below:

For further details, see "*Outstanding Litigation and Other Material Developments*" on page 342.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate amount involved* (₹ in million)
Company						
By the Company	6	NA	NA	NA	1	107.38
Against the Company	2	25	Nil	NA	2	138.86
Directors						
By the Directors	Nil	NA	NA	NA	Nil	NA
Against the Directors	2	Nil	Nil	NA	Nil	NA
Promoters**						
By the Promoters	Nil	Nil	Nil	Nil	Nil	NA
Against the Promoters	1	Nil	Nil	Nil	Nil	NA
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	NA	Nil	NA
Against the Subsidiaries	Nil	Nil	Nil	NA	Nil	NA

To the extent quantifiable. As on the date of this Draft Red Herring Prospectus, the outstanding litigation involves one of our Promoters who is also a Director.*

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any Group Company which will have a material impact on our Company.

Risk factors

Specific attention of the Bidders is invited to "*Risk Factors*" on page 27 to have an informed view before making an investment decision.

Summary of contingent liabilities

The details of the contingent liabilities (as per Ind AS 37) of our Company as on December 31, 2021 derived from the Restated Consolidated Summary Statements are set forth below:

Particulars	As at December 31, 2021 (in ₹ million)
Claims against the group not acknowledged as debts in respect of:	
Income Tax	
Pending before Income Tax Appellate Tribunal	2.32
Pending before Commissioner of Income tax (appeals)	7.29
Pending before Commissioner of Income tax (appeals)	23.81
Value added tax / CST / Entry tax / Local body tax	
Pending before Commissioner of West Bengal VAT	14.23
Pending before Commissioner of Bihar VAT	1.25
Pending before Commissioner of Delhi VAT	5.17
Pending before Assessing Officer of Haryana VAT	4.72
Pending before Assessing Officer of Rajasthan VAT	0.14
Pending before Assessing Officer of Tamil Nadu VAT	0.63
Pending before Municipal Commissioner of Thane, Maharashtra	0.46
Pending before Commissioner of Uttar Pradesh VAT	5.49

For further details of our contingent liabilities (as per Ind AS 37) as at December 31, 2021, see "*Financial Statements – Restated Consolidated Summary Statements – Note 51: Contingent Liabilities*" on page 287.

Summary of related party transactions

A summary of the related party transactions in Fiscals 2019, 2020 and 2021 and the nine months ended December 31, 2021 as per Ind AS 24 – Related Party Disclosures, derived from our Restated Consolidated Summary Statements, is detailed below:

(₹ in million)

Particulars	Year ended			Nine months ended December 31, 2021
	March 31, 2019	March 31, 2020	March 31, 2021	
A) Key managerial personnel				
Meena Bindra				
Remuneration (refer note (a))	7.50	6.66	4.78	7.01
Loans taken	-	107.00	13.00	-
Interest on loan given	-	2.15	1.57	-
Loan repaid	-	62.00	58.00	-
Dividend paid	6.92	1.29	-	-
Receipt against issue of shares	-	-	70.00	-
Siddharath Bindra				
Remuneration (refer note (a))	31.88	26.95	11.08	26.22
Rent paid	-	-	0.50	0.90
Loans taken	-	5.00	-	-
Interest on loan given	-	0.11	-	-
Loan repaid	-	5.00	-	-
Dividend paid	29.29	5.46	-	-
Receipt against issue of shares	-	-	30.00	-
Vikram Nagpal				
Remuneration (refer note (a))	-	-	3.49	6.76
Sandeep Dattaram Deshpande				
Remuneration (refer note (a))	-	2.38	2.86	-
Darpan Vashisht				
Remuneration (refer note (a))	8.06	7.30	-	-
Sachin Agarwal				
Remuneration (refer note (a))	-	2.38	3.16	3.23
Manu Grover				
Remuneration (refer note (a))	2.61	0.97	-	-
B) Relatives of key managerial personnel				
Shradha Bindra				
Remuneration	4.50	3.47	5.18	3.38
Dividend paid	2.21	0.41	-	-
C) Associate Company				

(₹ in million)

Particulars	Year ended			Nine months ended December 31, 2021
	March 31, 2019	March 31, 2020	March 31, 2021	
Anjuman Brand Designs Private Limited				
Design fee	-	0.25	-	-
Purchase of samples	0.16	1.20	-	0.06
Consultancy fee received	-	1.00	-	-
D) Enterprises over which Key managerial personnel of the Company and their relatives have significant influence				
Meena Agritech Private Limited				
Rent paid	4.80	3.20	-	-
E) Enterprises that exercise significant influence				
Highdell Investment Ltd				
Receipt against issue of shares	-	-	300.00	-

Note (a) Breakup for key management personnel's compensation in the following categories

(₹ in million)

Particulars	Year ended			Nine months ended December 31, 2021
	March 31, 2019	March 31, 2020	March 31, 2021	
Short-term employee benefits	48.56	45.28	24.19	41.77
Post-employment benefits*#	1.48	1.36	1.17	1.45
Total	**50.04**	**46.64**	**25.36**	**43.22**

** excludes provision for future liability in respect of gratuity which is based on actuarial valuation done for the Group as a whole*
 # includes provident fund.

The following are the details of the transactions eliminated on consolidation as per Ind AS 24 read with SEBI ICDR Regulations during the nine months ended December 31, 2021 and Fiscals 2021, 2020 and 2019:

(₹ in million)

Particulars	Year ended			Nine months ended December 31, 2021
	March 31, 2019	March 31, 2020	March 31, 2021	
Transaction by the Holding Company with other Group Companies				
The following transaction were carried out with related parties in the ordinary course of business				
A) Subsidiary Company				
IMA Clothing Private Limited				
Loan given	20.27	1.22	0.25	0.16
Interest on loan given	6.77	-	-	-
BIBA Apparels Trading LLC				
Revenue	-	-	-	12.33
Investments made	-	-	-	2.02
Advances given	-	-	-	43.04

** Our company has recorded provision for doubtful advances amounting to ₹ 0.16 million (31 March 2021: ₹ 0.25 million. 31 March 2020: ₹ 57.79 million and 31 March 2019: Nil) and provision for diminution in value of investment amounting to ₹ Nil (31 March 2021: ₹ 17.00 million, 31 March 2020: ₹ 10.00 million and 31 March 2019: Nil) made in subsidiary company.*

For further details, see *"Other Financial Information – Related Party Transactions"* on page 300.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which specified securities were acquired by the Promoters and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which Equity Shares were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name	Number of Equity Shares	Weighted average price at which specified securities were acquired (in ₹) #
Promoters			
1.	Siddharath Bindra	6,451,713	2.30
2.	Meena Bindra*	70,000	142.50
3.	Dhanvan Impex LLP	Nil	NA
4.	Kaveri Tradex Private Limited	Nil	NA
5.	Shradha Bindra	Nil	NA
Selling Shareholders (other than the Promoter Selling Shareholder)			
6.	Highdell Investment Ltd	Nil	NA
7.	Faering Capital India Evolving Fund	Nil	NA

** Also a Promoter Selling Shareholder*

 # As certified by the Independent Chartered Accountant by way of their certificate dated April 11, 2022.

Details of price at which specified securities were acquired by our Promoters, Promoter Group, Selling Shareholders and Shareholders with nominee director or other rights in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, Promoter Group, Selling Shareholders and Shareholders with nominee director or other rights. The details of the price at which these acquisitions were undertaken are stated below:

S. No.	Name of the acquirer/shareholder	Date of acquisition of equity shares	Number of equity shares acquired	Face value of equity share on the date of acquisition(₹)	Acquisition price per equity share# (in ₹)
Promoters					
1.	Siddharath Bindra	July 30, 2020	400,000	10	75.00
		September 14, 2021	198,263	10	75.00
		March 17, 2022	6,253,450	10	Nil
2.	Meena Bindra*	July 30, 2020	933,333	10	75.00
		June 28, 2021	70,000	10	142.50
Selling Shareholders (Other than Promoter Selling Shareholder)					
3.	Highdell Investment Ltd**	July 30, 2020	4,000,000	10	75.00

** Also a Promoter Selling Shareholder*

*** Shareholders with nominee director or other rights*

 # As certified by the Independent Chartered Accountant by way of their certificate dated April 11, 2022.

Average cost of acquisition by our Promoters and Selling Shareholders

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders as at the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹) #
Promoters			
1.	Siddharath Bindra	56,501,213	3.68
2.	Dhanvan Impex LLP	10,000,000	0.40
3.	Meena Bindra*	6,478,633	6.49
4.	Kaveri Tradex Private Limited	4,236,737	9.78
5.	Shradha Bindra	3,750,000	0.40
Selling Shareholders (other than the Promoter Selling Shareholder)			
6.	Highdell Investment Ltd	36,847,750	80.33
7.	Faering Capital India Evolving Fund	5,586,250	89.50

 # As certified by the Independent Chartered Accountant by way of their certificate dated April 11, 2022.

** Also a Promoter Selling Shareholder*

For further details of the average cost of acquisition of our Promoters, see "*Capital Structure – Build-up of the Promoters' shareholding in our Company*" on page 85.

Details of pre-IPO placement

Our Company and Highdell, in consultation with the BRLMs, may consider a pre-IPO placement of up to [●] Equity Shares for cash consideration aggregating up to ₹ 180.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash, in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has, vide an application dated April 11, 2022 under Regulation 300 of the SEBI ICDR Regulations submitted to SEBI, sought an exemption from considering and disclosing (i) Sanjay Bindra and Sudhir Kumar Gupta ("**Relevant Persons**"), (ii) any body corporate in which the Relevant Persons, or any Hindu undivided family or firm where any of the Relevant Persons is a member, hold 20% or more of the equity share capital, (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital, (iv) any Hindu undivided family or firm in which the Relevant Persons may individually or in the aggregate, or together with our Promoters, hold 20% or more of the total capital in accordance with the SEBI ICDR Regulations, as members of the 'promoter group' of the Company.

SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares of the Company.

If any or some combination of the following risks actually occur, our business, prospects, cash flows, financial condition and results of operations could suffer, the trading price of the Equity Shares of the Company could decline and prospective investors may lose all or part of their investment. Investors in the Equity Shares of the Company should pay particular attention to the fact that we are subject to regulations that may differ from one jurisdiction to other.

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with the sections "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" beginning on pages 183, 302 and 214, respectively. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Offer, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the consequences to them of an investment in the Equity Shares of the Company.

This Draft Red Herring Prospectus also contains forward-looking statements, which refer to future events that involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See "Forward-Looking Statements" on page 18. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless otherwise stated and unless the context otherwise requires, the financial information used in this section is based on the Restated Consolidated Summary Statements.

Unless otherwise indicated, industry and market data used in this section has been derived and excerpted from the Industry Report titled "Industry Report on Women Indian Wear Retail in India" (the "Technopak Report") prepared and released by Technopak Advisors Private Limited on March 28 2022, who we appointed on January 25, 2022 and which was paid for by us for the purposes of understanding the industry exclusively in connection with the Offer. The Technopak Report forms part of the material contracts for inspection, and is accessible on the website of our Company at: http://www.biba.in/investor-information. There are no material parts, data or information, that have been left out or changed in any material manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant financial year.

Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Financial information for the nine months ended December 31, 2021 is not indicative of full year results of operations and is not comparable with the annual financial statements presented in this Draft Red Herring Prospectus.

INTERNAL RISK FACTORS

Risk Related to Our Business

1. ***Our business is highly concentrated on women's Indian wear apparel and vulnerable to variations in demand and changes in consumer preferences, which could have an adverse effect on our business, results of operations and financial condition.***

   Our business is currently highly concentrated on a single product category – women's Indian wear apparel. Our sales of women's Indian apparel are dependent on a number of factors, and may decline as a result of increased competition, regulatory action, pricing pressures or fluctuations in the demand for or supply of our products and other factors outside our control. In particular, our business is vulnerable to rapidly-changing customer preferences. Our results of operations are dependent on our ability to attract customers by anticipating, gauging and responding to such changes in customer preferences, and design new apparels and accessories or modify our existing products in line with changes in fashion trends as well as customer demands and preferences. The number of customers demanding Indian wear apparel may not continue to increase, or our customers may not consider our Indian wear apparel preferable to the alternatives. In the longer term, consumer attitudes towards Indian wear apparel, may change, such as the younger generations of people in India becoming less likely to purchase and wear Indian apparel, leading to decreased demand for our products. If we are unable to anticipate, gauge and respond to changing customer preferences or fashion trends, or if we are unable to adapt to such changes by modifying our existing products or launch new products on a timely basis, we may lose or fail to attract customers. A decline in demand for our products or a misjudgement on our part could lead to increased market acceptance of our competitors' products or may result in the substitution of our products in the market, which could lead to us having lower sales and excess inventories. This may render us unable to support new growth platforms and cause a decline in our revenues and profits, which would adversely affect our business, results of operations, financial condition and cash flows.

2. Our business prospects depend on the strength of our key brands, and any failure to maintain or grow sales of our products could adversely affect our business.

We develop, design, source, market and sell a wide portfolio of Indian wear for women and girls across multiple brands, namely our flagship brand, BIBA, our value fashion brand, Rangriti, and our range, BIBA by Rohit Bal. Our brand names, images and recognition are key factors in customers' decision-making of purchasing our products, and thus are critical to maintaining and expanding our customer base. We have leveraged the strength and image of our brands to grow and scale our operations See "*Our Business – Our Brands*" on page 157.

With our BIBA and Rangriti brands catering to the demand of both premium and value offerings of women's Indian wear apparel market and operating each brand within the same network, we are able to up-sell and cross-sell products of our BIBA and Rangriti' brands through our existing retail channels. We cannot assure you that we will be able to successfully maintain or enhance the recognition and reputation of any of our brands and any inability to do so may adversely affect our business and competitiveness.

Among our existing brands, a significant portion of our revenue from operations is derived from the sale of products under our BIBA brand. The revenue from our BIBA brand contributed to ₹6,429.68 million, ₹6,662.01 million, ₹4,625.51 million and ₹4,318.85 million, representing 88.15%, 87.98%, 87.97% and 88.56% of our revenue for the Financial Years 2019, 2020 and 2021 and for the nine months ended December 31, 2021, respectively. Additionally, we rely on the strong brand recall and established presence of our BIBA brand to introduce our customers to our emerging brands such as luxury occasion wear tied up with acclaimed designer Rohit Bal. While our other brands have experienced growth, if the brand image, reputation or brand recall of our BIBA or Rangriti brands weakens, or our BIBA or Rangriti brands experience reduced sales for any reason, including the aforementioned risks, our business and results of operations may be adversely affected.

We intend to continue to enhance the brand recall of our apparel and accessories through the expansion of our footprint of our EBOs, LFSs, MBOs and e-commerce platforms, as well as the use of targeted marketing initiatives such as digital and social media marketing campaigns, television, Bollywood merchandising, advertisements in multiplexes, billboards and live events. Our marketing strategies rely on subtle, underlying core messages based on shared values and are focused on traditional Indian values and cultures. Our messages are contained in distinctive marketing, advertising and customer engagement initiatives. Many factors, some of which are beyond our control, are important in maintaining and enhancing our brand recall, including maintaining or improving customer satisfaction and the popularity of our products and increasing brand awareness through brand building initiatives, especially with respect to our emerging brands, the new products we launch or in geographic markets where we intend to expand our operations. Maintaining and enhancing our brands may require us to make substantial investments and incur substantial expenses in many areas including product design, marketing, advertising, e-commerce, community relations and employee training. For financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our advertisement expenses amounted to ₹294.63 million, ₹294.84 million, ₹220.21 million and ₹275.61 million, respectively, amounting to 4.04%, 3.89%, 4.19%, and 5.65% of our revenue from operations, respectively.

Our investments in marketing our brands may not be successful, and our results of operations would also suffer if such investments and initiatives are not appropriately timed with market opportunities or are not effectively brought to market. We anticipate that, as our business continues to expand through entering new markets and launching new designs and apparels, and as the market becomes increasingly competitive, maintaining and enhancing our brands may continue to take significant effort and be a significant cost for us. Consumers in new markets may be less compelled by our brand image as compared to consumers in our existing markets, and thus may be less willing to purchase our products. If our marketing initiatives fail to yield the intended results, or we fail to maintain or enhance our brand recognition and reputation or increase positive awareness of our products, or the quality of our products declines, our business and prospects may be adversely affected.

Our brands may also be adversely affected if our public image or reputation is tarnished by negative publicity. In addition, ineffective marketing, product diversion, without our knowledge, to unauthorized distribution channels, product defects, counterfeit products, unfair labour practices, failure to protect the intellectual property rights in our brand and other factors may threaten the strength of our brands and could rapidly and severely diminish consumer confidence in us. Maintaining and enhancing our brands will depend largely on our ability to retain our leadership position in the women's Indian wear market, and that our range of products is of a high quality. We cannot assure you that the quality of our products will be maintained or enhanced. While we have established quality control policies for our EBOs, LFSs, MBOs and e-commerce platforms, but as the franchisee-owned EBOs are operated by franchisees and third-parties, we have limited control over our franchisee-owned EBOs, their actions and practices. Although there have been no specific instances in the past, if these franchisees or third-parties fail to perform their obligations under their relevant agreements with us, take inappropriate, uncivil or other actions damaging our brand and reputation, deal improperly with customers or fail to comply with our policies and procedures and relevant laws and regulations with respect to the operations of the stores, this could adversely affect our business and results of operations.

3. ***The COVID-19 pandemic or any future pandemic or widespread public health emergency is uncertain, cannot be predicted and could adversely affect our business, results of operations, financial condition and cash flows.***

Our business and operations could be adversely affected by health epidemics, including the ongoing COVID-19 pandemic, which affects the markets and communities in which we, our franchisees and suppliers operate, and our customers are located. Since first being reported in December 2019, the outbreak of COVID-19 has spread globally and the virus has mutated several times, though the vaccines developed have generally reduced infection rates and fatalities.

The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for the financial year 2021 downwards in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the COVID-19 pandemic will cause a prolonged global economic crisis or recession. The global impact of the COVID-19 pandemic has been evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate physically, among many others. The COVID-19 pandemic, including the spread of the delta variant and omicron variant, in India and internationally, has affected and may continue to affect our business, results of operations and financial condition in a number of ways. As a result of the detection of new strains of virus, such as the delta variant and the omicron variant, and subsequent waves of COVID-19 infections in several states in India and various parts of the world, we may be subject to further lockdowns or other restrictions, which may adversely affect our business operations. The continued spread of COVID-19 may also result in labour shortages and increased expenses as we undertake additional precautions in the operation of our business.

On March 14, 2020, India declared COVID-19 as a "notified disaster" for the purposes of the Disaster Management Act, 2005 and imposed a nationwide lockdown from March 25, 2020, which has also impacted business activities across the industry in which we operate. During that period, we took various precautionary measures to protect our employees and their families from COVID-19. The nationwide lockdown lasted until May 31, 2020 and has since been extended periodically in varying degrees by state governments and local administrations. The lifting of the lockdowns across various regions had been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices. Similarly, we resumed our business activities on a gradual basis in line with the prevailing guidelines issued by the governmental authorities at that time. From March 2021 onwards, due to a "second wave" of increases in the number of daily COVID-19 cases, several state governments in India re-imposed lockdowns, curfews and other restrictions to curb the spread of the virus. This "second wave" and its associated lockdowns have affected us in terms of reducing our sales, revenues and store expansion plans, as well as disrupting our supply chains. We have monitored and are monitoring the situation closely and operating our activities with the required workforce as permitted by governmental authorities from time to time.

The spread of COVID-19 has caused us to modify our business practices, including changes to employee travel arrangements and work locations, cancellation of physical participation in meetings, events and conferences, which poses new challenges to our operations which require us to address, such as cybersecurity risks associated with working from home. We also incurred and may continue to incur additional expenses in complying with evolving government regulations and measures, such as social distancing measures and sanitization practices.

While our operations had significantly slowed down during early 2020 and we have almost resumed to full normalcy with requisite precautions, the actual impact of COVID-19 pandemic on our financial condition remains uncertain and is dependent on spread of COVID-19 and steps taken by the Government to mitigate the economic impact and may differ from our estimates. For instance, we witnessed a 48.79% drop in offline sales between financial years 2020 and 2021, and recorded a loss for the year of ₹ 118.40 million in Fiscal 2021 on account of the impact of COVID-19 on our operations, among others. However, we have since seen a recovery in our operations and witnessed a 76.05% growth in sales from online channels between financial years 2020 and 2021, accelerated by the growth in the number of online shoppers in India. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and work force.

Our Previous Statutory Auditors have included emphasis of matter in their reports on our audited consolidated financial statements for Financial Years 2020 and 2021, and our Statutory Auditors have included emphasis of matter in their reports on our audited consolidated financial statements for the nine months ended December 31, 2021, in relation to possible consequential implications on our operations on account of COVID-19, which did not give rise to modifications. We cannot assure you that our statutory auditors' observations for any future fiscal period will not contain a similar emphasis of matter in the report on our financial statements and that such matter will not otherwise affect our results of operations. For more information, see "*–Internal Risk Factors – 39. Our Previous Statutory Auditors have included certain observations / modifications in the reports on the audited consolidated financial statements for the Fiscals 2021, 2020 and 2019, and the annexures thereto. In addition, our Previous Statutory Auditors have included certain emphasis of matters in the reports on the audited consolidated financial statements for the Fiscals 2021 and 2020 and our Statutory Auditor has included an emphasis of matter in the audited consolidated financial statements for the nine months ended December 31, 2021. If similar modifications or statements are included in the statutory auditors' reports or their annexures for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.*"

We continue to closely monitor the impact of the COVID-19 pandemic and have made a detailed assessment and considered possible effects, if any, on our liquidity position, including recoverability of our assets. We currently believe that there will not be any adverse impact on our long term operations, liquidity, financial position and performance.

We may continue to be subject to temporary as well as permanent closures and reduced manufacturing operations, retail store operations, logistical delays during which we shall be required to incur additional expenses in connection with, among other things, retaining employees, supply chain interruptions and loss of inventory which may adversely affect our business, cash flows, results of operations and financial condition. Further, any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, cash flows, financial condition and results of operations. In addition, as COVID-19 adversely affects our business, cash flows and results of operations, it may also have the effect of exacerbating many of the other risks described in this section. Further, as much as COVID-19 adversely affects our business, cash flows and results of operations, it may also have the effect of exacerbating many other risks described in this "*Risk Factors*" section, such as "*–Internal Risk Factors – Risks Related to Our Business – Any failure to procure adequate amounts of raw materials, finished goods, accessories and packing materials of the requisite quality at competitive prices in a timely manner may adversely affect our business, cash flows, results of operations and financial condition.*" on page 35.

4. We have incurred losses in the past and may incur losses in the future

Our ability to operate profitably depends upon a number of factors, some of which are beyond our control. We have recorded losses in the past in Financial Year 2021. Our loss for the year for Financial Year 2021 was ₹ 118.40 million. We may incur further losses in the future. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations —Results of Operations*" on page 325. If we fail to increase our sales, acquire new users in a cost-effective manner or keep our expenses in check, we may not be able to increase our revenue or be profitable. If we continue to incur losses, our business and the value of our Equity Shares could be adversely affected.

5. ***If any new products that we launch are not as successful as we anticipate, our business, cash flows, results of operations and financial condition may be adversely affected.***

In Financial Year 2018, we launched two additional product categories, i.e. jewellery and footwear, and in Financial Year 2022, one additional product category, i.e. fragrances. To expand our product range and price spectrums, we intend to launch additional product categories. However, we cannot assure you that any new products that we develop or launch will accurately reflect the prevailing fashion trends or be well-received by our customers and the market, within the anticipated timeframe or at all, or that we will be able to recover costs incurred in developing these products and brands, or earn adequate profits and profit margins. If any of our products that we may launch in the future are not as successful in gaining market acceptance as we anticipate, our brand image and reputation may be affected, contrary to our projections or future growth expectations, which could adversely affect our business, cash flows, results of operations and financial condition. Further, the launch of any new brands or any future expansion to our product offerings may place a strain on our management, operational and financial resources, as well as our information systems, which could also adversely affect our business.

6. ***While we design our products in-house, we rely on outsourcing a significant proportion of our production processes and activities to third-parties, without exclusivity arrangements. Any inability to obtain sufficient quantities of apparel and accessories of the requisite quality in a timely manner and at acceptable prices, or a slowdown, shutdown or disruption in such third parties' operations and performance, could adversely affect our business, cash flows, results of operations and financial condition.***

For a large portion of our apparel and accessories, we engage third-party manufacturers to manufacture such products on our behalf on a contract basis. These contract manufacturers perform the different stages of the manufacturing process, including dyeing, printing, cutting, embroidery, stitching and finishing, with the final products sold by us under our brands. We rely on our contract manufacturers and vendors to provide us with an uninterrupted supply of our products. However, we cannot assure you that they will do so in a timely manner, or if at all. While we have long-term relationships with certain major contract manufacturers, they may decide not to accept our future orders on the same or similar terms, or at all. We have subsisting service contracts with some of our major contract manufacturers (on the basis of total contract charges), which are terminable by us on various grounds specified in such contracts. We may face the risk of our competitors offering our contract manufacturers better terms, which may cause them to cater to our competitors alongside, or even instead of us. They may discontinue their work on short notice and our production process may be stalled or hindered. Conversely, due to increased customer demand for our products, we may need to obtain more products from more contract manufacturers, and any inability to do so may render us unable to execute our growth strategy. While there have been certain instances of failures by our contract manufacturers to meet consumer demand in the ordinary course of business in the last three financial years, there has been no material impact on the business or results of operations of the Company due to such occurrences except to the extent of impact induced due to COVID-19 related disruptions. For COVID-19 related impact, please refer to " - *The COVID-19 pandemic or any future pandemic or widespread public health emergency is uncertain, cannot be predicted and could adversely affect our business, results of operations, financial condition and cash flows.*" on page 29.

The manufacturing facilities of our contract manufacturers may be subject to operating risks, such as performance below expected levels of efficiency, excessive wastage of raw materials, delays in production of apparel and accessories, decrease in quality of products made, labour disputes, natural disasters, industrial accidents, interruptions in power supply and statutory and regulatory restrictions. Any non-compliance by our contract manufacturers with the applicable laws which may result in a shutdown of their facilities, could result in the delay or non-availability of the delivery of our products, as well as negative publicity which in turn may adversely affect our brand image. Lost sales or increased costs arising from such disruptions may not be recoverable under our existing insurance policies. See "*— Internal Risk Factors — Risks Related to Our Business — Our insurance coverage may not be sufficient or adequate to cover our losses or liabilities. If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance* *coverage, our financial condition, cash flows and results of operations may be adversely affected*" on page 46 and "*Our Business — Insurance*" on page 172. Additionally, prolonged business disruptions could result in a loss of customers. If we are unable to make available our products in a prompt manner across our stores across India, our business, cash flows, results of operations and financial condition may be adversely affected.

In addition, while we visit certain manufacturing locations of our contract manufacturers to inspect their production process as part of our quality control policies, we cannot ensure that the products they supply us will be of satisfactory quality and adhere to our quality control policies and guidelines. See "*—Internal Risk Factors — Risks Related to Our Business — Any failure in our quality control processes may damage our reputation, and adversely affect our business, cash flows, results of operations and financial condition. We may face reputational harm or proceedings if the quality of our products does not meet our customers' expectations.*" on page 33. Any defects in the products they supply could expose us to product liability or damage our reputation and reduce demand for our products. If our contract manufacturers perform unsatisfactorily, substantially reduce their volume of supply, substantially increase their prices or terminate their business relationship with us, the cost and time required to manufacture our products would increase. We may also need to replace our contract manufacturers or take other remedial actions. Any deficiency in the quality of products that our contract manufacturers supply to us may adversely affect our business, cash flows, financial condition and results of operations.

Further, we provide the designs of our products to our contract manufacturers and vendors at various stages of the design and manufacturing process. As we do not have direct operational control over our contract manufacturers, if any of them are involved in unauthorized production using our designs or our brands, or other misappropriation of trade secrets, our reputation, business and result of operations may be adversely affected.

We rely upon third-party logistics providers at various stages of our supply chain, such as transporting materials from our suppliers to our warehouses, finished apparel and accessories from our warehouses to our stores or directly to buyers and to facilitate returns of purchases made by our customers under the sales or return model. Our suppliers are responsible for the former, whereas we are responsible for the latter. Our reliance on such third-party logistics providers may increase as we expand our retail operations and warehouses. We cannot assure you that third-party logistics providers will be able to fulfil their obligations under such agreements entirely, in a manner acceptable to us, or at all. They may be affected by transport strikes, labour shortages or labour disagreements in the transportation or logistics industry or long term disruption in the national and international transport infrastructures, which may affect our delivery schedules. If we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, our business, cash flows, results of operations and financial condition may be adversely affected.

7. ***Our inability to identify and retain skilled third-party suppliers, vendors and manufacturers for various parts of our production or procurement processes may adversely affect our business, cash flows, financial condition and results of operations.***

We outsource various parts of our production processes to contract manufacturers, obtain finished products from vendors, and procure raw materials from suppliers. See "*— Internal Risk Factors — Risks Related to Our Business —While we design our products in-house, we rely on outsourcing a significant proportion of our production processes and activities to third-parties, without exclusivity arrangements. Any inability to obtain sufficient quantities of apparel and accessories of the requisite quality in a timely manner and at acceptable prices, or a slowdown, shutdown or disruption in such third parties' operations and performance, could adversely affect our business, cash flows, results of operations and financial condition.*" on page 30. In this regard, the success of our outsourced processes depends heavily on the consistency and reliability of our third-party suppliers' and contractors' performance. We cannot assure you that we will be able to identify and retain such third-party suppliers and manufacturers in a timely manner and on terms favorable to us. See "*— Internal Risk Factors — Risks Related to Our Business — Any failure in our quality control processes may damage our reputation, and adversely affect our business, cash flows, results of operations and financial condition. We may face reputational harm or proceedings if the quality of our products does not meet our customers' expectations.*" on page 33. If the scale of our business operations expands, or we enter into new markets, we may need to engage new third-party suppliers, vendors and manufacturers, with whom we may be unfamiliar. Our inability to identify and retain third-party suppliers and manufacturers could adversely affect our business, cash flows, financial condition and results of operations.

8. ***Our warehouses and a majority of our contract manufacturers are exclusively based in a single geographical region. This may expose our manufacturing processes and our supply chain to regional risks, which may adversely affect our business, cash flows, financial condition and results of operations.***

Our warehouses and a majority of our contract manufacturers are exclusively based in a single geographical region in and around the National Capital Region, and we depend on contract manufacturers for a significant portion of the manufacturing processes of our products. Our warehouses act as a facility for storage and onward delivery of our merchandise across the country. The geographical concentration of our warehouses, and our contract manufacturers renders our operations more susceptible to regional risks and any adverse changes and events occurring in or around the region. Adverse changes and events that may impact our operations may include disruptions to infrastructure and services (such as supplies, transportation and utilities for our facilities), significant natural disasters and man-made incidents, political agitations and workforce disruptions, as well as changes in the general economic conditions, the regulatory environment and local government policies. In particular, incidents of fire, damage to, or inability to access, our warehouses or the manufacturing facilities of our contract manufacturers, or other issues preventing the normal operation of those facilities could hinder the manufacturing or distribution of our products. In such case, we may need to utilize alternative facilities to manufacture our products. However, we may not be able to do so in a timely manner, or at all. While we have not experienced any such disruptions in the past, we cannot assure you that we will be able to effectively manage any potential losses arising from any such events, which may adversely affect our business, cash flows, financial condition and results of operations. See also "*– Internal Risk Factors – Risks Related to Our Business – While we design our products in-house, we rely on outsourcing a significant proportion of our production processes and activities to third-parties, without exclusivity arrangements. Any inability to obtain sufficient quantities of apparel and accessories of the requisite quality in a timely manner and at acceptable prices, or a slowdown, shutdown or disruption in such third parties' operations and performance, could adversely affect our business, cash flows, results of operations and financial condition.*" And "*– Internal Risk Factors – Risks Related to Our Business – Our operations could be adversely affected by labour shortages, strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.*" on pages 30 and 34 respectively.

9. ***Any failure in our quality control processes may damage our reputation, and adversely affect our business, cash flows, results of operations and financial condition. We may face reputational harm or proceedings if the quality of our products does not meet our customers' expectations.***

It is possible that some of our products may contain quality issues or undetected errors or defects, especially when first introduced or when new products are developed, resulting from manufacturing defects and negligence in storage or handling of our products or other raw materials. We set internal quality standards, including consistent definitions of defects to be detected and our dedicated quality control teams perform quality control processes for raw materials such as fabrics and finished goods, which we track, including regular inspections of our contract manufacturers and before our products leave our warehouses. However, given the high volume of raw materials and scale of production of finished goods, we are not able to inspect every single item or all of our contract manufacturer's locations, and may rely instead on selective methods such as sampling. Although there have been no material instances in the past, we cannot assure you that our quality standards will be adhered to, and if they are not, that our quality control processes and inspections will accurately detect all deficiencies in the quality of our products at all times before such products reach the customers. We have, from time to time, due to quality defects, exchanged or accepted returns of products sold to our customers, or otherwise, in accordance with our exchange and returns policy. In the event the quality of our products is not in accordance with our standards or our products are defective, our customers may return our products, we may be required to recall or exchange such products at additional cost to us and our reputation may be impacted.

Any deficiencies in the quality of our products may cause adverse reactions to users of such products. This may expose us to product liability claims and legal proceedings brought against us by various entities, including customers, LFSs, MBOs and online marketplaces. Although there have been no such actions against us in the past, we cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims. See "*— Internal Risk Factors — Risks Related to Our Business — Our insurance coverage may not be sufficient or adequate to cover our losses or liabilities. If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition, cash flows and results of operations may be adversely affected*" on page 46. Product liability claims, successful or otherwise, may adversely affect our reputation, brand image and sales. Our inability to avoid or defend product liability claims may adversely affect our business, cash flows, results of operations and financial condition.

10. ***Our operations could be adversely affected by labour shortages, strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***

Our operations and supply chain could be adversely affected by labour shortages, increased labour costs or work stoppages by our employees, those of our franchisees, our contract manufacturers and our suppliers. Although there have been no such material instances in the past, we believe that such personnel are critical to maintaining our competitive position. In the event of labour shortages, we, our franchisees, our contract manufacturers and our suppliers may have difficulties recruiting or retaining employees or may cause us to incur additional costs and result in delays or disruption to our production and sales. Any failure to attract qualified personnel at reasonable cost and in a timely manner could reduce our competitive advantages relative to our competitors and undermine our ability to expand. To sustain our operations and relations with our contract manufacturers and vendors, we may need to increase the wages paid to them, and as we do not maintain long-term fixed-price contracts with our contract manufacturers or suppliers, the price we pay for their services may increase due to increased labour costs incurred by them. If we are not able to pass on the increased labour costs to our customers, our business and results of operations may be adversely affected.

Any labour unrest directed against us, our franchisees, our contract manufacturers or our suppliers could directly or indirectly prevent or hinder our normal operating activities (including at our warehouses) and we cannot assure you that any disruptions in work due to strikes, wage disputes or other problems with the work force will not arise in the future. Further, the imposition of new laws, rules and regulations in such area could also adversely affect our operations. These actions are very difficult for us to predict or control and any such event could adversely affect our business, cash flows, results of operations and financial condition.

11. ***Our business depends on the timely and continual purchases of and payments for our products by our franchisee and retailing customers, both in the short and long term. Their delay or failure to do so may adversely impact our business, cash flows and results of operations.***

As of December 31, 2021, 82% of our EBOs were directly owned (on a leasehold basis) and operated by us and 18% were franchised. We despatch our finished goods to our franchisee-owned EBOs, who then sell the products to end-consumers. For the financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, revenue generated from our EBOs amounted to ₹3,230.01 million, ₹3,527.31 million, ₹1,837.86 million and ₹1,911.54 million, respectively, and represented 44.28%, 46.58%, 34.95% and 39.20% of our revenue from operations, respectively. We depend on our franchisee-owned EBOs being able to continue selling our products in the requisite quantities, at the stipulated prices and in a timely manner. Macroeconomic conditions, which are beyond our control, could also result in financial difficulties for our franchisee and retailing customers, including limited access to the credit markets, insolvency or bankruptcy. Limited consumer demand may also impact their cash flows and ability to purchase products from us. See "— *Internal Risk Factors — Our growth and profitability depend on the level of consumer confidence and spending in India and the overseas jurisdictions in which we operate.*" on page 38. Such conditions could cause our counterparties to delay payment, request modifications to their payment terms, or default on their payment obligations to us, all of which could increase our trade receivables and/or write-offs of trade receivables, as well as our cash flows. While there have been no past instances in the last three financial years of the Company modifying payment terms outside the ordinary course of business which had a material impact of the Company's business or results of operations, we cannot assure that such instances may not occur in the future.

As at March 31, 2019, 2020 and 2021 and the nine months ended December 31, 2021, our loss allowance was ₹3.01 million, ₹5.50 million, ₹6.84 million, and ₹16.56 million, constituting 0.91%, 1.66%, 1.01%, and 3.02% of our trade receivables, respectively. If our franchisee and retailing customers are unable to purchase our finished products, or are unable to pay us at all or in a timely manner, our cash flows and results of operations may be adversely affected.

Further, our franchisee-owned EBOs have access to confidential information relating to our business model and strategy and customer information in connection with all sales made by them. While the agreements and arrangements (as applicable) we have with such franchisee and retailing customers generally provide for protection of confidential information, we cannot assure you that such vendors will comply with the terms of such agreements and arrangements and keep such information confidential. While we may be entitled to legal recourse against our franchisees, stores and vendors under such agreements for breaches of confidentiality, any such non-compliance by the franchisee and retailing vendors may be costly or irreversible and adversely affecting our business, financial condition, cash flows and results of operations.

12. ***Any failure to procure adequate amounts of raw materials, finished goods, accessories and packing materials of the requisite quality at competitive prices in a timely manner may adversely affect our business, cash flows, results of operations and financial condition.***

Our products, other than trading goods, are generally designed by our in-house design team and the manufacturing processes of our designs is outsourced to contract manufacturers under our direction with raw material generally provided by us. We depend on our domestic and international suppliers and our contract manufacturers for raw materials, finished goods, accessories and packing materials for our products. The manufacturing processes of our contract manufacturers require a sufficient and stable supply of raw materials. However, the amount of raw material we procure may fluctuate from time to time. Our suppliers may, individually or collectively, fail to provide us with the amounts of raw material that we need. Such failure may result from disruptions of the manufacturing operations of our contract manufacturers and in turn disrupts our supply and transportation chains. We may experience reductions or interruptions in the supply of products, and abrupt increases in raw materials and their transportation prices. Although there have been no materials instances in the past, we may be unable to procure sufficient quantities of raw materials, or find alternate sources for their procurement, which may lead to the slowdown, shut-down or under-utilization of the manufacturing operations and facilities of our contract manufacturers. In addition, we also procure finished products from our suppliers, and an inability to obtain adequate finished goods of the requisite quality may adversely affect our sales and reputation of our brands.

Further, we also cannot assure you that we will always be able to meet our raw material requirements at prices acceptable to us, or at all. Our cost of raw materials is affected by the price volatility of raw materials used to make them, which is caused by various factors outside of our control, including commodity market fluctuations, the quality and availability of supply, currency fluctuations, consumer demand and changes in government policies, rules and regulations. If demand for such raw materials exceeds supply, our suppliers may increase the prices they charge us. If the price of raw materials increases, our product costs will also correspondingly increase, and we cannot assure you that we will be able to increase the price of our products to offset such costs.

While we have quality control process in place at the point of receipt of the raw material, due to the high frequency and large amounts of raw materials received, as well as the difficulty in detecting defects until our contract manufacturers completed manufacturing of our products, we cannot assure you that we will be able to detect all defects and maintain high quality standards of the raw materials that our third-party suppliers provide us. See "*—Internal Risk Factors — Risks Related to Our Business — Any failure in our quality control processes may damage our reputation, and adversely affect our business, cash flows, results of operations and financial condition. We may face reputational harm or proceedings if the quality of our products does not meet our customers' expectations*" on page 33. Our inability to obtain adequate supplies of our raw materials that meet our quality standards, at acceptable prices and in a timely manner, may adversely affect our business, cash flows, results of operations and financial condition.

As of December 31, 2021, we have approximately 365 vendors contracted with us and from whom we regularly source our raw materials for manufacturing and other finished goods. If there are any decreases or disruptions in supply or increases in cost of one or more of our major suppliers, and we fail to find replacement suppliers on similar or favorable terms, or at all, our business, results of operations, cash flows and financial condition may be adversely affected.

13. ***Significant disruptions of our information technology systems or breaches of data security could adversely affect our business, cash flows, financial condition and results of operations.***

Our business model relies on the strength of our technology systems and our established systems and processes. Most of our business processes are system-driven with minimal manual intervention. We believe that a robust IT infrastructure is essential for ensuring strong operational efficiencies and enhancing productivity and we continue to focus on building and improving our IT capabilities. As a result, over the years, we have implemented innovative technology initiatives at the front-end and back-end of our operations, including our procurement, manufacturing monitoring, distribution and supply chain operations. The size and complexity of our software and hardware systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. Although to date we have not experienced a major disruption in our operations due to failure of or attack on such systems, we cannot assure you that we will not encounter such events or disruptions in the future, and any such event or disruption may adversely affect our business. We have data backup and remote disaster recovery systems in place which creates backup of all data that is stored on our servers, with backup synchronization taking place at periodic intervals in a day. However, any significant disruptions could result in the loss of key information and disruption of production and business processes, which could adversely affect our business. While we do not have any specific insurance policy covering cyber risks, we have internal policies configured in our ERP along with other IT applications that we use to prevent any data leakage from our systems. However, our systems may be potentially vulnerable to data security breaches, whether by employees or others that could expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Any such security breaches could have an adverse effect on our reputation, business and results of operations.

Our business undergoes changes, with the frequent introduction of new products and designs and changes in prices. Although we strive to maintain and upgrade our technologies and facilities in line with current international standards, we cannot assure you that we will be able to successfully make timely and cost effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to meet our customers' needs or that the technology developed by competitors will not render our products less competitive or attractive. The cost of implementing new technologies for our operations could be significant, and changes in technology may render our current technologies obsolete or require us to make substantial capital investments, and could adversely affect our business, cash flows, financial condition and results of operations.

14. ***Pricing pressure from our competitors may affect our ability to maintain or increase our product prices and, in turn, our revenue from product sales, gross margin and profitability, which may materially and adversely affect our business, cash flows, financial condition and results of operations.***

We have uniform pricing across our brands for all sales made in India. Our EBOs, LFSs, MBOs and franchisees have no decision-making control over the price points of our products. Competitive pricing by our competitors may manifest in various forms, including, among others, through our competitors lowering their prices for similar products. This may lead to a decrease in our revenues and profits. Moreover, if our franchisees fail to follow our retail price stipulations, our brand value and the public perception of our brand positioning could be negatively affected. We may seek to reduce the price of our raw materials and production through negotiations with our suppliers and our contract manufacturers, respectively, and streamline product designs to offset the impact of pricing pressure. We cannot assure you that we will be able to avoid future pricing pressure from our competitors or offset the impact of any price reductions through continued technological improvements, improved operational efficiencies, cost-effective sourcing alternatives, new manufacturing processes, or other cost reductions through other productivity initiatives. If we were to face competitive pricing from our competitors, and the aforementioned measures or other steps we take fail to maintain or increase our margins and revenues from product sales, our business, financial condition and results of operations may be adversely affected.

15. ***Our industry is competitive in both the offline and the rapidly-growing online channels, with the potential to adversely affect our pricing ability and disrupt our sales. Our inability to compete effectively may adversely affect our business, cash flows and results of operations.***

The Indian apparel industry in India is competitive, with several regional brands and unorganized retailers present in local markets across the country. At the time of commencement of our operations, we entered a largely unorganised market and was one of the first brands to develop the women's Indian wear market (Source: *Technopak Report*). Our products compete with local retailers, non-branded products, economy brands and products of other established brands. In the future, some of our competitors may develop alliances to compete against us, acquire greater resources, market presence and geographic reach, as well as develop products with better brand recognition than ours. Some of our competitors may be able to procure raw materials or finished products at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or sell their products at more competitive prices.

We also compete with online retailers. Over the last few years, India has witnessed the emergence and growth of the e-commerce industry, and the market penetration of online retail in India is likely to continue to increase. Online channels comprise our own ecommerce platform "BIBA.in", "Rangriti.com" and prominent third party online marketplaces, such as Myntra, Amazon, Flipkart, Nykaa and Tata Cliq. For the Financial Years 2019, 2020 and 2021 and the nine months ended December 31, 2021, revenue generated from online marketplaces amounted to ₹ 930.14 million, ₹ 788.18 million, ₹ 1,339.98 million and ₹ 1,183.24 million, respectively, which constituted 12.75%, 10.41%, 25.49% and 24.26% of our revenue from operations, respectively. While we believe that online retailers provide us with an opportunity to increase the visibility of our brands and an opportunity to improve our supply chain efficiencies, they may continue to gain market share and thus increase their relative negotiating power. We cannot assure you that we will be able to negotiate agreements with such third party online marketplaces on terms favorable to us or at all, such as in relation to margin or credit terms. Further, our competitors may be able to negotiate better or more favorable terms with such third party online marketplaces. Any inability on our part to maintain or further develop the online presence of our own brands or to enter into agreements with third party online marketplaces on terms favorable to us may have an adverse effect on our pricing, and our business and results of operations may be adversely affected.

Additionally, third party online marketplaces may sell multiple brands of Indian apparels other than ours on their platforms, possibly including similar products at discounted prices, enhancing customers' comparisons of products and prices between our brands and other brands. We cannot assure you that customers of online retailers will continue to prefer our Indian wear over our competitors. While we believe that our customers are attracted by our brands and/or in-store experience, our customers may prefer other brands sold by third party online marketplaces over our brands available online or through our offline channels. If the number of customers, that choose other brands sold by third party online marketplaces instead of our online or offline channels, increases substantially, our online business and overall results of operations may be adversely affected.

Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors, or that our business and results of operations will not be adversely affected by increased competition in the offline and online channels. Our competitors may significantly increase their advertisement expenses to promote their brands and products, which may require us to similarly increase our advertising, publicity and sales promotion expenses and engage in effective pricing strategies, which may have an adverse effect on our business and results of operations. See "*Industry Overview*" on page 113.

16. ***If we are unable to accurately identify customer demand and maintain an optimal level of inventory in our stores, our business, results of operations and cash flows may be adversely affected.***

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. We plan our inventory and commence our design process prior to launch and estimate our sales based on the forecasted demand for the forthcoming period. We have inventory manufactured or procured in advance and stored at our warehouses ahead of each upcoming season. While we aim to accurately forecast the demand for our products and avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. Our despatches to our franchisees may not be reflective of actual sales trends to end-consumers, and we may not be able to gather, in a timely manner, sufficient information regarding the market acceptance of our products and customers' preferences in relation to our products. Failure to effectively monitor and accurately track inventory levels and sales of our franchisees or gather timely market information may cause us to incorrectly predict sales trends and impede our ability to quickly realign our marketing and product strategies to respond to market changes. Despite having tracking systems to monitor stock level at all our stores, in the event of under-stocking of inventory across the board, our ability to meet customer demand may be adversely affected. Moreover, if we over-stock inventory across the board, our capital requirements may increase and we may incur costs relating to aging and obsolesce of inventory as well as excess raw material. For the Financial Years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our inventory turnover days (calculated as an annual proportion of our inventories and revenue from operations) aggregated to 140 days, 159 days, 242 days and 177 days (on an annualized basis), respectively. Moreover, other than due to the impact of the COVID-19 pandemic and its associated lockdowns, there were no instances of over-stocking or under-stocking of inventory in the last three financial years and the nine months ended December 31, 2021 which had a material impact on the business for those respective years. Although our products are designed to cater to current market trends, and we cannot assure you that we will be able to sell surplus stock in a timely manner, or at all. Our inability to accurately forecast demand for our products and manage our inventory may therefore have an adverse effect on our business, results of operations and cash flows.

17. ***Current locations of our EBOs, LFSs and MBOs at which our products are sold may become unattractive, and suitable new locations may not be available at acceptable terms, if at all.***

The success of sales from our EBOs, LFSs and MBOs at which our products are sold depends in part on their location. We aim to make our products available and have opened new EBOs in strategic locations and in high-density cluster areas. We cannot assure you that the current locations of our EBOs, LFSs and MBOs at which our products are sold will continue to be attractive or profitable as demographic patterns change.

Adverse economic conditions in such areas could result in us having reduced sales in the future. As per our business strategy, we plan to continue to increase the number of our EBOs, LFSs and MBOs at which our products are available, in line with the future growth prospects of our business. However, as the availability of prime retail locations is limited, we cannot assure you that we will be able to identify and secure premises on commercially acceptable terms, if at all. Any inability on our part to secure alternate attractive locations at acceptable terms or at all, will adversely affect our business, growth strategies and results of operations.

18. ***We depend on a few large online marketplaces for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key online marketplaces may adversely affect our business, cash flows, results of operations and financial condition.***

Lockdowns and restrictions in India due to the COVID-19 pandemic have accelerated the growth in the number of online shoppers in India (Source: *Technopak Report*), and we witnessed a 76.05% growth in sales from online channels between financial years 2020 and 2021. A few online marketplaces account for a substantial portion of our revenue generated from online marketplace platforms, and we expect that such online marketplaces will continue to represent a substantial portion of our revenue from sale of products in the foreseeable future. Online marketplaces by revenue accounted for 81.22%, 71.26%, 68.81% and 71.80% of our revenues from the online channel, or 12.75%, 10.41%, 25.49% and 24.26% of our revenues from operations, for Financial Years 2019, 2020 and 2021 and for the nine months ended December 31, 2021, respectively. The loss of any of our key online marketplaces and any decrease in revenue or sales from any one of our key online marketplaces may have an adverse effect on our sales and consequently on our business and results of operations.

19. ***Our growth and profitability depend on the level of consumer confidence and spending in India and the overseas jurisdictions in which we operate.***

Our results of operations are sensitive to changes in overall economic and political conditions that impact consumer spending. Many factors outside of our control, including interest rates, volatility of India's and the world's stock markets, inflation, tax rates and other government policies, unemployment rates, and pandemics other similar health emergencies can affect consumer confidence and spending. The domestic and international political environments, including conflicts, political turmoil or social instability, may also affect consumer confidence and reduce spending, which could affect our growth and profitability. During the Financial Years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our revenue from operations from exports (including export incentives) was ₹ 75.94 million, ₹ 154.04 million, ₹ 123.14 million and ₹ 163.70 million, respectively, constituting 1.04%, 2.03%, 2.34%, and 3.36% of our total revenue from operations, respectively. See "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 302.

20. ***Our success depends on the efforts and abilities of our founder and our Executive Director, Meena Bindra, and our Managing Director, Siddharath Bindra, our senior management and other key personnel, as well as our ability to retain and attract qualified and skilled personnel. Our inability to do so may adversely affect our business, cash flows, results of operations and financial condition.***

Our performance depends largely on the efforts and abilities of our founder and our Executive Director, Meena Bindra, and our Managing Director, Siddharath Bindra, our senior management and other key personnel. We believe that the inputs and experience of Meena Bindra and Siddharath Bindra are key for the growth and development of our business and operations and the strategic direction taken by our Company and we rely heavily on their direction and vision for our overall business strategies. Our business and operations teams also include a highly-qualified, experienced and capable management team. The members of our management team and other key personnel are employed pursuant to customary employment agreements, which may not provide adequate incentive for them to remain with us or adequately protect us if they leave our employment. If we lose the services of Meena Bindra, Siddharath Bindra or any member of our management team or key personnel, we may be unable to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which may require a long period of time. This might significantly delay or prevent the achievement of our business objectives, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Any inability on our part to retain and hire such personnel or find suitable replacements in a timely manner may adversely affect our business, cash flows, results of operations and financial condition.

The continued growth of our business also depends in part on our ability to attract, hire, train and retain skilled personnel. As of December 31, 2021, we had 2,107 employees, and in addition to them, we engaged 782 personnel (which includes 393 apprentices and 389 contractual employees) on a part-time basis to support our seasonal needs of labour, for example during large-scale product launches, festive periods and discount campaigns. For the Financial Years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our employee benefits expense were ₹ 933.43 million, ₹ 1,114.33 million, ₹ 713.43 million and ₹ 655.38 million, respectively, constituting 12.80%, 14.72%, 13.57% and 13.44% of our revenue from operations, respectively. Given the need to constantly meet our customers' preferences, we rely on our design and merchandising team, comprising skilled designers, for the designing of our apparel products. See "*— Internal Risk Factors — Risks Related to Our Business —If any new products that we launch are not as successful as we anticipate, our business, cash flows, results of operations and financial condition may be adversely affected.*" on page 31.

As we seek to offer new products, develop our brands and expand our retail network, we require experienced retail operations and business development team with relevant knowledge of our target customers, the markets in which we operate and the retail industry, respectively. See "*— Internal Risk Factors —Risks related to our business - Our business prospects depend on the strength of our key brands, and any failure to maintain or grow sales of our products could adversely affect our business.*" on page 28. See also "*Our Business – Employees*" on page 173.

Competition for skilled personnel is intense and we experienced attrition of 63.55%, 42.99%, 32.63% and 28.06% for the Financial Years 2019, 2020 and 2021 and the nine months ended December 31, 2021, respectively.

We may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining employees that our business requires. We cannot assure you that we will be able to recruit and retain qualified and capable employees or find adequate replacements in a timely manner, or at all. Any inability on our part to do so may adversely affect our business, cash flows, results of operations and financial condition. See also "*Our Business – Employees*" on page 173.

21. Our inability to successfully implement our business plan and strategies for retail and franchise expansion and growth could adversely affect our business, financial condition, results of operations and cash flows.

Over the last few years, we have expanded our operations and experienced meaningful growth. Ensuring that such growth continues requires managing complexities across all aspects of our business, including those associated with increased headcount, expansion into domestic and international markets and cities, introduction of new products and brands, and implementations of appropriate systems and controls to grow the business. Our continued growth requires significant time and attention from our management and may place strains on our operational systems and processes, financial systems and internal controls and other aspects of our business. We cannot assure you that we will be able to sustain the levels of growth that we have previously experienced. Any inability to do so on our part may adversely affect our business, cash flows, financial condition and results of operations.

Our current growth strategies include:

- Sustain the leading position of our flagship brand BIBA to capitalize on the significant potential growth within our category, and further grow our emerging brands
- Capitalize on the increasing e-commerce penetration in Indian retail as well as within our category
- Continue momentum in EBO roll-out to expand retail network
- Increase the range of our products in adjacent categories to develop the 'complete look' strategy of our flagship brand BIBA; and
- Leverage technology to bring cost efficiency and enhance customer experience.

See "*Business – Our Strategies*" beginning on page 168.

Our growth strategies may be subject to the following risks, among others:

- we may face challenges developing new products, as well as expanding our existing brands; we may also be unable to persuade existing customers to shift to our premium offerings, or to cross-sell our other brands;

- we may not be able to increase our market share if, among other things, we face increased competition from online retailers or other competitors;

- we may face challenges developing, integrating, managing and motivating our employees;

- we may lose our existing design, sales or marketing personnel, and/or fail to attract such suitable talent, if our competitors are able to offer them more attractive terms and/or working environment; and

- we may not be able to open new stores in attractive and suitable locations or at commercial terms favourable to us; for our existing stores, we may be unable to expand the floor area and improve their productivity, standards and sales;

- We may not be able to maintain our sales in the third party e-commerce platforms; our product may be unable to continue to be listed on the third party e-commerce platforms;

In line with our expansion plans, in Financial Years 2018, we launched two new product categories, i.e. jewellery and footwear, and in Financial Year 2022, an additional product category, i.e. fragrances.

In financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, we had a net addition of 37, 49, 17 and 30 stores, respectively, for our BIBA and Rangriti brands. We cannot assure that we will be able to successfully implement our business expansion plans and growth strategies. If any of the aforementioned risks were to materialize, our business, financial condition and results of operations may be adversely affected.

22. ***We may be unable to grow our business in additional geographic regions, international markets or online.***

As of December 31, 2021, we had 427 EBOs, comprising 308 BIBA-branded outlets and 119 Rangriti-branded outlets across 27 states and 160 cities in India , 930 LFSs across 29 states and 267 cities in India and 30 MBOs. Our well-established EBO network is not only well diversified across all regions of India (Source: Technopak Report), but also offers a superior shopping experience for customers. Our EBOs are located nationwide across high streets, malls and residential market areas in major metros, large cities, other tier II and tier III cities and at airports. We intend to increase penetration into towns and cities in which we already operate, but we cannot assure you that we will be able to do so. Infrastructural and logistical challenges in these regions may prevent us from expanding our presence or increasing the penetration of our products. Further, customers in new markets or regions may be price-conscious, rendering us unable to compete effectively with our competitors. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations and financial condition may be adversely affected.

The development and roll out of new stores involves substantial risks, any of which could be exacerbated or caused by the ongoing COVID-19 crisis, including in relation to the following:

- the inability to identify or the unavailability of suitable sites on acceptable leasing terms or to compete effectively for these suitable sites;

- the negotiation of acceptable lease or purchase terms for new locations;

- unavailability of financing on reasonable terms;

- issues with fit-outs/ renovations, including lack of suitable contractors, delays and costs exceeding budgeted amounts;

- difficulties in relation to the implementation of the systems, procedures and control measures required at new and different store locations;

- the inability to obtain all necessary governmental or local authority permits and approvals and other requisite licenses and permits in time;

- underperformance of the newly developed stores;

- changing consumer preferences and success of our new stores;

- competition in current and future markets;
- our degree of penetration in existing markets;
- sales and margin levels at existing stores;
- our ability to hire and retain qualified store crews;
- changes in governmental rules, regulations and interpretations; and
- changes in general economic and business conditions.

Further, possible expansion into new international markets, is important to our long-term growth. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. In particular, the expansion into new international markets is highly dependent on the Indian population of the respective regions and the popularity and acceptance of the Indian apparel in the respective regions. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, our inexperience with such markets and currency exchange rate fluctuations. These and other risks could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations and financial condition.

23. Our international operations may expose us to management, legal, and economic risks, which could adversely affect our business, cash flows, results of operations and financial condition.

In addition to our EBOs, LFSs and MBOs in India, as of December 31, 2021, our products were available in stores in two overseas countries, Canada and Nepal and in January 2022, we opened our first store in the United Arab Emirates. We also serve customers across various countries including United States and Australia through online channels and plan to open our first EBO in the United States at the end of the first quarter of financial year 2023. We are subject to risks related to our international presence, which may include risks in connection with compliance with local laws, regulations and restrictions on the trade, import and export of our apparel and accessories and cultural and language factors. Further, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations generally. Although there have been no specific instances in the past, we may also face difficulties in integrating our sales and supply chains to these countries into our existing operations and effectively managing them. Our inability to do so may affect our profitability from such countries, which may adversely affect our business, cash flows, results of operations and financial condition.

24. Non-compliance with existing or changes to environmental, health and safety, labour laws and other applicable regulations by us or our contract manufacturers may adversely affect our business, financial condition, results of operations and cash flows.

Our operations, such as our warehousing and manufacturing activities pursuant to arrangements entered into with our workers and contract manufacturers, are subject to extensive laws and government regulations, including in relation to safety, health and environmental protection. We, as well as such contract manufacturers, are also subject to the laws and regulations governing relationships with employees in areas such as minimum wages, maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour, work permits, maintenance of regulatory and statutory records and making periodic payments. See "*Key Regulations and Policies in India*" on page 175. We and such contract manufacturers may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. We and such contract manufacturers may become involved or liable in litigation or other proceedings, incur increased costs or penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business and results of operations.

We have incurred and expect to continue incurring costs for compliance with all applicable health and safety, and labour laws and regulations. We cannot assure you that we and such contract manufacturers will be able to comply with all applicable environmental, health, safety and labour laws and regulations or the terms and conditions of any consents or permits in the future or that such compliance will not result in a curtailment of production or a material increase in the costs of our production and operations. We may, in future, be held liable for any regulatory lapses and non-compliances and incur increased costs or be subject to penalties, which are not covered by the insurance we currently carry. Any of the above may adversely affect our business, financial condition, results of operations and cash flows.

In addition, we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. A majority of these approvals are granted for a limited duration and require renewal. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. For details of such approvals, including the approvals and registrations that we have applied for and are pending renewal or have not applied for see "*Government and Other Approvals*" on page 348.

25. There are outstanding legal proceedings involving us, our Directors and our Promoters.

There are outstanding legal proceedings involving us, our Directors and our Promoters. These proceedings are pending at different levels of adjudication before various judicial authorities, from which further liability may arise. The amounts involved in these proceedings have been summarized to the extent ascertainable and quantifiable. For further details, see "*Outstanding Litigation and Material Developments*" on page 342.

A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoters and our Subsidiaries, as on the date of this Draft Red Herring Prospectus is provided below. As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving our Group Companies or Subsidiaries, which may have a material impact on our Company.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ in million)
Company						
By the Company	6	NA	NA	NA	1	107.38
Against the Company	2	25	Nil	NA	2	138.86
Directors						
By the Directors	Nil	NA	NA	NA	Nil	NA
Against the Directors	2	Nil	Nil	NA	Nil	NA
Promoters**						
By the Promoters	Nil	Nil	Nil	Nil	Nil	NA
Against the Promoters	1	Nil	Nil	Nil	Nil	NA
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	NA	Nil	NA
Against the Subsidiaries	Nil	Nil	Nil	NA	Nil	NA

**To the extent quantifiable.*

***As on the date of this Draft Red Herring Prospectus, the outstanding litigation involves one of our Promoters who is also a Director.*

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Other Material Developments*" on page 342.

In relation to such outstanding litigation matters involving our Company, our Directors and our Promoters, the amounts and interests involved in many pending litigations are not ascertainable or quantifiable and are hence not disclosed. We cannot assure you that any of these proceedings will be decided in favor of our Company, our Directors and our Promoters, or that no further liability will arise out of these proceedings. Such proceedings could, however, divert management time and attention, and consume financial resources in their defense or prosecution. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, prospects, financial condition and results of operations.

26. If we are unable to obtain, protect or use our intellectual property rights, our business may be adversely affected.

We rely on our intellectual property which includes our trademarks, designs, as well as domain names. As of December 31, 2021, our in-house design and merchandising team has created more than 14,000 styles since 2010 and over 1,200 designs are registered with the Controller General of Patents, Designs and Trademarks in India. In India, our BIBA brand is registered in 42 classes and its trademark is registered in over 70 countries, besides India, as of December 31, 2021. Our Rangriti brand is registered in 8 classes in India and its trademark is registered in approximately 15 countries, besides India as of December 31, 2021. Outside India, as of December 31, 2021, our trademarks are registered in over 70 countries including Australia, Canada and Germany, among others, and have two applications pending for registration in the United Arab Emirates. Our intellectual property rights and domain names may expire, and we cannot assure you that we will be able to renew them after expiry. Certain of our intellectual property rights, including those for certain products that we currently sell, are either objected to or are otherwise under dispute. If any of these trademarks are registered in favour of a third party, we may not be able to claim registered ownership of such trademarks, and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. Our inability to obtain or maintain these registrations may adversely affect our competitive position and, in turn, our business, financial condition and results of operations. For further details, see "*Government and Other Approvals – Intellectual Property*" on page 349.

While we intend to defend against any threats to our intellectual property, we cannot assure you that our intellectual property rights can be adequately protected in a timely manner. We are also exposed to the risk that other entities may pass off their products as ours by imitating our brand names, packaging material and attempting to create counterfeit products. We believe that there may be other companies or vendors which operate in the unorganized segment using our tradename or brand names. We rely on protections available under Indian law, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Furthermore, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business.

Further, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our offerings. If such claims are raised against us in the future, they could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease use of certain of our brands, can result in significant damages being awarded and injunctions that could prevent the manufacture and sale of the relevant products. Any of the foregoing could have an adverse effect on our business.

27. Increased losses due to fraud, employee financial misappropriation or negligence, theft or similar incidents may have an adverse effect on us.

Our business and the industry we operate in are vulnerable to the problem of pilferage by employees, damage, misappropriation of cash and/or inventory and logistical errors. An increase in product losses occurring to our stock in transit or located at our warehouses may require us to install additional security and surveillance equipment and incur additional expenses towards inventory management and handling. We have an employee code of conduct that regulates employee usage and access to our cash, inventory and assets, including (i) a prohibition on employees accessing our property and equipment for personal use, (ii) restrictions on employees giving and receiving gifts and (iii) mandatory verification and proof of expenditure for all reimbursements to be made to employees. We also have a whistle blower policy which facilitates the anonymous reporting of any wrongdoing within the Company. We cannot assure you if these measures will successfully prevent such losses. There have been instances in the past where we have incurred losses due to fraud and theft by our employees, and we have initiated appropriate legal action for the recovery of such losses from them. For details, see "*Outstanding Litigation and Material Developments*" on page 342. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. See "*— Internal Risk Factors — Risks Related to Our Business — Our insurance coverage may not be sufficient or adequate to cover our losses or liabilities. If we suffer a* *large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition, cash flows and results of operations may be adversely affected.*” on page 46. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us.

28. We have significant working capital requirements and may require additional financing. If we fail to obtain additional financing on terms acceptable to us, or otherwise experience insufficient cash flows to fund our working capital, there may be an adverse effect on our business and results of operations.

Our business requires significant working capital, such as to finance the purchase of raw materials, finished goods, payments for outsourced manufacturing processes and operating expenses for the operation of our warehouses, EBOs, LFSs and MBOs. In addition, the actual amount of our future capital requirements may differ from estimates as a result of, among other factors, cost overruns, unanticipated expenses, regulatory changes, economic conditions, additional market developments and new opportunities in the industry. These factors may result in the incurrence of future short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our business and results of operations.

We may from time to time raise additional funds in the future through the incurrence of debt, our interest and debt repayment obligations will increase or arise. Such debt could also be on variable interest rates. We cannot assure you that such obligations will be undertaken on favorable terms. This will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our indebtedness (if any), general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. In particular, any future performance issues on our part or in our industry may result in a downgrade in the credit ratings in respect of our borrowings, which may increase interest rates for our future borrowings and adversely affect our ability to borrow on a competitive basis or to renew maturing debt, as well as additional terms and conditions being included in any subsequent financing arrangements. As of March 25, 2021, we had been assigned a rating of “ICRA A Stable” by ICRA for our working capital facility aggregating to ₹ 1,740 million, “ICRA A2+” by ICRA for our term loan facility aggregating to ₹ 250 million and “ICRA A Stable / ICRA A2+” by ICRA for our unallocated bank facilities aggregating to ₹ 10 million.

Although there have been no instances in the past, we may become subject to additional restrictive covenants in the financing agreements we enter into, which could limit our ability to access cash flows from operations and undertake certain types of transactions. If any of the foregoing were to occur, our expansion plans, our business, financial condition and results of operations may be adversely affected. Further, any issuance of equity would result in a dilution of the shareholding of existing shareholders, decrease in earnings per Equity Share and could adversely impact our Equity Share price.

29. Our inability to meet any future obligations, including financial and other covenants under the debt financing arrangements that we may enter into, could adversely affect our business, cash flows, financial condition and results of operations.

Our ability to service debt we incur will depend primarily on our future cash flows, and we may not be able to generate sufficient cash to do so. If we fail to service the debt repayment obligations that we undertake, the relevant lenders could declare us to be in default.

Certain of our financing agreements contain restrictive covenants that limit our ability to undertake certain types of actions, any of which could adversely affect our business and financial condition. For details, please refer to “*Financial Indebtedness*” on page 340. We are also required to obtain prior approval from or provide prior information to our lenders for several types of corporate actions such as change in business, mergers or acquisitions, restructurings, change in control or management, among others.

Any failure to satisfactorily comply with any condition or covenant under the financing agreements (including technical defaults) we entered into, may lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities, and enforcement of events of default as well as cross-defaults under certain other financing agreements we entered into, any of which may adversely affect our business, cash flows, financial condition and results of operations.

Further, we have granted security interests over certain of our assets, including our existing or future current assets, existing or future movable assets, book debts, receivables or stock-in-trade, to secure our borrowings. Although there have been no instances in the past, any failure to satisfy any obligations under such borrowings could lead to the forced sale and seizure of any assets secured as such, which may adversely affect our business, cash flows, financial condition and results of operations.

30. ***Substantially all of our EBOs, warehouse premises, our Registered Office and Corporate Office are utilized on leasehold basis. If we are unable to comply with the terms of these leases, renew our agreements or enter into new agreements on favourable terms, or at all, our business and results of operations may be adversely affected.***

As our EBOs, warehouses and Registered and Corporate office are held on a leasehold basis, lease costs account for a significant portion of our expenses. Our rent and hire charges, including as a percentage of our revenue from operations, may increase in the future as we seek to increase the number of our retail stores, expand our warehousing operations and due to contractual escalation of rents payable in accordance with the lease agreements entered into by us. The lease periods and rental amounts for these properties vary on the basis of their locations. The impact of LFSs being unable to maintain stores at attractive locations or on favourable commercial terms can adversely impact our business.

As of December 31, 2021, all our EBO premises operated by us were held on a leasehold basis, and in the last three financial years and the nine month period ended December 31, 2021, we closed 104 premises and terminated lease agreements relating to such premises. There has been no significant adverse impact on the Company on account of the termination of these lease agreements.

Under the terms of some of our lease arrangements, we are required to comply with certain ongoing conditions which include, among other things, using the leased premises for only authorized purposes. We cannot assure you that we will be able to fully comply with all the terms of the lease deeds which we have entered into. If we fail to meet any such conditions, we may incur liability, and the lease(s) may be terminated. Further some of our lease deeds may have expired and will be renewed in due course. Further, some of our lease deeds for our properties may not be registered and consequently, may not be accepted as evidence in a court of law. Our failure to maintain or renew such agreements on favorable conditions and in a timely manner, or at all, could require us to vacate such facilities and lease alternative locations, which may not be on commercially acceptable terms. In particular, certain of our EBOs and LFSs rely heavily on their attractive locations for their sales, and suitable alternative premises may not be unavailable. If such EBOs and LFSs are required to relocate or discontinue our business operations in certain areas, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

31. ***We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materializes.***

The following table sets forth our contingent liabilities as of December 31, 2021, as derived from our Restated Consolidated Summary Statements as per Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets':

Particulars	**As of December 31, 2021** ***(₹ in million)***
Claims against the group not acknowledged debts in respect of:	
Income Tax	
Pending before Income Tax Appellate Tribunal	2.32
Pending before Commissioner of Income Tax (appeals)	7.29
Pending before Commissioner for Income Tax (appeals)	23.81
Value Added Tax / CST / Entry Tax / Local Body Tax	
Pending before Commissioner of West Bengal VAT	14.23
Pending before Commissioner of Bihar VAT	1.25
Pending before Commissioner of Delhi VAT	5.17
Pending before Assessing Officer of Haryana VAT	4.72
Pending before Assessing Officer of Rajasthan VAT	0.14
Pending before Assessing Officer of Tamil Nadu VAT	0.63
Pending before Municipal Commissioner of Thane, Maharashtra	0.46
Pending before Commissioner of Uttar Pradesh VAT	5.49

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize, our financial condition and results of operations may be adversely affected.

32. Our insurance coverage may not be sufficient or adequate to cover our losses or liabilities. If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition, cash flows and results of operations may be adversely affected.

We currently maintain various types of insurance coverage. Our principal types of insurance coverage include comprehensive general liability coverage, workman compensation insurance, marine insurance, vendor insurance, vehicle insurance and consequential loss for all normal risks associated with our business, including fire, burglary, money, accidents and other natural disasters. We also have director and officer liability insurance policies, group medical claim policy and group personal accident policy for our employees. For the Financial Year 2019, 2020 and 2021 and the nine-months ended December 31, 2021, our tangible assets insured aggregated to ₹ 659.63 million, ₹ 913.20 million and ₹ 1,220.04 million and ₹ 1,916.02 million, respectively, which represented 56.37%, 63.40%, 82.71% and 122.84% of our tangible assets, respectively. Similarly, for the Financial Year 2019, 2020 and 2021 and the nine-months ended December 31, 2021, our insured inventory aggregated to ₹ 2,291.77 million, ₹ 4,445.00 million, ₹ 3,263.85 million and ₹ 3,265.00 million, respectively, which represented 81.43%, 117.58%, 101.95% and 106.22% of our total inventory, respectively.

While we maintain insurance coverage in amounts that we believe are consistent with industry norms and would be adequate to cover the normal risks associated with the operation of our business, such as risks to relating to our assets and data protection, warehouses, inventory, employees and supply chain. Our insurance policies do not cover all risks and are subject to exclusions and deductibles. In addition, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or at all, or on time, or that we have taken out sufficient insurance to cover all our potential losses. These insurance policies are generally valid for one year and are renewed annually on expiry. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. For further details on insurance arrangements, see "*Our Business — Insurance*" on page 172.

We could be held liable for accidents that occur during the course of our operations. In particular, our business could suffer damage from risks of fire, earthquakes, flood and other force majeure events, acts of terrorism, severe damage to and the destruction of property and equipment, resulting in the suspension of operations. We may also be subject to product liability claims.

Such damage and losses may not be fully compensated by insurance. If our properties are damaged or we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result. To the extent that we suffer loss or damage for which we have not obtained or maintained insurance, or which is not covered by insurance, which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us. If we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition, results of operations and cash flows may be adversely affected.

33. Our Promoters will be able to exercise significant influence and control over us after the Offer and may have interests that are different from or conflict with those of our other shareholders.

After the completion of the Offer, our Promoters, Siddharath Bindra, Meena Bindra, Shradha Bindra, Kaveri Tradex Private Limited and Dhanvan Impex LLP, will, by virtue of their shareholding, have the ability to exercise significant control and influence over our Company and our affairs and business, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum of Association and Articles of Association, the approval of a merger or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters may be different from or conflict with the interests of our other shareholders in material aspects and, as such, our Promoters may not make decisions in our best interests. Their influence may also result in the delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to our other shareholders.

Further, while our Promoters do not, as of the date of this Draft Red Herring Prospectus, engage in any other business activities similar to our business lines, we cannot assure you that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. Further, we cannot assure you that our Promoters will not undertake or acquire interests in competing ventures in the locations or segments in which we operate. Conflicts of interest may arise in the future, which may adversely affect our business, cash flows, financial condition and results of operations.

34. We have in the past entered into related-party transactions and may continue to do so in the future.

We have entered into certain transactions with related parties and are likely to continue to do so in the future. All related party transactions entered into by us in the last three financial years have been at arms' length and in the interests of our Company. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions are not entered into with related parties. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition and results of operations. For details on our related-party transactions, see "*Other Financial Information – Related Party Transactions*" on page 300.

35. We are subject to risks arising from exchange rate fluctuations.

Although our reporting currency is Indian Rupees, we may be exposed to exchange rate fluctuations, as we transact a portion of our business in several other currencies, primarily in USD, AED, Nepal Rupee and Canadian Dollar. During the Financial Years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our revenue from operations from exports (including export incentives) aggregated to ₹ 75.94 million, ₹ 154.04 million, ₹ 123.14 million, and ₹ 163.70 million, respectively, constituting 1.04%, 2.03%, 2.34%, and 3.36% of our total revenue from operations, respectively. While we generally have not imported materials from outside India or incurred debt denominated in foreign currency as of December 31, 2021, we may do so in the future and face corresponding exchange rate fluctuations. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our business, financial condition, results of operations and cash flows.

36. We have presented certain supplemental information of our performance and liquidity which is not prepared under or required by Ind AS.

This Draft Red Herring Prospectus includes certain non-GAAP financial measures such as EBITDA, EBITDA Margin, Return on Capital Employed, Return on Net Worth, Net Worth, Net asset value per share, CAGR and net profit / (loss) after tax margin ("**Non-GAAP Measures**"), which are supplemental information of our performance and liquidity that are not required by, or presented in accordance with, Ind AS. Further, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of similarly titled Non-GAAP Measures of other companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting their utility as comparative measures. Although the Non-GAAP Measures are not measures of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us because it is widely used measures to evaluate a company's operating performance. See also "*Other Financial Information*" on page 298.

Further, the Non-GAAP Measures may be different from financial measures and statistical information disclosed or followed by other companies in our industry. The Non-GAAP Measures relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies in our industry.

Accordingly, investors should not place undue reliance on the Non-GAAP financial information included in this Draft Red Herring Prospectus.

37. This Draft Red Herring Prospectus contains information derived from third parties and extracted from an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer.

The industry and market information contained in this Draft Red Herring Prospectus includes information that is obtained or derived from the report titled "Industry Report on Women Indian Wear Retail in India" dated March 28, 2022 prepared by Technopak, an independent third-party research agency appointed and paid for by the Company, and appointed on January 25, 2022, exclusively in connection with the Offer. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Given the scope and extent of the Technopak Report, disclosures are limited to certain excerpts and the Technopak Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no material parts, data or information (which may be relevant for the proposed issue), that have been left out or changed in any manner. The Technopak Report has been commissioned and paid for by us for the purposes of confirming our industry exclusively in connection with the Offer. The report uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information. For further details, including disclosures made by Technopak in connection with the preparation and presentation of their report, see "*Certain Conventions, Use of Financial Information, Industry and Market Data and Currency of Presentation*" on page 14.

38. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank or financial institution in relation to the objects of our Offer, which may affect our business and results of operations.

We intend to use the Net Proceeds for (i) repayment and / or prepayment, in full or in part, of certain borrowings availed by our Company, and (ii) general corporate purposes. The deployment of the Net Proceeds is based on management estimates, current circumstances of our business and prevailing market conditions and has not been appraised by any bank, financial institution or other independent institution. We may have to revise our funding requirements and deployment from time to time due to various factors, such as changes in costs, financial and market conditions, business and strategy considerations and interest rate fluctuations or other external factors, which may or may not be within the control of our management. This may entail rescheduling and revising planned expenditure and funding requirements and increasing or decreasing expenditures for a particular purpose from planned expenditures at the discretion of our management and subject to applicable law. Accordingly, investors in the Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds. The application of the Net Proceeds in our business may not lead to an increase in the value of your investment. Various risks and uncertainties, including those set forth in this section "*Risk Factors*", may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. For details see, "*Objects of the Offer*" on page 94.

39. Our Previous Statutory Auditors have included certain observations / modifications in the reports on the audited consolidated financial statements for the Fiscals 2021, 2020 and 2019, and the annexures thereto. In addition, our Previous Statutory Auditors have included certain emphasis of matters in the reports on the audited consolidated financial statements for the Fiscals 2021 and 2020 and our Statutory Auditor has included an emphasis of matter in the audited consolidated financial statements for the nine months ended December 31, 2021. If similar modifications or statements are included in the statutory auditors' reports or their annexures for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.

Our Previous Statutory Auditors' reports on the audited consolidated financial statements for the Fiscals 2021, 2020 and 2019 included a statement on certain matters specified in the Companies (Auditor's Report) Order, 2016 (as amended), which contained the observations below.

In respect of Fiscal 2021:

- there was a case of embezzlement of funds amounting to ₹ 30.21 million by a former employee of the Company over a period of four years from Financial Year 2018 to Financial Year 2021. The Company has recorded necessary adjustments in the Restated Consolidated Summary Statements based on reconciliations performed with vendors and a preliminary report from a forensic expert, and in view of the management, any further adjustment relating to aforesaid matter on completion of the investigation are not expected to be material. The Company has also filed a first information report against the former employee and is in the process of taking necessary steps to ensure recovery of such amounts.

- there were disputed statutory dues in relation to income tax and value added tax, aggregating to ₹ 783.87 million, which were pending before the appropriate authorities.

In respect of Financial Year 2020:

- the Company had advanced a loan at a rate of interest lower than prescribed, amounting to ₹ 57.79 million which was not in compliance with Section 186 of the Companies Act, 2013. The Company has recorded a provision for doubtful recovery on the outstanding loan amount including interest accrued.

- there were disputed statutory dues in relation to income tax and value added tax, aggregating to ₹ 17.35 million, which were pending before the appropriate authorities.

In respect of Financial Year 2019:

- there were arrears of statutory dues outstanding for more than six months in relation to profession tax, aggregating to ₹ 0.98 million.

- there were disputed statutory dues in relation to income tax and value added tax, aggregating to ₹ 15.64 million, which were pending before the appropriate authorities.

In addition, our Previous Statutory Auditors' report on the internal financial controls with reference to the consolidated financial statements under Section 143(3)(i) of the Companies Act, 2013 (included as part of the auditor's report on the audited consolidated financial statements for the Fiscals 2021) included a qualified opinion pursuant to certain material weaknesses identified in our Company's internal controls as at March 31, 2021, as set out below:

- Our Company did not have an appropriate internal control system over processing of payments towards rental and other expenses pertaining to leased premises, which has resulted in misappropriation of funds through fraudulent payments, and could lead potential material misstatements in the value of trade and other payables, and its consequential impact of the statement of profit and loss.

Our Previous Statutory Auditors have included emphasis of matter in their reports on our audited consolidated financial statements for Financial Years 2020 and 2021, and our Statutory Auditors have included emphasis of matter in their reports on our audited consolidated financial statements for the nine months ended December 31, 2021, in relation to possible consequential implications on our operations on account of COVID-19, which did not give rise to modifications.

If similar modifications or statements are included in our statutory auditors' reports or their annexures for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.

40. ***Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

As described in the section "*Objects of the Offer*" on page 94, we intend to use the Net Proceeds for various purposes, including but not limited to, (i) repayment / prepayment, in full or in part, of certain borrowings availed by our Company; and (ii) general corporate purposes. However, we have not entered into any definitive agreements and do not have any definite and specific commitments towards the aforementioned purposes for which our Company intends to use the Net Proceeds. Further, the Net Proceeds are intended to be utilized by the Company only and none of the members of our Promoter Group or Group Companies will receive any portion of the Net Proceeds. The planned use of the Net Proceeds is based on current conditions and is subject to changes in external circumstances, costs, other financial conditions or business strategies.

Any variation in the planned use of the Net Proceeds would require Shareholders' approval and may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business. In the event that there is such a change in the objects of the Offer, our Promoters shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 and in terms of the conditions and manner prescribed under Schedule XX of the SEBI ICDR Regulations and applicable law.

41. A portion of the proceeds from the Offer for Sale will be paid to the Selling Shareholders.

The Offer consists of a Fresh Issue of Equity Shares by our Company and an Offer for Sale of Equity Shares by the Selling Shareholders. Each Selling Shareholder shall be entitled to the proceeds from the Offer for Sale, in proportion to its respective portion of the Offered Shares transferred by it in the Offer for Sale (after deducting the applicable Offer-related expenses and taxes), and our Company will not receive any proceeds from the Offer for Sale. For further details, see "*The Offer*", "*Capital Structure*" and "*Objects of the Offer*" on pages 60, 76 and 94, respectively.

42. Certain corporate records, regulatory filings of our Company and certain other documentation are not traceable.

Certain corporate records and regulatory filings, which include the return of allotment in relation to issue and allotment of Equity Shares by our Company in 2005, and the share transfer forms in relation to the transfer of shares from Satish Bindra and Meena Bindra to Siddharath Bindra in 2011 are not traceable. While we believe that these filings were duly made, we have not been able to trace copies of the same. Whilst we have made efforts to trace the copies of these filings, including by undertaking a search at the office of the RoC for the return of allotment in relation to issue and allotment of Equity Shares by our Company in 2005, we have not been able to trace copies of the same. We have placed reliance on other documents, including our annual returns and minutes of the meetings of our Board and Shareholders for corroborating the share capital history of our Company and promoters' shareholding for such period. In addition, the degree certificate pertaining to the educational qualification of Meena Bindra, one of our Promoters and an Executive Director is not traceable. While she has taken the requisite steps to obtain the relevant supporting documentation, including by making a written application to the relevant university, she has not been able to procure the same. Accordingly, our Company has placed reliance on an affidavit furnished by her, and a copy of the abovementioned application made by her to the university, to disclose the details of her educational qualifications in this Draft Red Herring Prospectus. There can be no assurances that they will be able to trace the relevant documents pertaining to her educational qualifications in the future.

We cannot assure you that the corporate records and regulatory filings described above will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

43. Conflicts of interest may arise out of common business objects between our Company, Subsidiaries, Associate and Group Companies.

Conflicts may arise in the ordinary course of decision making by our Promoters or Board of Directors. Our Group Company and Associate, Anjuman Brand Designs Private Limited, and our Subsidiaries are authorized to carry out, or engage in business similar to that of our Company. While we will adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner. Further, due to the conflict of interest between us, or to the extent that competing business operations offered by Group Companies erode our market share, we may not be able to effectively manage any such conflict or competitive pressures and, consequently, our business, results of operation and financial condition may be adversely affected.

44. Certain of our Directors and Key Managerial Personnel (including our Promoters) have interests in our Company other than reimbursement of expenses incurred and normal remuneration or benefits.

Certain of our Directors and Key Managerial Personnel may be regarded as having an interest in our Company other than reimbursement of expenses incurred and normal remuneration or benefits. They may also be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on Equity Shares held by them. Additionally, we have, in the course of our business, entered into, and will continue to enter into, transactions with related parties. Our Promoters, Directors and Key Managerial Personnel may also be deemed to be interested in contracts, agreements / arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity.

While we consider in our view, all such transactions entered into by us as are legitimate business transactions conducted on an arms' length basis, we cannot assure you that we could not have achieved more favourable terms had such arrangements not been entered into with related parties or that we will be able to maintain existing terms, in cases where the terms are more favourable than if the transaction had been conducted on an arms' length basis. There can be no assurance that these transactions in the future, individually or in the aggregate, will not have an adverse effect on our business, prospects, result of operations, financial condition and cash flows, including because of potential conflicts of interest or otherwise. For more information on our related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 300.

EXTERNAL RISK FACTORS

Risks Related to India

45. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business, financial condition, results of operations and cash flows.***

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Currently, we manufacture only in India and derive most of our sales in India, which are thus dependent on prevailing economic conditions in India. Our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, financial year or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies; and
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries, such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 pandemic;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;

- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- logistical and communications challenges;
- financial instability in financial markets;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis;
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so; and
- other significant regulatory or economic developments in or affecting India.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition and results of operations, and the price of the Equity Shares.

46. Changing laws, rules and regulations and legal uncertainties, including any adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, cash flows, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by India's Ministry of Finance effective as of September 20, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains tax on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, pursuant to the Finance Act, 2021 ("**Finance Act**"), it had been clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Further, a draft of the Personal Data Protection Bill, 2019 has been introduced before the Lok Sabha on December 11, 2019, which provides for a framework for protection of personal data and use of non-personal data and seeks to, among others, lay down norms for cross-border transfer of personal data, define the scope of the definition of personal data and non-personal data, establishment of a data protection authority and ensure the accountability of entities processing personal data and as on the date of this Draft Red Herring Prospectus, the Joint Parliamentary Committee on the PDP Bill has adopted the final draft and it is scheduled to be tabled before the parliament. Further, the joint parliamentary committee has proposed that the name of the bill be changed to the "Data Protection Bill". Should such a framework be notified, our ability to collect, use, disclose and transfer information with respect to our counterparties may be further restricted. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, cash flows, results of operations and prospects.

Any further changes in laws may have an impact on our results of operations. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, cash flows, results of operations and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

47. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The combination regulation (merger control) provisions under the Competition Act require that the acquisition of shares, voting rights, assets or control or mergers or amalgamations which exceed any of the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. Any breach of the provisions of the Competition Act by our Company may attract substantial monetary penalties.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. Any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, financial condition and results of operations.

48. ***Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.***

Our access to the debt markets and our costs of financing depend significantly on the credit ratings of India. India's sovereign rating decreased from Baa2 with a "negative" outlook to Baa3 with a "negative" outlook in June 2020 and from Baa3 with a "negative" outlook to Baa3 with a "stable" outlook in October 2021, by Moody's; from BBB- with a "stable" outlook to BBB- with a "negative" outlook by Fitch in June 2020 and from BBB "negative" to BBB (low) "stable" by DBRS in May 2021. India's sovereign ratings from S&P is BBB- with a "stable" outlook. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any additional overseas financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business.

49. ***Current economic conditions may adversely affect our business, cash flows, results of operations and financial condition.***

The global economy is currently undergoing a period of unprecedented volatility, and the future economic environment may continue to be less favorable than that of recent years. We are exposed to many different companies, including our counterparties under our various manufacturing, sale and franchise agreements, co-branding, raw materials and finished goods supply, as well as other similar arrangements, any of which may be or become unstable in the current economic environment, and any such events could adversely affect our business, cash flows, financial condition and results of operations.

50. If the rate of Indian price inflation increases, our business and results of operations may be adversely affected.

Inflation rates in India have been volatile in recent years, and such volatility may continue. In recent years, India has experienced consistently high inflation, which has increased the price of, among other things, our rent, raw materials and wages. If this trend continues, we may be unable to accurately estimate or control our costs of production and purchase, which could have an adverse effect on our business and results of operations. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business, cash flows, results of operations and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. We cannot assure you that Indian inflation levels will not worsen in the future.

51. Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as U.S. GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.

Our Restated Consolidated Summary Statements for Financial Years 2021, 2020 and 2019 and the nine months ended December 31, 2021 included in this Draft Red Herring Prospectus are derived from our audited consolidated financial statements prepared in accordance with Ind AS or Ind AS 34, as applicable, specified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and restated in accordance with the requirements of Section 26 of Part 1 of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectus (Revised 2019) (as amended) issued by the ICAI. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which are restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

52. Financial instability in other countries may cause increased volatility in Indian financial markets and could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging markets in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could adversely affect our results of operations and financial condition.

53. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Foreign investment in Indian securities is subject to regulation by Indian regulatory authorities. Under foreign exchange regulations which are currently in force in India, transfer of shares between non-residents and residents is freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified under applicable law. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all in the case of such investment, subscription, purchase or sale of equity instruments, with or without any particular terms or conditions. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 396. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, cash flows, financial condition, results of operations and prospects.

54. Our ability to raise foreign debt may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on raising foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

55. Rights of shareholders under Indian laws may be different from laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions.

56. Investors may have difficulty in enforcing foreign judgments against our Company or our management.

Our Company is a limited liability company incorporated under the laws of India. All of our directors and executive officers are residents of India. All of our Company's assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained outside India against our Company or such parties.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, the United Arab Emirates, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**"). The United States has not been notified as a reciprocating territory.

In order to be enforceable, a judgment obtained in a jurisdiction which India recognizes as a reciprocating territory must meet certain requirements of the Civil Procedure Code. Section 13 of the Civil Procedure Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record; such presumption may be displaced by proving want of jurisdiction. The Civil Procedure Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, or other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards even if such awards are enforceable as a decree or judgment. A foreign judgment rendered by a superior court (as defined under the Civil Procedure Code) in any jurisdiction outside India which the Government of India has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and executive officers and any other parties resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

57. A third party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

Risks Related to the Offer

58. Our Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. The Offer Price, market capitalization to revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for the Equity Shares, and after the Offer, an active trading market for the Equity Shares may not develop. Listing and quotation does not guarantee that a market for the

Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares has been determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, actual or anticipated fluctuations in our operating results, the public's reaction to our press releases, other public announcements and filings with the regulator, changes in senior management or key personnel, changes in our shareholder base, changes in accounting standards, policies, guidance, interpretations or principles and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

Our revenue from operations was ₹ 7,294.05 million, ₹ 7,572.08 million, ₹ 5,258.20 million and ₹ 4,876.84 million for the financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, respectively. Our profit / (loss) for the period / year for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 202.43 million, ₹ 89.09 million, ₹ (118.40) million and ₹ 182.41 million, respectively, representing a net profit / (loss) after tax margin of 2.78%, 1.18%, (2.25)% and 3.74%, respectively. Our market capitalization to revenue from operations for the Financial Year 2019, 2020 and 2021 multiple is [●], [●] and [●] times, respectively, and our price to earnings ratio (based on Financial Year 2019, 2020 and 2021 restated profit after tax for the respective year) is [●], [●] and [●] at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined by the Company and Investor Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors, including as set out in the section titled "*Basis for the Offer Price*" on page 104 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products or superior products, COVID-19 related or similar situations, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

59. Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of the Equity Shares, independent of our operating results.

On listing on the Stock Exchanges, the Equity Shares will be quoted in Indian Rupees and any dividends payable in respect of the Equity Shares will also be paid in Indian Rupees, to be subsequently converted into a relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by our shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on returns on the Equity Shares, independent of our operating results.

60. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by us may dilute your shareholding and adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future issuance of Equity Shares, convertible securities or securities linked to Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company. Any future equity issuances by us may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

61. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India and having share capital must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of such equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise any pre-emptive rights granted in respect of the Equity Shares, your ownership position in our Company could be diluted.

62. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of sale and acquisition of equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹ 100,000, subject to certain exceptions in case of resident individuals and HUF.

Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non -delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020.

The Government of India had announced the union budget for Fiscal 2022 and the Finance Act, 2021 received assent from the President of India on March 28, 2021 and was made effective from April 1, 2021. There is no certainty on the impact that the Finance Act, 2021 may have on our business and operations or in the industry we operate in. Additionally, the Finance Act does not require DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

63. Our ability to pay dividends or conduct share buybacks in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and lender consents and we cannot assure you that we will be able to pay dividends or conduct share buybacks in the future.

We currently intend to invest our future earnings, in part or in full, to fund our growth. The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. In addition, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into, and any dividend payments we make may be subject to the prior consent of certain of our lenders pursuant to the terms of the agreements we have with them. For details, see "*Financial Indebtedness*" on page 340. We cannot assure you that we will choose, or be able, to pay dividends or conduct share buyback programs in the future. For further details, see "*Dividend Policy*" and "*Capital Structure*" beginning on pages 213 and 76, respectively.

64. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Institutional Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. While our Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares[(1)]	Up to [●] Equity Shares, aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue[(1)^]	Up to [●] Equity Shares, aggregating up to ₹ 900.00 million
(ii) Offer for Sale [(2)]	Up to 27,762,010 Equity Shares, aggregating up to ₹ [●] million
The Offer comprises of:	
A) QIB Portion [(3)(4)(5)]	Not less than [●] Equity Shares aggregating up to ₹[●] million
of which:	
(i) Anchor Investor Portion	Up to [●] Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares
(b) Balance for all QIBs including Mutual Funds	Up to [●] Equity Shares
B) Non-Institutional Portion [(4)(5)(6)]	Not more than [●] Equity Shares aggregating up to ₹[●] million
C) Retail Portion [(4)(5)]	Not more than [●] Equity Shares aggregating up to ₹[●] million
Pre and post Offer Equity Shares	
Equity Shares outstanding as at the date of this Draft Red Herring Prospectus	125,062,833 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Proceeds	See "*Objects of the Offer*" on page 94 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

Notes:

^ Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 180.00 million. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

(1) The Offer has been authorized by a resolution of our Board dated March 31, 2022 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated April 7, 2022. The Offer shall be made in accordance with Rule 19(2)(b) of the SCRR. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated March 31, 2022.

(2) Each of the Selling Shareholders, severally and not jointly, confirm that the Offered Shares that have been held by it are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders has, severally and not jointly, approved the transfer of its respective portion of the Offered Shares, pursuant to the Offer for Sale. For details on the authorisation of each of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 350. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully- diluted basis) and (ii) Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully- diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully- diluted basis).

(3) Our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 375.

(4) Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, as applicable, at the discretion of our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable law. In the event of under-subscription in the Offer, the Allotment for the valid Bids will be made, in the first instance, towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made in the following priority: (i) first towards the sale of the Offered Shares being

offered by the Investor Selling Shareholders in the Offer for Sale in a proportionate manner; (ii) after all Offered Shares being offered by the Investor Selling Shareholders have been Allotted, towards the sale of the Offered Shares being offered by the Promoter Selling Shareholder in the Offer for Sale; and (iii) thereafter, towards the balance of the Fresh Issue.

(5) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "Offer Procedure" on page 375.

(6) 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 ₹ 0.2 million and up to ₹ 1.0 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million, provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allocation to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure*" and "*Offer Procedure*" on pages 372 and 375, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 366.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Summary Statements. The summary financial information presented below may differ in certain significant respects from generally accepted accounting principles in other countries, including IFRS. The summary financial information presented below should be read in conjunction with our Restated Consolidated Summary Statements, the notes and annexures thereto and the section "Management's Discussion and Analysis of Financial Position and Results of Operations" on page 302.

Summary of Restated Assets and Liabilities

(in ₹ million)

Particulars	As at			
	December 31, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Assets				
Non-Current Assets				
Property, plant and equipment	519.92	496.30	605.72	522.34
Right-of-use assets	2,830.31	2,726.99	3,354.20	3,229.52
Goodwill	-	0.96	0.96	0.96
Other intangible assets	36.22	38.22	45.16	45.58
Intangible assets under development	36.64	-	-	-
Investments accounted for using the equity method	58.92	57.42	59.34	66.02
Financial assets				
(i) Investments	16.56	15.86	15.37	15.37
(ii) Other financial assets	225.23	316.82	325.60	311.47
Non-current tax asset (net)	30.73	36.02	82.50	182.05
Deferred tax assets (net)	239.22	242.72	193.94	224.80
Other non-current assets	77.90	30.56	26.96	44.92
Total non-current assets	**4,071.65**	**3,961.87**	**4,709.75**	**4,643.03**
Current assets				
Inventories	3,073.77	3,201.28	3,780.44	2,814.41
Financial assets				
(i) Trade receivables	548.69	677.29	331.75	330.26
(ii) Cash and cash equivalents	123.33	39.68	22.40	67.82
(iii) Bank balances other than (ii) above	1.56	13.44	1.26	1.50
(iv) Loans	-	-	-	42.73
(v) Other financial assets	198.15	154.10	121.78	127.31
Other current assets	321.02	277.62	347.15	278.11
Total current assets	**4,266.52**	**4,363.41**	**4,604.78**	**3,662.14**
Total assets	**8,338.17**	**8,325.28**	**9,314.53**	**8,305.17**
Equity and liabilities				
Equity				
Equity share capital	1,250.63	1,250.63	1,197.30	1,197.30
Other equity	2,095.13	1,910.77	1,682.12	1,671.06
Equity attributable to equity holders of the parent	**3,345.76**	**3,161.40**	**2,879.42**	**2,868.36**
Non-controlling interests	(38.85)	(38.82)	(38.67)	(39.31)
Total equity	**3,306.91**	**3,122.58**	**2,840.75**	**2,829.05**
Non-current liabilities				
Financial liabilities				
(i) Borrowings	262.34	233.57	-	1.93
(ia) Lease liabilities	2,885.99	2,827.46	3,388.02	3,214.66
Provisions	13.33	25.29	21.96	13.10
Total non-current liabilities	**3,161.66**	**3,086.32**	**3,409.98**	**3,229.69**
Current liabilities				
Financial liabilities				
(i) Borrowings	438.36	864.24	1,441.60	1,032.54
(ia) Lease liabilities	510.85	580.74	530.38	474.16
(ii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	289.11	136.69	86.70	56.52
(b) Total outstanding dues of creditors other than micro	454.37	372.46	843.05	558.83

(in ₹ million)

Particulars	As at			
	December 31, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
enterprises and small enterprises				
(iii) Other financial liabilities	107.82	94.68	87.51	78.41
Other current liabilities	41.84	55.74	64.20	36.43
Current tax liabilities	0.75	-	-	-
Provisions	26.50	11.83	10.36	9.54
Total current liabilities	**1,869.60**	**2,116.38**	**3,063.80**	**2,246.43**
Total equity and liabilities	**8,338.17**	**8,325.28**	**9,314.53**	**8,305.17**

Summary of Restated Profit and Loss

(in ₹ million, unless otherwise stated)

Particulars	For the nine months ended December 31, 2021	For the year ended		
		March 31, 2021	**March 31, 2020**	**March 31, 2019**
Income				
Revenue from operations	4,876.84	5,258.20	7,572.08	7,294.05
Other income	274.10	433.59	89.38	63.32
Total income	**5,150.94**	**5,691.79**	**7,661.46**	**7,357.37**
Expenses				
Cost of materials consumed	1,056.80	965.73	2,222.06	1,600.57
Purchase of Stock-in-Trade	27.12	9.80	20.34	5.73
Job work charges	477.57	665.52	1,213.91	916.29
Changes in inventories of finished goods, stock-in-trade and work-in-progress	236.55	575.40	(962.99)	(38.35)
Employee benefits expense	655.38	713.43	1,114.33	933.43
Finance costs	294.97	430.48	449.86	353.72
Depreciation and amortisation expense	576.39	833.96	809.27	716.78
Other expenses	1,576.61	1,703.05	2,604.55	2,577.42
Total expenses	**4,901.39**	**5,897.37**	**7,471.33**	**7,065.59**
Profit/(loss) before share of net profits of investments accounted for using equity method and tax	**249.55**	**(205.58)**	**190.13**	**291.79**
Share of profit/(loss) of associate accounted for using the equity method, net of tax	1.59	(2.16)	(7.10)	(1.90)
Profit/(loss) before tax and exceptional items	**251.14**	**(207.74)**	**183.03**	**289.89**
Exceptional items	-	0.08	42.73	-
Profit/(loss) before tax	**251.14**	**(207.82)**	**140.30**	**289.89**
Tax expense				
Current tax	65.59	(40.83)	57.53	128.82
Deferred tax (credit)	3.14	(48.59)	(6.32)	(41.36)
Profit/(loss) for the year	**182.41**	**(118.40)**	**89.09**	**202.43**
Other comprehensive income:				
Items that will not be reclassified to profit and loss				
Re-measurement gains/(losses) on defined benefit obligations	1.76	(0.99)	(4.18)	(2.32)
Income tax effect	(0.44)	0.19	1.05	0.81
Share of other comprehensive income of associate accounted for using the equity method (net of tax)	(0.09)	0.24	0.02	0.03
Total other comprehensive income/ (loss) for the year, net of tax	**1.23**	**(0.56)**	**(3.11)**	**(1.48)**
Total comprehensive income/(loss) for the year	**183.64**	**(118.96)**	**85.98**	**200.95**
Profit/ (loss) attributable to:				
Owners of the Holding Company	182.44	(118.25)	88.45	209.77
Non-controlling interest	(0.03)	(0.15)	0.64	(7.34)
	182.41	**(118.40)**	**89.09**	**202.43**
Other comprehensive income/ (loss) attributable to:				
Owners of the Holding Company	1.23	(0.56)	(3.11)	(1.48)
Non-controlling interest	-	-	-	-
	1.23	**(0.56)**	**(3.11)**	**(1.48)**

(in ₹ million, unless otherwise stated)

Particulars	For the nine months ended December 31, 2021	For the year ended March 31, 2021	March 31, 2020	March 31, 2019
Total comprehensive income/(loss) for the year attributable to:				
Owners of the Holding Company	183.67	(118.81)	85.34	208.29
Non-controlling interest	(0.03)	(0.15)	0.64	(7.34)
	183.64	**(118.96)**	**85.98**	**200.95**
Earnings per equity share (face value of ₹ 10 per share) (EPS for nine months period ended 31 December 2021 is not annualised)				
Basic earnings per share (in ₹)	1.46	(0.96)	0.74	1.69
Diluted earnings per share (in ₹)	1.46	(0.96)	0.74	1.69

Summary of Restated Cash Flows

(in ₹ million)

Particulars	For the nine months ended December 31, 2021	For the year ended March 31, 2021	March 31, 2020	March 31, 2019
A) Cash flow from operating activities:				
Net profit / (loss) before tax (after exceptional items)	251.14	(207.82)	140.30	289.89
Adjustments for:				
Share of loss of associate accounted for using the equity method	(1.59)	2.16	7.10	1.90
Depreciation and amortisation	576.39	833.96	809.27	716.78
(Gain)/loss on disposal of fixed assets	(0.39)	(0.04)	(1.03)	0.85
Interest income	(1.20)	(1.50)	(2.06)	(6.16)
Employee stock option expense	0.77	0.79	-	-
Interest income on financial asset at amortised cost	(18.36)	(10.14)	(9.18)	(10.70)
Exceptional items	-	0.08	42.73	-
Rent concession on lease rentals	(183.97)	(350.58)	-	-
Excess liabilities and provisions written back	-	-	(14.85)	-
Unrealised foreign exchange loss/(gain)	2.81	0.25	(0.40)	(0.09)
Foreign currency translation reserve	(0.08)	-	-	-
Finance costs	294.97	430.48	449.85	353.72
Gain on termination of right-of-use assets	(57.31)	(56.29)	(25.16)	(23.85)
Miscellaneous balances written off	1.32	75.47	-	-
Provision for doubtful debts	29.65	14.17	4.70	-
Operating profit before working capital changes	**894.15**	**730.99**	**1,401.27**	**1,322.34**
Adjustments for movement in:				
Decrease/(increase) in inventory	127.51	579.16	(966.03)	(18.64)
(Increase)/decrease in trade receivables	118.21	(356.92)	(6.19)	14.68
(Increase)/decrease in loans, financial assets and other assets	(112.15)	(27.76)	16.46	(116.08)
(Decrease)/increase in trade payables	234.33	(420.60)	314.40	118.10
Increase in other liabilities and provisions	(16.27)	16.27	74.27	(17.59)
Cash generated from operating activities	**1,245.78**	**521.14**	**834.18**	**1,302.81**
Income taxes refund/(paid) (net)	(59.63)	87.31	(74.47)	(201.42)
Net cash flow generated from operating activities	**1,186.15**	**608.45**	**759.71**	**1,101.39**
B) Cash flow from investing activities:				
Purchase of property, plant and equipment (including intangible assets and capital advances)	(233.56)	(100.53)	(304.73)	(301.06)
Proceeds from sale of property, plant and equipment	1.37	0.77	4.21	2.42
Interest received	0.51	1.01	2.06	6.16
(Investments)/proceeds in/from fixed deposits	10.85	(11.75)	(0.29)	3.83
Net cash used in investing activities	**(220.83)**	**(110.50)**	**(298.75)**	**(288.65)**
C) Cash flow from financing activities:				
Repayment of long term borrowings	(27.32)	(19.66)	(67.78)	(84.97)

(in ₹ million)

Particulars	For the nine months ended December 31, 2021	For the year ended		
		March 31, 2021	March 31, 2020	March 31, 2019
Proceeds from long term borrowings	100.00	296.00	-	-
Proceeds/(repayment) of short term borrowings (net)	(469.14)	(620.14)	479.27	91.12
Finance charges paid other than interest on lease liabilities	(57.96)	(99.46)	(119.88)	(78.77)
Principal payment of lease liabilities	(187.88)	(111.35)	(449.45)	(369.38)
Interest on lease liabilities	(239.37)	(326.06)	(332.65)	(274.47)
Proceeds from shares issued during the year	-	400.00	-	-
Dividend paid (including dividend distribution tax)	-	-	(15.89)	(85.16)
Net cash used in financing activities	**(881.67)**	**(480.67)**	**(506.38)**	**(801.63)**
D) Net increase/(decrease) in cash and cash equivalents (A+B+C)	**83.65**	**17.28**	**(45.42)**	**11.11**
E) Cash and cash equivalents as at the beginning of the period / year	39.68	22.40	67.82	56.71
F) Cash and cash equivalents as at the end of the period / year	**123.33**	**39.68**	**22.40**	**67.82**
Balance with banks				
- with scheduled banks in current accounts	10.22	8.76	17.16	11.80
- with scheduled banks in cash credit account	62.04	7.39	2.74	41.90
Cash on hand	51.07	23.53	2.50	14.12
Total cash and cash equivalents	123.33	39.68	22.40	67.82
Non-cash investing activities				
Acquisition of Right of use assets	(103.32)	627.21	(124.68)	(689.36)

GENERAL INFORMATION

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 and registered office of our Company, see "*History and Certain Corporate Matters*" on page 179.

Registered and Corporate Office of our Company

The address and certain other details of our Registered and Corporate Office is as follows:

BIBA Fashion Limited
13th Floor, Capital Cyber Scape
Sector-59, Golf Course Extension Road
Gurugram, Gurgaon – 122102, Haryana
Telephone: +91 124 5047000
Website: www.biba.in

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company Registration Number	083029
Corporate Identity Number	U74110HR2002PLC083029

The Registrar of Companies

Our Company is registered with the RoC, which is situated at the following address:

Registrar of Companies, Delhi & Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi – 110019, India

Board of Directors

The following table sets out the brief details of our Board as on the date of this Draft Red Herring Prospectus:

Name and Designation	DIN	Address
Siddharath Bindra *Managing Director*	01680498	F-4, Ansal Villas, Near CKSM Public School, Satbari, Chattarpur, Hauz Khas, South Delhi, Delhi – 110074, India
Meena Bindra *Executive Director*	01627149	F-4, Ansal Villa, Satbari, Chattarpur, Hauz Khas, South Delhi, Delhi – 110074, India
Anish Kumar Saraf* *Non-Executive Director*	00322784	B-3002, 30th floor, Raheja Vivarea, Sane Guruji Marg, Jacob Circle, Mumbai, Maharashtra – 400011, India
Gagan Makar Singh *Independent Director*	01097014	422, The Magnolias, DLF Golf Links, Golf Course Road, DLF Phase 5, Galleria DLF-IV, Gurgaon, Haryana – 122009
Pradeep Banerjee *Independent Director*	02985965	D-507, Ashok Towers, Dr. S. S. Rao Road, Near ITC Grand Central Hotel, Parel, Mumbai, Maharashtra – 400012
Saurabh Modi *Independent Director*	00906630	D-46-B, Malviya Marg, C-Scheme, Jaipur, Rajasthan – 302001

* *Nominee of Highdell*

For further details of our Board of Directors, see "*Our Management – Board of Directors*" on page 188.

Company Secretary and Compliance Officer

Sachin Agarwal is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Sachin Agarwal
13th Floor, Capital Cyber Scape
Sector-59, Golf Course Extension Road
Gurugram, Gurgaon, Haryana 122102
Telephone: +91 124 5047000
Email: companysecretary@bibaindia.com

Registrar to the Offer

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg
Vikhroli (West), Mumbai – 400 083
Maharashtra, India
Telephone: +91 22 4918 6200
Email: biba.ipo@linkintime.in
Investor grievance email: biba.ipo@linkintime.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Telephone: + 91 22 6630 3030
Email: biba.ipo@jmfl.com
Investor grievance email: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No: INM000010361

Ambit Private Limited
Ambit House
449, Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Telephone: +91 22 6623 3030
Email: biba.ipo@ambit.co
Investor grievance email: customerservicemb@ambit.co
Website: www.ambit.co
Contact Person: Nikhil Bhiwapurkar / Jitendra Adwani
SEBI Registration No: INM000010585

DAM Capital Advisors Limited
(Formerly IDFC Securities Limited)
One BKC, Tower C, 15th Floor, Unit No. 1511
Bandra Kurla Complex, Bandra (East)
Mumbai 400051, Maharashtra, India
Telephone: + 91 22 4202 2500
Email: biba.ipo@damcapital.in
Investor grievance email: complaint@damcapital.in
Website: www.damcapital.in
Contact Person: Gunjan Jain / Nidhi Gupta
SEBI Registration No: MB/INM000011336

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex
N M Joshi Marg, Lower Parel
Mumbai – 400 013, Maharashtra, India
Telephone: +91 22 4332 0700
Email: biba.ipo@equirus.com
Investor grievance email: investorsgrievance@equirus.com
Website: www.equirus.com
Contact Person: Ankesh Jain / Vaibhav Shah
SEBI Registration No: INM000011286

HSBC Securities and Capital Markets (India) Private Limited
52/60, Mahatma Gandhi Road
Fort, Mumbai 400 001

Maharashtra, India
Telephone: + 91 22 2268 5555
Email: bibaipo@hsbc.co.in
Investor grievance email:
investorgrievance@hsbc.co.in
Website:
https://www.business.hsbc.co.in/engb/in/generic/ipo-open-offer-and-buyback
Contact Person: Rishi Tiwari / Sanjana Maniar
SEBI Registration No: INM000010353

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs 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.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the post issue lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Book Running Lead Managers, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, name and address of the Book Running Lead Managers, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

Syndicate Members

[●]

Inter-se allocation of responsibilities of the Book Running Lead Managers

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. The Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	JM Financial
2.	Drafting and approval of all statutory advertisement.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	Equirus
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in 2 above including corporate advertising, brochure, application form, abridged prospectus, etc. and filing of media compliance report.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	Ambit
4.	Appointment of Registrar to the Offer, Advertising Agency and Printer to the Offer including co-ordination for their agreements.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	JM Financial
5.	Appointment of all other intermediaries including monitoring agency and including co-ordination for all other agreements and co-ordination for opening of escrow account, public offer account, refund account, monitoring agency account and share escrow account.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	Ambit
6.	Preparation of road show presentation and frequently asked questions.	JM Financial, Ambit, DAM Capital, Equirus & HSBC	HSBC
7.	International institutional marketing of the Offer, which will cover, *inter alia*: Finalizing the list and division of international investors for one-to-one meetings Finalizing international road show and investor meeting schedules	JM Financial, Ambit, DAM Capital, Equirus and HSBC	HSBC
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: Institutional marketing strategy Finalizing the list and division of domestic investors for one-to-one meetings Finalizing domestic road show and investor meeting schedules	JM Financial, Ambit, DAM Capital, Equirus and HSBC	Ambit
9.	Retail marketing of the Offer, which will cover, *inter alia*: Formulating marketing strategies, preparation of publicity budget Finalising media, marketing and public relations strategy; Finalising centres for holding conferences for brokers etc. Finalising collection centers; Arranging for selection of underwriters and underwriting agreement; and Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	JM Financial, Ambit, DAM Capital, Equirus and HSBC	Equirus
10.	Non-Institutional marketing of the Offer, which will cover, *inter alia*: Finalising media, marketing and public relations strategy; and Finalising centres for holding conferences for brokers, etc.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	DAM Capital
11.	Managing anchor book related activities and submission of letters to regulators post completion of anchor allocation, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	Equirus
12.	Managing the book and finalization of pricing in consultation with the Company.	JM Financial, Ambit, DAM Capital, Equirus and HSBC	HSBC
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation,	JM Financial, Ambit, DAM Capital, Equirus	DAM Capital

S. No.	Activity	Responsibility	Co-ordinator
	coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of final post Offer report to SEBI	and HSBC	

Legal Counsel to our Company as to Indian Law

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Budh Nagar 201 301
Uttar Pradesh, India
Telephone: +91 120 479 1000

Legal Counsel to the BRLMs as to Indian law

AZB & Partners
AZB House
Plot No. A8, Sector 4
Noida 201301
National Capital Region, India
Telephone: +91 120 417 9999

AZB & Partners
AZB House,
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Telephone: +91 (22) 6639 6880

International Legal Counsel to the BRLMs

Sidley Austin LLP
Level 31,
Six Battery Road
Singapore 049909
Telephone: + 65 6230 3900

Legal Counsel to Highdell Investment Ltd as to Indian Law

Cyril Amarchand Mangaldas
Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Telephone: +91 22 2496 4455

Legal Counsel to Faering Capital India Evolving Fund

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020, India

Telephone: +91 11 4159 0700

Statutory Auditors to our Company

S. R. Batliboi & Co. LLP, Chartered Accountants
2nd and 3rd Floor, Golf View Corporate Tower-B
Sector 42, Sector Road
Gurgaon, Haryana 122002
Email: srbc@srb.in
Telephone: +91 124 6816000
Firm registration number: 301003E/E300005
Peer review number: 013326

Change in our statutory auditors

Except as mentioned below, there has been no change in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Name of statutory auditor	Date of change	Reason
Walker Chandiok & Co LLP, Chartered Accountants 21st floor, DLF Square, Jacaranda Marg, DLF Phase II, Gurugram, Haryana 122002 **E-mail**: neeraj.goel@walkerchandiok.in **Firm registration number:** 001076N/N500013 **Peer review number:** 011707	November 29, 2021	Completion of term as the statutory auditors to our Company.
S. R. Batliboi & Co. LLP, Chartered Accountants 2nd and 3rd Floor, Golf View Corporate Tower-B Sector 42, Sector Road Gurgaon, Haryana 122002 **Email**: srbc@srb.in **Firm registration number:** 301003E/E300005 **Peer review number:** 013326	November 29, 2021	Appointment as the statutory auditors to our Company, for a term from the 19th annual general meeting of our Company held on November 29, 2021, to the 24th annual general meeting of our Company.

Bankers to our Company

Axis Bank Limited
Plot Number 25, Pusa Road
Karol Bagh, New Delhi
Telephone: 011 – 47396623
Email: Gurjayant.malvai@axisbank.com
Website: www.axisbank.com
Contact Person: Gurjayant Singh Malvai

Kotak Mahindra Bank Ltd
IBIS Hotel, Aerocity
Delhi – 110037
Telephone: 011 – 66176131
Email: manmeetpal.singh@kotak.com
Website: www.kotak.com
Contact Person: Manmeet Pal Singh

HDFC Bank Ltd
Unit No. 401 & 402, 4th Floor
Tower B, Peninsula Business Park
Lower Parel, Mumbai – 400013
Telephone: 9320766462
Email: parag.dave@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Parag Dave

ICICI Bank Ltd
Office Number 11, Unit No 102
Times Tower, M G Road
Gurgaon 122001
Telephone: 9654150270
Email: ku.ashis@icicibank.com
Website: www.icicibank.com
Contact Person: Ashish Kumar

Banker(s) to the Offer

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Banks

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than an RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, and at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks eligible as Issuer Banks for UPI Mechanism and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? And https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA

Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? And http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? And on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Debenture Trustee

As this is an Offer consisting only of Equity Shares, the appointment of a debenture trustee is not required.

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency.

Monitoring Agency

As the size of the Fresh Issue does not exceed ₹ 1,000.00 million, our Company is not required to appoint a monitoring agency under Regulation 41 of the SEBI ICDR Regulations.

Grading of the Offer

No credit agency registered with SEBI has been appointed for obtaining grading for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated April 11, 2022 from our Statutory Auditors, S. R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their (i) examination report dated March 31, 2022 on our Restated Consolidated Summary Statements, and (ii) their report dated April 11, 2022 on the statement of special tax benefits, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated April 11, 2022 from our Previous Statutory Auditors, Walker Chandiok & Co LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

Our Company has also received written consent dated April 11, 2022, from APAS & Co. LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

Underwriting Agreement

After the determination of the Offer Price but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, address, telephone and email of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement.

Filing

A copy of this Draft Red Herring Prospectus will be filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*".

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013, will be filed with the RoC at its office at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019, India**,** and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Price Band will be decided by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, and if not disclosed in the Red Herring Prospectus, will be advertised in [●] editions of [●], a widely circulated English national daily newspaper, [●] editions of [●], a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Haryana, where our Registered and Corporate Office is located, at least two Working Days prior to the Bid / Offer Opening Date, and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, after the Bid / Offer Closing Date. For details, see "*Offer Procedure*" on page 375.

All Bidders, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Individual Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until the Bid / Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For an illustration of the Book Building Process and further details, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 366 and 375, respectively.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgement about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC of the Prospectus that will be filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within six Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" beginning on page 375.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus is set forth below:

(In ₹ except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**		
	135,000,000 equity shares of face value of ₹ 10 each	1,350,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	125,062,833 equity shares of face value ₹ 10 each	1,250,628,330	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [•] Equity Shares (1)(2)	[•]	[•]
	which includes:		
	Fresh Issue of up to [•] Equity Shares aggregating up to ₹ 900.00 million ^ (1)	[•]	[•]
	Offer for Sale of up to 27,762,010 Equity Shares aggregating up to [•] million (2) (3)	277,620,100	[•]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	[•] Equity Shares of face value of ₹ 10 each*	[•]	[•]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	355,941,645	
	After the Offer	[•]	

* *To be updated upon finalization of the Offer Price.*

^ *Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 180.00 million. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(1) *The Offer has been authorized by a resolution of our Board dated March 31, 2022 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated April 7, 2022.*

(2) *Our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on March 31, 2022.*

(3) *Each Selling Shareholder, severally and not jointly, has confirmed and authorized its respective participation in the Offer for Sale. Each Selling Shareholder, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares, has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of this Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations. For details, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 60 and 350, respectively*

For details of changes to our Company's authorized share capital in the last 10 years, see "*History and Certain Corporate Matters- Amendments to our Memorandum of Association*" beginning on page 180.

Notes to the Capital Structure

1. **Equity Share capital history of our Company**

(a) The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Details of allottees	Reason for/Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Form of consideration	Cumulative No. of equity shares	Cumulative paid-up equity share capital (₹)
July 10, 2002	Allotment pursuant to subscription to MoA of 600 equity shares to Meena Bindra and	Subscription to MoA	1,000	100	100	Cash	1000	100,000

Date of allotment	Details of allottees	Reason for/Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Form of consideration	Cumulative No. of equity shares	Cumulative paid-up equity share capital (₹)
	400 equity shares to Sanjay Bindra.							
January 11, 2005	Allotment of 5,400 equity shares to Meena Bindra and 3,600 equity shares to Sanjay Bindra	Further issue*	9,000	100	100	Cash	10,000	1,000,000
September 23, 2005	Allotment of 5,000 equity shares to Meena Bindra, 5,000 equity shares to Sanjay Bindra and 5,000 equity shares to Siddharath Bindra	Further issue	15,000	100	100	Cash	25,000	2,500,000
November 11, 2005	Allotment of 35,500 equity shares to Meena Bindra, 16,000 equity shares to Sanjay Bindra and 16,000 equity shares to Siddharath Bindra	Further issue	67,500	100	100	Cash	92,500	9,250,000
November 28, 2005	Allotment of 3,750 equity shares to Sanjay Bindra and 3,750 equity shares to Siddharath Bindra.	Further issue	7,500	100	100	Cash	100,000	10,000,000
May 26, 2006	Allotment of 1,000 equity shares to Sanjay Bindra.	Further issue	1,000	100	100	Cash	101,000	10,100,000
September	Allotment of	Further	16,000	100	100	Cash	117,000	11,700,000

Date of allotment	Details of allottees	Reason for/Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Form of consideration	Cumulative No. of equity shares	Cumulative paid-up equity share capital (₹)
20, 2006	2,300 equity shares to Meena Bindra, 7,470 equity shares to Sanjay Bindra and 6,230 equity shares to Siddharath Bindra.	issue						
September 30, 2006	Allotment of 48,800 equity shares to Meena Bindra, 37,220 equity shares to Sanjay Bindra and 30,980 equity shares to Siddharath Bindra.	Bonus issue in the ratio of one equity shares for every one equity share held	117,000	100	N.A.	N.A.	234,000	23,400,000
October 20, 2006	Allotment of 16,000 equity shares to Meena Bindra, 8,000 equity shares to Sanjay Bindra and 1,000 equity shares to Siddharath Bindra.	Further issue	25,000	100	100	Cash	259,000	25,900,000
December 8, 2006	Allotment of 16,000 equity shares to S.C. Bindra, 13,260 equity shares to Sanjay Bindra, 15,000 equity shares to Punita Bindra, 4,500 equity shares to Charu Malhan, 10,000 equity shares	Further issue	141,000	100	100	Cash	400,000	40,000,000

Date of allotment	Details of allottees	Reason for/Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Form of consideration	Cumulative No. of equity shares	Cumulative paid-up equity share capital (₹)
	to Siddharath Bindra, 15,000 equity shares to Shradha Bindra, 15,000 equity shares to Meena Agritech Private Limited, 4,500 equity shares to Saurabh Modi, 7,740 equity shares to Kaveri Tradex Private Limited and 40,000 equity shares to Dhanvan Impex Private Limited.							
June 30, 2007	Allotment pursuant to conversion of 5,000 0% fully convertible debentures of ₹ 10,000 each into 27,964 equity shares to Future Capital Holdings Limited.	Conversion of fully convertible debentures	27,964	100	1,788.01	Cash	427,964	42,796,400
September 26, 2008	Allotment pursuant to conversion of 7,000 10% fully convertible debentures of ₹ 10,000 each into 32,336 equity shares to Future Ventures India Limited.	Conversion of fully convertible debentures	32,336	100	2,336.65	Cash	460,300	46,030,000

Date of allotment	Details of allottees	Reason for/Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Form of consideration	Cumulative No. of equity shares	Cumulative paid-up equity share capital (₹)
September 20, 2010	Allotment of 9,200 equity shares to Future Ventures India Limited.	Further issue	9,200	100	3,260	Cash	469,500	46,950,000
September 3, 2013	Allotment of 200 equity shares to Priyanka Chawla.	Allotment pursuant to ESOP scheme	200	100	1800	Cash	469,700	46,970,000
September 20, 2013	Allotment of 8,938 equity shares to Faering Capital India Evolving Fund.	Further issue	8,938	100	22,375.98	Cash	478,638	47,863,800
Sub-division of equity shares of our Company having a face value of ₹ 100 each to equity shares with face value of ₹ 10 each, as approved by the Shareholders on December 5, 2016								
February 3, 2017	Allotment of 47,663,520 Equity Shares to Siddharath Bindra, 11,259,600 Equity Shares to Meena Bindra, 3,600,000 Equity Shares to Shradha Bindra, 9,600,000 Equity Shares to Dhanvan Impex (P) Ltd, 4,257,600 Equity Shares to Kaveri Tradex (P) Limited, 31,533,840 Equity Shares to Highdell Investment Ltd, 5,362,800 Equity Shares to Faering	Bonus issue in the ratio of 24 Equity Shares for every one Equity Share held	114,873,120	10	N.A.	N.A.	119,659,500	1,196,595,000

Date of allotment	Details of allottees	Reason for/Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Form of consideration	Cumulative No. of equity shares	Cumulative paid-up equity share capital (₹)
	Capital India Evolving Fund, 1,080,000 Equity Shares to Saurabh Modi and 515,760 Equity Shares to Weavette Business Ventures Limited.							
April 4, 2018	Allotment of 70,000 Equity Shares to Priyanka Chawla.	Private placement	70,000	10	142.5	Cash	119,729,500	1,197,295,000
July 30, 2020	Allotment of 400,000 Equity Shares to Siddharath Bindra, 933,333 Equity Shares to Meena Bindra and 4,000,000 Equity Shares to Highdell Investment Ltd	Rights issue	5,333,333	10	75	Cash	125,062,833	1,250,628,330

** Return of allotment for the further issue dated January 11, 2005, with respect to the allotment of 5,400 equity shares to Meena Bindra and 3,600 equity shares to Sanjay Bindra is not available. We have made efforts to trace a copy of this filing, including by undertaking a search at the office of the RoC for the return of allotment, but we have not been able to trace it. For further details, please see "Risk Factors –Certain corporate records, regulatory filings of our Company and certain other documentation are not traceable." on page 50.*

(b) ***Equity Shares issued for consideration other than cash or out of revaluation reserves or by way of a bonus issue***

Our Company has not issued any Equity Shares out of its revaluation reserves. Further, except as set forth below, our Company has not issued any Equity Shares for consideration other than cash or as a bonus issue:

Date of Allotment	Reason/Nature of Allotment	Issue price per equity share (₹)	No. of equity shares Allotted	Face Value (₹)	Benefits accrued to our Company
September 30, 2006	Bonus issue(1)	N.A.	117,000	100	-

Date of Allotment	Reason/Nature of Allotment	Issue price per equity share (₹)	No. of equity shares Allotted	Face Value (₹)	Benefits accrued to our Company
February 3, 2017	Bonus issue[2]	N.A.	114,873,120	10	-

(1) Bonus issue of 48,800 equity shares to Meena Bindra, 37,220 equity shares to Sanjay Bindra and 30,980 equity shares to Siddharath Bindra.

(2) Bonus issue of 47,663,520 Equity Shares to Siddharath Bindra, 11,259,600 Equity Shares to Meena Bindra, 3,600,000 Equity Shares to Shradha Bindra, 9,600,000 Equity Shares to Dhanvan Impex (P) Ltd, 4,257,600 Equity Shares to Kaveri Tradex (P) Limited, 31,533,840 Equity Shares to Highdell Investment Ltd, 5,362,800 Equity Shares to Faering Capital India Evolving Fund, 1,080,000 Equity Shares to Saurabh Modi and 515,760 Equity Shares to Weavette Business Ventures Limited.

(c) ***Equity Shares allotted in terms of any schemes of arrangement***

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-234 of the Companies Act, 2013.

(d) ***Equity Shares allotted at a price lower than the Offer Price in the last year***

Our Company has not issued any Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

2. As on the date of this Draft Red Herring Prospectus, our Company does not have outstanding preference shares.

3. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)*	Number of Voting Rights held in each class of securities (IX) — Number of voting rights				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Class eg: Equity Shares	Class eg: Others	Total	Total as a % of (A+B+ C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
(A)	Promoter and Promoter Group	5	80,966,583	N.A.	N.A.	80,966,583	64.75	80,966,583	NIL	80,966,583	64.75	NIL	NIL	NIL	NIL	NIL	NIL	80,966,583
(B)	Public	4	44,096,250	N.A.	N.A.	44,096,250	35.25	44,096,250	NIL	44,096,250	35.25	NIL	NIL	NIL	NIL	NIL	NIL	44,096,250
(C)	Non Promoter- Non Public	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C)(1)	Shares underlying DRs	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C)(2)	Shares held by Employee Trusts	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (A)+(B)+(C)	9	125,062,833	N.A.	N.A.	125,062,833	100	125,062,833	NIL	125,062,833	100	NIL	NIL	NIL	NIL	NIL	NIL	125,062,833

**Subject to impact of rounding off up to two decimal places*

4. **Other details of Shareholding of our Company**

The list of our Shareholders and the number of Equity Shares held by them is provided below:

a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Offer share capital
1.	Siddharath Bindra	56,501,213	45.18
2.	Highdell Investment Ltd	36,847,750	29.46
3.	Dhanvan Impex LLP	10,000,000	8.00
4.	Meena Bindra	6,478,633	5.18
5.	Faering Capital India Evolving Fund	5,586,250	4.47
6.	Kaveri Tradex Private Limited	4,236,737	3.39
7.	Shradha Bindra	3,750,000	3.00
Total		**123,400,583**	**98.68**

b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Offer share capital
1.	Siddharath Bindra	56,501,213	45.18
2.	Highdell Investment Ltd	36,847,750	29.46
3.	Dhanvan Impex LLP	10,000,000	8.00
4.	Meena Bindra	6,478,633	5.18
5.	Faering Capital India Evolving Fund	5,586,250	4.47
6.	Kaveri Tradex Private Limited	4,236,737	3.39
7.	Shradha Bindra	3,750,000	3.00
Total		**123,400,583**	**98.68**

Note: *Details as on April 1, 2022, being the date ten days prior to the date of this Draft Red Herring Prospectus.*

c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the pre-Offer share capital
1.	Siddharath Bindra	50,049,500	40.02
2.	Highdell Investment Ltd	36,847,750	29.46
3.	Meena Bindra	12,662,083	10.12
4.	Dhanvan Impex LLP	10,000,000	8.00
5.	Faering Capital India Evolving Fund	5,586,250	4.47
6.	Kaveri Tradex Private Limited	4,435,000	3.55
7.	Shradha Bindra	3,750,000	3.00
Total		**123,330,583**	**98.62**

Note: *Details as on April 11, 2021, being the date one year prior to the date of this Draft Red Herring Prospectus.*

d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the share capital
1.	Siddharath Bindra	49,649,500	41.47
2.	Highdell Investment Ltd	32,847,750	27.43
3.	Meena Bindra	11,728,750	9.80
4.	Dhanvan Impex LLP	10,000,000	8.35
5.	Faering Capital India Evolving Fund	5,586,250	4.67
6.	Kaveri Tradex Private Limited	4,435,000	3.70
7.	Shradha Bindra	3,750,000	3.13

S. No.	Name of the Shareholder	Number of Equity Shares Held	% of the share capital
Total		**117,997,250**	**98.55**

Note: *Details as on April 11, 2020, being the date two years prior to the date of this Draft Red Herring Prospectus.*

Except for (i) the allotment of Equity Shares pursuant to the Fresh Issue and Equity Shares pursuant to the Pre-IPO Placement, and (ii) Equity Shares or employee stock options that may be allotted pursuant to the ESOP Scheme, there will be no further issue of Equity Shares whether by way of a split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly, for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or through a rights issue or further public issue of Equity Shares, or otherwise, until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be. Further, other than as set out hereinabove, our Company presently does not intend or propose to alter its capital structure in such manner until a period of six months from the Bid/Offer Opening Date.

5. As on the date of this Draft Red Herring Prospectus, our Company had a total of nine Shareholders.

6. **Details of Shareholding of our Promoters and members of the Promoter Group in our Company**

(i) ***Equity Shareholding of the Promoters***

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 80,966,583 Equity Shares, equivalent to 64.75% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below.

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of total Share-holding**	No. of Equity Shares	% of total Share-holding
1.	Siddharath Bindra	56,501,213	45.18	[●]	[●]
2.	Dhanvan Impex LLP	10,000,000	8.00	[●]	[●]
3.	Meena Bindra	6,478,633	5.18	[●]	[●]
4.	Kaveri Tradex Private Limited	4,236,737	3.39	[●]	[●]
5.	Shradha Bindra	3,750,000	3.00	[●]	[●]
Total		80,966,583	64.75	[●]	[●]

** Subject to finalisation of Basis of Allotment*
*** Subject to impact of rounding off up to two decimal places*

(ii) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(iii) ***Build-up of the Promoters' shareholding in our Company***

The build-up of the Equity Shareholding of our Promoters since the incorporation of our Company is set forth in the table below:

Date of Allotment/ Transfer / Transmission	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Offer Price/ Transfer Price per equity share (₹)	Percentage of pre-Offer equity share capital^	Percentage of post-Offer equity share capital
(A) *Siddharath Bindra*						
September 23, 2005	Further issue	5,000	100	100.00	0.04%	[●]
November 11, 2005	Further issue	16,000	100	100.00	0.13%	[●]
November 28, 2005	Further issue	3,750	100	100.00	0.03%	[●]
September 20, 2006	Further issue	6,230	100	100.00	0.05%	[●]
September 30, 2006	Bonus issue	30,980	100	Nil	0.25%	[●]
October 20, 2006	Further issue	1,000	100	100.00	0.01%	[●]

Date of Allotment/ Transfer / Transmission	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Offer Price/ Transfer Price per equity share (₹)	Percentage of pre-Offer equity share capital^	Percentage of post-Offer equity share capital
December 8, 2006	Further issue	10,000	100	100.00	0.08%	[●]
March 4, 2010	Transfer from Meena Agritech Pvt. Ltd.	15,000	100	100.00	0.12%	[●]
December 20, 2010	Transfer from Sanjay Bindra	4,500	100	Nil	0.04%	[●]
December 20, 2010	Transfer from Sanjay Bindra*	4,950	100	4,259.85	0.04%	[●]
April 21, 2011	Transfer from Satish Bindra#	16,000	100	Nil	0.13%	[●]
April 30, 2011	Transfer from Sanjay Bindra	25,400	100	4,259.85	0.20%	[●]
October 7, 2011	Transfer from Meena Bindra#	43,200	100	Nil	0.35%	[●]
March 31, 2012	Transfer from Sparkle Dealers Pvt. Ltd.	7,000	100	4,259.85	0.06%	[●]
August 2, 2013	Transfer to Tirumal Trading and Investment Consultants Private Limited	(2,149)	100	Nil	(0.02)%	[●]
September 20, 2013	Transfer from Future Lifestyle Fashions Limited**	11,737	100	Nil	0.09%	[●]
Sub-division of equity shares of our Company having a face value of ₹ 100 each to equity shares with face value of ₹ 10 each, as approved by the Shareholders on December 5, 2016. Accordingly, 198,598 equity shares of face value of ₹100 each held by Siddharath Bindra were sub-divided into 1,985,980 Equity Shares of face value of ₹10 each.						
February 3, 2017	Bonus issue	47,663,520	10	Nil	38.11%	[●]
July 30, 2020	Rights issue	400,000	10	75.00	0.32%	[●]
September 14, 2021	Transfer from Kaveri Tradex Private Limited	198,263	10	75.00	0.16%	[●]
March 17, 2022	Transfer from Meena Bindra	6,253,450	10	Nil	5.00%	[●]
Sub-total (A)		**56,501,213**			**45.18%**	**[●]**
(B) ***Meena Bindra***						
July 10, 2002	Subscription to MOA	600	100	100.00	0.00%	[●]
January 11, 2005	Further issue #	5,400	100	100.00	0.04%	[●]
September 23, 2005	Further issue	5,000	100	100.00	0.04%	[●]
November 11, 2005	Further issue	35,500	100	100.00	0.28%	[●]
September 20, 2006	Further issue	2,300	100	100.00	0.02%	[●]
September 30, 2006	Bonus issue	48,800	100	Nil	0.39%	[●]
October 20, 2006	Further issue	16,000	100	100.00	0.13%	[●]
October 7, 2011	Transfer to Siddharath Bindra#	(43,200)	100	Nil	(0.35)%	[●]
September 20, 2013	Transfer to Highdell Investment Ltd	(20,732)	100	19,714.73	(0.17)%	[●]
September 20, 2013	Transfer to Faering Capital India Evolving Fund	(2,178)	100	22, 375.98	(0.02)%	[●]
June 23, 2015	Transfer to Highdell Investment Ltd	(575)	100	39, 354.75	(0.00)%	[●]
Sub-division of equity shares of our Company having a face value of ₹ 100 each to equity shares with face value of ₹ 10 each, as approved by the Shareholders on December 5, 2016. Accordingly, 46,915 equity shares of face value of ₹ 100 each held by Meena Bindra were sub-divided into 469,150 Equity Shares of face value of ₹10 each.						

Date of Allotment/ Transfer / Transmission	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Offer Price/ Transfer Price per equity share (₹)	Percentage of pre-Offer equity share capital^	Percentage of post-Offer equity share capital
February 3, 2017	Bonus issue	11,259,600	10	Nil	9.00%	[●]
July 30, 2020	Rights issue	933,333	10	75.00	0.75%	[●]
June 28, 2021	Transfer from Priyanka Chawla	70,000	10	142.50	0.06%	[●]
March 17, 2022	Transfer to Siddharath Bindra	(6,253,450)	10	Nil	(5.00)%	[●]
Sub-total (B)		**6,478,633**			**5.18%**	**[●]**
(C) Shradha Bindra						
December 8, 2006	Further issue	15,000	100	100.00	0.12%	[●]
Sub-division of equity shares of our Company having a face value of ₹ 100 each to equity shares with face value of ₹ 10 each, as approved by the Shareholders on December 5, 2016. Accordingly, 15,000 equity shares of face value of ₹ 100 each held by Shradha Bindra were sub-divided into 150,000 Equity Shares of face value of ₹10 each.						
February 3, 2017	Bonus issue	3,600,000	10	Nil	2.88%	[●]
Sub-total (C)		**3,750,000**			**3.00%**	
(D) Kaveri Tradex Private Limited						
December 8, 2006	Further issue	7,740	100	100.00	0.06%	[●]
April 30, 2011	Transfer from Sanjay Bindra	10,000	100	4,259.85	0.08%	[●]
Sub-division of equity shares of our Company having a face value of ₹ 100 each to equity shares with face value of ₹ 10 each, as approved by the Shareholders on December 5, 2016. Accordingly, 17,740 equity shares of face value of ₹ 100 each held by Kaveri Tradex Private Limited were sub-divided into 177,400 Equity Shares of face value of ₹ 10 each.						
February 3, 2017	Bonus issue	4,257,600	10	Nil	3.40%	[●]
September 14, 2021	Transfer to Siddharath Bindra	(198,263)	10	75.00	(0.16)%	[●]
Sub-total (D)		**4,236,737**			**3.39%**	**[●]**
(E) Dhanvan Impex LLP						
December 8, 2006	Further issue	40,000	100	100.00	0.32%	[●]
Sub-division of equity shares of our Company having a face value of ₹ 100 each to equity shares with face value of ₹ 10 each, as approved by the Shareholders on December 5, 2016. Accordingly, 40,000 equity shares of face value of ₹100 each held by Dhanvan Impex LLP were sub-divided into 400,000 Equity Shares of face value of ₹10 each.						
February 3, 2017	Bonus issue	9,600,000	10	Nil	7.68%	[●]
Sub-total (E)		**10,000,000**			**8.00%**	
Grand Total (A)+(B)+(C)+(D)+(E)		**80,966,583**			**64.75%**	**[●]**

** This was undertaken pursuant to the execution of the share transfer-cum-purchase agreement dated December 20, 2010 entered into with our Company, Siddharath Bindra, Meena Bindra and certain others, pursuant to which the entire shareholding held by Sanjay Bindra in our Company was sold off.*

*** The equity shares were transferred on August 2, 2013, and the same was taken on record by our Company on September 20, 2013.*

#For the transfers specified above, we do not possess share transfer forms indicating the date of transfer and the consideration involved. Accordingly, we have relied on annual returns submitted with the RoC, board resolutions, and statutory registers in order to trace such transfers. Please also see "Risk Factors – Certain corporate records, regulatory filings of our Company and certain other documentation are not traceable." on page 50.

^Subject to impact of rounding off up to two decimal places.

(iv) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

(v) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

(vi) ***Equity Shareholding of the Promoter Group and the directors of our Corporate Promoters***

As on the date of this Draft Red Herring Prospectus, other than our Promoters (which include our Individual Promoters who are also directors on the board of our Corporate Promoters), the members of our Promoter Group and the directors of our Corporate Promoters do not hold any Equity Shares.

Except as disclosed in "– *Build-up of the Promoters' shareholding in our Company*" on page 85, none of the members of the Promoter Group, the Promoters, the Directors of our Company, the directors of our Corporate Promoters, nor any of their respective their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

(vii) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors, the directors of our Corporate Promoters, or their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus**.**

7. **Details of lock-in of Equity Shares**

(i) ***Details of Promoter's contribution locked in for 18 months***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters shall be locked in for a period of 18 months as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of the Promoter	Date of allotment of the Equity Shares *	Nature of transaction	No. of Equity Shares	Face Value (₹)	Offer/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the post-Offer paid-up capital (%)**	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	10	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	10	[●]	[●]	[●]	[●]
Total						[●]	[●]	[●]

* *All the equity shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*
** *Subject to finalisation of Basis of Allotment.*
Note: The above details shall be filled in the Prospectus to be filed with the RoC.

Our Promoters have given consent, to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber, in any manner, the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm; and

(iv) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

(ii) ***Details of Equity Shares locked-in for six months***

In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by the Promoters and locked in for 18 months as specified above and Equity Shares offered by the Selling Shareholders as part of the Offer for Sale, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, in accordance with Regulations 16(b) and 17 of the SEBI ICDR Regulations except for (i) the Equity Shares offered pursuant to the Offer for Sale; and (ii) the Equity Shares held by VCFs or Category I AIF or Category II AIF or FVCI, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by the VCFs or Category I AIF or Category II AIF or FVCI. Accordingly, all Equity Shares held by Faering Capital India Evolving Fund shall be exempt from the aforementioned lock-in requirement since it is a VCF. Additionally, in accordance with Regulation 8A of the SEBI ICDR Regulations, the relaxation from lock-in period provided under Regulation 17(c) of the SEBI ICDR Regulations shall not be available to any Shareholder(s) holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company on fully diluted basis.

(iii) ***Lock-in of Equity Shares Allotted to Anchor Investors***

There shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to Anchor Investors from the date of Allotment**,** and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to Anchor Investors from the date of Allotment.

(iv) ***Other requirements in respect of lock-in***

(i) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

(ii) Pursuant to Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

(b) With respect to the Equity Shares locked-in as Minimum Promoter's Contribution for eighteen months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

(iii) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters and locked-in in terms of Regulation 16 of the ICDR Regulations, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

(iv) Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the Takeover Regulations.

8. Our Company, the Promoters, the Directors and the BRLMs have not entered into buyback arrangements and / or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

9. All Equity Shares issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

10. As on the date of this Draft Red Herring Prospectus, the BRLMs and their associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company and/or the Selling Shareholders in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or the Selling Shareholders, for which they may in the future receive customary compensation.

11. **ESOP Scheme**

As on the date of this Draft Red Herring Prospectus, except as mentioned below, our Company does not have any active employee stock option plan.

Biba Employee Stock Option Plan 2018 ("ESOP Scheme")

Our Company had adopted the ESOP Scheme pursuant to resolutions passed by our Board and Shareholders dated March 12, 2018 and March 16, 2018 respectively, and subsequently amended it pursuant to resolutions passed by our Board and Shareholders dated November 12, 2019 and December 9, 2019. It was further amended pursuant to resolutions passed by our Board and Shareholders dated March 10, 2022 and March 15, 2022, respectively. The purpose of the ESOP Scheme is to attract, reward, motivate and retain its key employees for high levels of individual performance and for unusual efforts to improve the financial performance of our Company, which will ultimately contribute to the success of our Company. Our Board is authorised to issue an aggregate of 12,50,000 employee stock options to employees, exercisable into not more than 12,50,000 fully-paid up Equity Shares, with each option conferring a right upon employees to apply for one Equity Share, in accordance with the provisions of the ESOP Scheme and the terms and conditions as may be fixed or determined by the Board. As on the date of this Draft Red Herring Prospectus, 105,000 options have been granted by our Company under the ESOP Scheme. The details of the ESOP Scheme are as follows:

Sr. No.	Particulars	From January 1, 2022 to the date of filing of this DRHP	From April 1, 2021 to December 31, 2021	Financial Year 2021	Financial Year 2020	Financial Year 2019
1	Cumulative options granted as on beginning of the period	105,000	165,000	-	-	-
2	Number of employees to whom options were granted:	-	-	5	-	-
3	Exercise price of options (₹ per option)	-	-	167.64 (as at the grant date)	-	-
4	Options vested (excluding options that have been exercised)	-	-	-	-	-
5	Options exercised	-	-	-	-	-
6	Total number of Equity Shares that would arise as a result of full exercise of options granted	-	-	-	-	-
7	Options forfeited / lapsed / cancelled	-	60,000	-	-	-
8	Variation in terms of options	-	-	-	-	-
9	Money realised by exercise of	-	-	-	-	-

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>From January 1, 2022 to the date of filing of this DRHP</th><th>From April 1, 2021 to December 31, 2021</th><th>Financial Year 2021</th><th>Financial Year 2020</th><th>Financial Year 2019</th></tr>
<tr><td></td><td>options</td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>10</td><td>Total number of options outstanding at the end of the year / period</td><td>105,000</td><td>105,000</td><td>165,000</td><td>-</td><td>-</td></tr>
<tr><td>11</td><td>Employee wise details of options granted to</td><td colspan="5"></td></tr>
<tr><td></td><td>(a) Senior managerial personnel, Directors and key management personnel</td><td colspan="5"><table>
<tr><th rowspan="2">Name</th><th colspan="2">Options</th></tr>
<tr><th>Year of grant</th><th>Options granted</th></tr>
<tr><td>Ramit Pal Singh</td><td>Fiscal 2021</td><td>50,000</td></tr>
<tr><td>Vikram Nagpal</td><td>Fiscal 2021</td><td>30,000</td></tr>
<tr><td>Lokesh Mishra</td><td>Fiscal 2021</td><td>25,000</td></tr>
</table></td></tr>
<tr><td></td><td>(b) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td colspan="5">Nil</td></tr>
<tr><td></td><td>(c) Identified employees who were granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td colspan="5">Nil</td></tr>
<tr><td>12</td><td>Fully diluted EPS on a pre-Offer basis pursuant to issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard ‘Earning Per Share’ and consideration received against the issuance of Equity Shares</td><td>Not Applicable</td><td>1.46</td><td>(0.96)</td><td>0.74</td><td>1.69</td></tr>
<tr><td>13</td><td>Lock-in</td><td colspan="5">Nil</td></tr>
<tr><td>14</td><td>Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if our Company had used fair value of options and impact of this difference on profits and EPS of the Company</td><td colspan="5">Not applicable. Our Company has used fair value method.</td></tr>
<tr><td>15</td><td>Description of the pricing formula, method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td colspan="5"></td></tr>
<tr><td></td><td>Pricing formula</td><td colspan="5">Black— Scholes - Merton Formula</td></tr>
</table>

Sr. No.	Particulars	From January 1, 2022 to the date of filing of this DRHP	From April 1, 2021 to December 31, 2021	Financial Year 2021	Financial Year 2020	Financial Year 2019
	Method used	Fair market value				
	Risk free interest rate	6.00%	6.00%	6.00%	-	-
	Expected life	9 years	9 years	9 years	-	-
	Expected volatility	50.00%	50.00%	50.00%	-	-
	Expected dividends	0.00%	0.00%	0.00%	-	-
	Weighted average share price	36.46	36.46	36.46	-	-
	Exercise price	-	-	-	-	-
16	Impact on profits and EPS of the last three years if the Company had followed the accounting policies specified in Regulation 15 of the ESOP Regulations in respect of options granted in the last three years	Nil				
17	Intention of the key managerial personnel and whole time directors who are holders of Equity Shares allotted on exercise of options granted, to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer	As on the date of this Draft Red Herring Prospectus, none of the Directors, Key Managerial Personnel and employees holding Equity Shares amounting more than 1% of the issued capital (excluding outstanding warrants and conversions) arising out of the ESOP Scheme intend to sell such Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer.				
18	Intention to sell Equity Shares arising out of, or allotted under an employee stock option scheme within three months after the date of listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) which *inter-alia* shall include name, designation and quantum of the equity shares issued under an employee stock option scheme or employee stock purchase scheme and the quantum they intend to sell within three months	Not Applicable				

Note: No Equity Shares have been issued by our Company pursuant to the ESOP Scheme.

12. Except for Siddharath Bindra, Meena Bindra and Saurabh Modi, who hold 56,501,213, 6,478,633 and 1,125,000 Equity Shares respectively, none of the Directors or Key Managerial Personnel of our Company hold any Equity Shares in our Company. For details, see "*Our Management – Shareholding of Directors in our Company*" and *"Our Management - Shareholding of the Key Managerial Personnel"* on pages 192 and 204 respectively.

13. Except for Meena Bindra, who is offering Equity Shares in the Offer for Sale, none of our other Promoters or members of our Promoter Group will participate in the Offer.

14. Except for the employee stock options allotted or granted pursuant to the ESOP Scheme of our Company, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into Equity Shares as on the date of this Draft Red Herring Prospectus.

15. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

16. The Promoters and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as Selling Shareholders in the Offer for Sale.

17. At any given time, there shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.

18. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 900.00 million by our Company and an Offer for Sale of up to 27,762,010 Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholders.

Offer for Sale

The proceeds from the Offer for Sale shall be received by the Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale. Each of the Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale, after deducting its respective portion of the Offer related expenses and relevant taxes thereon. For details of the Selling Shareholders, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 350.

Fresh Issue

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Repayment and /or prepayment of certain borrowings availed by our Company; and

2. General corporate purposes.

(Collectively, referred to herein as the "**Objects**")

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the Stock Exchanges including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarised in the table below:

(₹ in million)

Particulars		Amount*
Gross Proceeds from the Fresh Issue#		Up to 900.00
Less:	Estimated Offer related expenses in relation to the Fresh Issue	[●]
Net Proceeds		**[●]**

** To be finalised upon determination of the Offer Price and updated in the Prospectus at the time of filing with the RoC.*
 # Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects to the Offer.

Utilization of Net Proceeds and Schedule of Implementation and Deployment

The Net Proceeds are proposed to be deployed in accordance with the schedule set forth below:

(₹ in million)

Particulars	Total estimated cost	Amount which will be financed from Net Proceeds(1)	Estimated Utilization of Net Proceeds in Fiscal 2023
Repayment and /or prepayment of certain borrowings availed by our Company	700.00	700.00	700.00
General corporate purposes (2)	[●]	[●]	[●]
Total		[●]	[●]

(1) To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC.
(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds. Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects to the Offer.

The fund requirement, the deployment of funds and the intended use of the Net Proceeds indicated above is based on the current management estimates, current circumstances of our business plan and the prevailing market conditions, which may be subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. See "*Risk Factors – Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' Approval.*" on page 49. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, the COVID – 19 pandemic, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with the applicable laws. Subject to applicable law, if the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Fresh Issue in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. In the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws.

Details of the Objects of the Fresh Issue

The details in relation to Objects of the Fresh Issue are set forth herein below:

1. Repayment and /or prepayment of certain borrowings, in full or part, availed by our Company

Our Company has entered into various financing arrangements, including borrowings in the form of long-term loans, cash credit facilities and working capital demand loans, among others. As at December 31, 2021, our total borrowings (i.e. the sum of our non-current and current borrowings) amounted to ₹ 700.70 million. Our Company proposes to utilize an aggregate amount of ₹ 700.00 million from the Net Proceeds towards repayment and / or prepayment of certain borrowings availed by our Company. Payment of interest, prepayment penalty or premium, if any, and other related costs may be made by us out of the Net Proceeds. The repayment/ prepayment of certain loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness. Further, we believe that it will reduce our debt-servicing costs and improve our debt-to-equity ratio and enable utilization of internal accruals for further investment in business growth and expansion.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary from time to time and, in accordance with the relevant repayment schedule, our Company has repaid, and may in the future, repay or refinance some of the borrowings set out below, prior to Allotment or avail of additional credit facilities. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities availed by our Company, then our Company may utilise the Net Proceeds for prepayment / repayment of any such refinanced facilities or repayment of any additional facilities / disbursements obtained by our Company. In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid/ pre-paid by our Company in the subsequent Fiscal. The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and / or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and / or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment. For further details, see "*Financial Indebtedness*" on page 340. For further details, see "*Risk Factor - Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank or financial institution in relation to the objects of our Offer, which may affect our business and results of operations.*" on page 48.

The following table provides details of certain borrowings availed by our Company as on December 31, 2021, which we propose to prepay or repay, fully or partially, from the Net Proceeds:

(₹ in million, to the extent applicable)

Name of the lender	Nature of borrowing	Sanctioned amount as at December 31, 2021	Outstanding amount as at December 31, 2021	Repayment date / schedule	Interest rate (p.a.)	Purpose of raising the loan	Pre-payment penalty, if any
Axis Bank Limited	Working capital term loan under emergency credit line guarantee	77.00	174.40	The total tenure is of five years, including a moratorium period of 12 months. The principal amount shall be divided into 47 equal instalments of ₹ 1,604,166 and last instalment of ₹ 1,604,098, starting after the completion of moratorium of 12 months from the date of first disbursement.	7.70% (12 Month MCLR+0.25 %)	To meet the liquidity mismatch arising out of Covid-19 (Working capital requirements)	Nil
	Working capital term loan under emergency credit line guarantee scheme	99.00		The total tenure is of five years, including a moratorium period of 12 months. The principal amount shall be divided into 48 equal instalments of ₹ 2,062,500, starting after the completion of moratorium of 12 months from the date of first disbursement.	7.70% (12 Month MCLR+0.25 %)	To meet the liquidity mismatch arising out of Covid-19 (Working capital requirements)	Nil
	Foreign currency demand loan*	500.00	149.35	Repayable on demand	6.07%	Working capital requirements.	Our Company may prepay any of the outstanding tranches in part or full subject to payment of pre-payment penalty of 2.00% of the amount prepaid.
Kotak Mahindra Bank Limited	Working capital term loan under emergency credit line guarantee scheme	100.00	100.00	Repayable in the form of 48 equated monthly instalments, commencing from the next month after completion of moratorium period of 12 months, i.e., from the 13th month that is allowed. However, interest shall be serviced during the moratorium period.	7.50% (1 Year MCLR+0.25 %)	To meet the liquidity mismatch arising out of Covid-19 (Working capital requirements)	-
Citibank, N.A.	Working capital demand loan	500.00	20.12	Repayable within one year	6.20%	Working capital requirements.	Prepayment fee equivalent to 2.00% of the outstanding principal only on tenor linked loans or at such other mutually

Name of the lender	Nature of borrowing	Sanctioned amount as at December 31, 2021	Outstanding amount as at December 31, 2021	Repayment date / schedule	Interest rate (p.a.)	Purpose of raising the loan	Pre-payment penalty, if any
							agreed rates, to be levied at the sole discretion of the bank. The bank may permit prepayment subject to: (a) our Company providing to the bank a notice of 15 days, and (b) payment by our Company of (i) prepayment fee and (ii) such breakage costs as determined by the bank, provided however, in respect of facilities with floating rate interest, no such breakage costs will be payable if a prepayment of such facility is made on an interest reset date.
HDFC Bank Limited	Working capital demand loan	200.00	69.69	Repayable on demand. Tenor of a maximum of 180 days.	6.20%	Working capital requirement	–

Name of the lender	Nature of borrowing	Sanctioned amount as at December 31, 2021	Outstanding amount as at December 31, 2021	Repayment date / schedule	Interest rate (p.a.)	Purpose of raising the loan	Pre-payment penalty, if any
ICICI Bank Limited	Working capital demand loan	500.00	110.00	Maximum tenor of each tranche shall be 180 days or up to the validity period of the facility, whichever is earlier. Principal amount of each tranche is to be repaid (in full) as bullet payment on the maturity date.	6.15%	Working capital requirement	Our Company may prepay part of or whole of the facility with the payment of a prepayment premium of 0.50% on the principal amount of the loan being prepaid, subject to giving at least 15 days prior irrevocable notice of the same to the lender.
	Term loan	250.00	77.14	Repayable in fourteen equal quarterly instalments after a moratorium of two quarters from the date of first disbursement.	9.30% (1 Year MCLR+2%) until December 31, 2021, following which the applicable interest rate was 7.50% (1 Year MCLR+0.25 %)	1. Towards future maintenance/normal capital expenditure by our Company. 2. Reimbursement of expenditure already incurred for the normal/maintenance capex by our Company within six months from the date of sanction. The amount of reimbursement shall be capped at ₹ 120.00 million.	1.00 % on the amount of principal of the facility prepaid
Total		**2,226.00**	**700.70**				

** For reporting purposes of said facility, the exchange rate of 1 USD = ₹ 74.30 has been considered.*

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, the Company has obtained the requisite certificate from the Statutory Auditors dated April 11, 2022.

For the purposes of the Offer, our Company has intimated and has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities relation to this Offer including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company, change in management, amendment to the Articles of Association of our Company, prepaying or repaying our loans from the Offer proceeds, etc.

For further details in relation to the terms and conditions under the aforesaid loan agreements as well as restrictive covenants in relation thereto, see "*Financial Indebtedness*" on page 340.

2. *General corporate purposes*

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by our Company, including salaries and wages, rent, administration expenses, insurance related expenses, and the payment of taxes and duties; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; and (vi) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilizing surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Means of finance

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and internal accruals as required under the SEBI ICDR Regulations.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising entity

The Objects for which the Net Proceeds will be utilised have not been appraised.

Offer expenses

The Offer expenses are estimated to be approximately ₹ [●] million. The Offer expenses comprises of, among other things, listing fee, underwriting fee, selling commission and brokerage, fee payable to the Book Running Lead Managers, legal counsel, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.

Other than (a) listing fees, audit fees of statutory auditors (to the extent not attributable to the Offer), and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer) each of which shall be borne solely by our Company, and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, each of the Company and the Selling Shareholders agrees to share the costs and expenses (including all applicable taxes) directly attributable to the Offer as agreed in a fee letter (approved and executed by the Selling Shareholders), severally and not jointly, based on the following: (i) solely by the Company in relation to the Equity Shares issued and allotted by the Company in the Fresh Issue; and (ii) by the Selling Shareholders in proportion to their respective number of the Offered Shares sold and transferred in the Offer for Sale. All the expenses relating to the Offer shall be paid by the Company in the first instance. As mutually agreed, the expenses directly attributable to the portion for the Offer for Sale will be deducted from the proceeds of the Offer, as appropriate, and only the remaining amount will be paid to the Selling Shareholders in the Offer for Sale, in accordance with Section 28(3) of the Companies Act, 2013. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by the Company, unless required by applicable law or written observations issued by SEBI.

The break-up for the estimated Offer expenses are as follows:

Activity	Estimated expenses [(1)] (₹ in million)	As a % of total estimated Offer related expenses [(1)]	As a % of Offer size [(1)]
Fees payable to the Book Running Lead Managers and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission payable to SCSBs for Bids directly procured by them and processing fees payable to SCSBs for Bids (other than Bids submitted by RIBs using the UPI Mechanism) procured by the members of the Syndicate, the Registered Brokers, CRTAs or CDPs and submitted to SCSBs for blocking, Bankers to the Offer, fees payable to the Sponsor Banks for Bids made by RIBs [(2)(3)]	[●]	[●]	[●]
Selling commission and uploading charges payable to members of the Syndicate (including their Sub-Syndicate Members), RTAs, CDPs and Registered Brokers [(4)(5)(6)]	[●]	[●]	[●]
Processing fees payable to the Sponsor Banks [(6)]	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Listing fees, SEBI fees, BSE and NSE processing fees, book-building software fees, and other regulatory expenses	[●]	[●]	[●]
Fees payable to legal counsel	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *The Offer expenses will be incorporated in the Prospectus on finalization of the Offer Price.*

(2) *Selling commission payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:*

*Portion for RIBs**	*[●]% of the Amount Allotted (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

(3) *No processing fees shall be payable by the Selling Shareholders to the SCSBs on the applications directly procured by them.*

Processing / uploading fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for RIBs**	*[●]% of the Amount Allotted (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

(4) *Selling commission on the portion for RIBs (using the UPI Mechanism), Eligible Employees, Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

Portion for RIBs	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(5) *Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs procured through UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

*Portion for RIBs**	*₹ [●] per valid application (plus applicable taxes)*
Portion for Eligible Employees	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*

* *Based on valid applications*

(6) *Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism would be as under:*

Payable to members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	*₹ [●] per valid application (plus applicable taxes)*
Payable to Sponsor Banks	*₹ [●] per valid application (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Banks Agreement.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Monitoring utilization of funds from the Offer

Pursuant to the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilization of the Gross Proceeds of the Offer from the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee. We will disclose the utilization of the Gross Proceeds under a separate head along with details in our balance sheet(s) until such time as the Gross Proceeds remain unutilized clearly specifying the purpose for which such Gross Proceeds have been utilized. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Financial Year, we will utilize such unutilized amount in the next Financial Year.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the Objects without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price as prescribed by SEBI, in this regard.

Other confirmations

There is no proposal whereby any portion of the Net Proceeds will be paid to our Promoters, Promoter Group, Directors, Key Managerial Personnel or our Group Companies except in the ordinary course of business and in compliance with applicable law. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel or our Group Companies.

BASIS FOR THE OFFER PRICE

The Floor Price, Price Band and Offer Price will be determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. The financial information included herein is derived from our Restated Consolidated Summary Statements. Prospective investors should also refer to "*Our Business*", "*Risk Factors*", "*Financial Statements*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Other Financial Information*" on pages 153, 27, 214, 302 and 298, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- Leading market position and strong brand equity across a diverse set of consumers across the value chain
- Diversified pan-India distribution with a strong foothold on both offline and online channels
- Significant investments made in digital capabilities with a strong focus on technological efficiencies resulting in leadership online (across both marketplaces and our own websites)
- Strong in-house design and tech-first supply chain capabilities to deliver innovative and high quality products
- Well positioned to capitalise on the strong industry growth profile driven by secular tailwinds and a rapid shift towards organised retail and increasing online penetration
- Professional, founder-driven management team with deep industry expertise and track record, and backed by marquee private equity investors

For further details, see "*Our Business – Our Strengths*" on page 165.

Quantitative factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Summary Statements. For details, see "*Financial Statements*" on page 214.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

I. Basic and diluted earnings per share

Fiscal Year/ Period ended	Basic earnings per share (in ₹)	Diluted earnings per share (in ₹)	Weight
March 31, 2021	(0.96)	(0.96)	3
March 31, 2020	0.74	0.74	2
March 31, 2019	1.69	1.69	1
Weighted Average	0.05	0.05	
Nine months ended December 31, 2021	1.46	1.46	

** Face value of share is ₹ 10*

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year /Total of weights*
2. *Basic earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of equity shares outstanding during the year*
3. *Diluted earnings per share (₹) = Restated Net profit/loss attributable to equity shareholders / weighted average number of diluted equity shares outstanding during the year*
4. *Weighted Average Number of Shares is the number of Shares, outstanding at the beginning of the period adjusted by the number of shares issued during the period, multiplied by the time weighting factor. The time weighting Factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period;*
5. *Basic and diluted Earnings Per Share for the nine months period ended December 31, 2021 are not annualized;*
6. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share*
7. *The figures disclosed above are based on the Restated Consolidated Summary Statements.*

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for the year ended March 31, 2021	[●]	[●]
Based on diluted EPS for the year ended March 31, 2021	[●]	[●]

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	188.61x[(2),(3)]
Lowest	NM[(1)]
Average	188.61x[(2)]

Notes: The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". For further details, see "– Comparison with listed industry peers" on page 106

[1]NM refers to not meaningful as P/E ratio is negative

[2]Price earning ratio of one industry peer is positive and for all other entities in the peer group are NM

[3] PE ratio mentioned above are based on diluted EPS for financial year ended March 31, 2021.

III. Return on Net Worth ("RoNW")

Derived from the Restated Consolidated Summary Statements:

Fiscal Year/ Period ended	RoNW (%)	Weight
March 31, 2021	(3.74)%	3
March 31, 2020	3.07%	2
March 31, 2019	7.31%	1
Weighted Average	0.37%	
Nine months ended December 31, 2021*	5.45%	-

** Restated return on Net Worth for the nine months period ended December 31, 2021 are not annualized.*

Notes:

(1) Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights;

(2) Return on Net Worth (%) = Restated Consolidated Profit/(loss) attributable to owners of the holding company / net worth at the end of the year/period;

(3) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2019; 2020 and 2021. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.

IV. Net Asset Value per share

Fiscal year ended/ Period ended	NAV per Equity Share (₹)
As on December 31, 2021	26.75
As on March 31, 2021	25.28
After the completion of the Offer:	
(i) At Floor Price	[●]
(ii) At Cap Price	[●]
Offer Price	[●]

Notes:

(i) Net Asset Value per Share = Restated Equity attributable to equity holders of the parent as at year/period end divided by total number of Equity Shares outstanding at the end of the year/period;

(ii) The calculation of total number of Equity Shares outstanding represents the aggregate of Equity Shares as at the end of period/year after considering conversion ratio;

(iii) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2019, 2020 and 2021. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.;

V. Comparison with listed industry peers

Name of the company	Consolidated/ Standalone	Face value (₹ per share)	Closing price on April 7, 2022 (₹)	Total Income (in ₹ million)	EPS (₹)		NAV (₹ per share)	P/E	RoNW (%)
					Basic	Diluted			
BIBA Fashion Limited*	Consolidated	10	[•]	5,691.79	(0.96)	(0.96)	25.28	[•]	(3.74)%
PEER GROUP									
TCNS Clothing Company Limited	Standalone	2.00	794.05	6,845.25	(8.85)	(8.85)	99.47	NM	(9.21)%
Trent Limited	Consolidated	1.00	1,305.00	27,945.60	(4.11)	(4.11)	65.07	NM	(6.32)%
Go Fashion (India) Limited	Standalone	10.00	996.00	2,822.53	(0.68)	(0.68)	94.31	NM	(1.25)%
Vedant Fashions Limited**	Consolidated	1.00	1,010.00	6,250.20	5.36	5.36	44.03	188.61x	12.18%
Aditya Birla Fashion and Retail Ltd	Consolidated	10.00	311.10	53,223.20	(8.23)	(8.23)	28.20	NM	(25.44)%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/annual results as available of the respective company for the year ended March 31, 2021 submitted to stock exchanges.
** Financial information for our Company is derived from the Restated Consolidated Summary Statements as at and for the financial year ended March 31, 2021.*
*** Subsequently to the year ended March 31, 2021, each equity shares of Rs. 2 each (face value) was sub-divided in to 2 equity shares of Rs.1 each (face value). Accordingly, the EPS has been adjusted to derive P/E ratio.*

Notes:
(1) P/E Ratio has been computed based on the closing market price of equity shares on NSE on April 07, 2022 divided by the Diluted EPS for the year ended March 31, 2021.
(2) Return on Net Worth (%) = Restated Consolidated Net Profit/(loss) attributable to owners of the holding company / Restated net worth at the end of the year/period;
(3) Net asset value per share is computed as Restated equity attributable to equity holders of the parent as at year/period end divided by total number of Equity Shares outstanding at the end of the year/period;
(4) NM stands for not meaningful as P/E is negative

The Offer Price of ₹ [●] has been determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Manager, on the basis of demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Prospective investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Statements*" on pages 27, 153, 302 and 214 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
BIBA Fashion Limited (formerly known as Biba Apparels Limited and Biba Apparels Private Limited)
13th Floor,
Capital Cyber Scape, Sector -59,
Golf Course Extension Road
Gurgaon, Haryana - 122102

Dear Sirs/Madams,

Statement of Special Tax Benefits available to BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited) and its shareholders under the Indian tax laws ("the Statement")

1. We hereby confirm that the enclosed Annexures, prepared by Biba Fashion Limited (formerly known as Biba Apparels Limited and Biba Apparels Private Limited) (the "**Company**"), provides the special tax benefits available to the Company and to the shareholders of the Company, as stated in those Annexures, under:

   - the Income-tax Act, 1961 (the "**Act**") as amended by the Finance Act 2022, i.e. applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24, presently in force in India (Annexure 1),
   - the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications) ("**GST Acts**"), the Customs Act, 1962 ("**Customs Act"**) and the Customs Tariff Act, 1975 ("**Tariff Act**") as amended by the Finance Act, 2022, i.e. applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24, presently in force in India.(Annexure 2).

   The Act, and the GST Acts, the Customs Act and the Tariff Act, as defined above, are collectively referred to as the "**Tax Laws**".

   Several of these benefits are dependent on the Company and its shareholders, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or shareholders of the Company to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or the shareholders of the Company may or may not choose to fulfil.

2. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offer of the equity shares of face value of Rs. 10 each of the Company ("**IPO**").

3. We do not express any opinion or provide any assurance as to whether:

   i) the Company or its shareholders will continue to obtain these benefits in future;
   ii) the conditions prescribed for availing the benefits have been / would be met with; and
   iii) the revenue authorities/courts will concur with the views expressed herein.

4. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

5. This Statement is issued solely in connection with the proposed IPO and is not to be used, referred to or distributed for any other purpose.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pankaj Chadha
Membership Number: 091813
UDIN: 22091813AGUAFQ6839

Place: Gurugram
Date: April 11, 2022

ANNEXURE 1 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Under the Income Tax act, 1961 as amended by the Finance Act 2022 read with the Income Tax Rules, 1962, i.e. applicable for the Financial Year 2022-23 and relevant to the Assessment Year 2023-24 (hereinafter referred to as "IT Act")

1. **Special tax benefits available to the Company under the IT Act:**

   There are no special tax benefits available to the Company under the IT Act.

2. **Special tax benefits available to the shareholders under the IT Act:**

   There are no special tax benefits available to the shareholders of the Company.

Notes:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

2. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the Financial Year 2022-23 relevant to the Assessment Year 2023-24. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

3. The above Annexure covers only the special direct tax benefits under the relevant Acts, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

4. Benefit of lower rate of tax under Section 115BAA of the IT Act and corresponding exemption from applicability of Minimum Alternate tax ('**MAT**') provisions under section 115JB of the Act. As per the Taxation Law (Amendment) Act, 2019, no.46 of 2019, a new section 115BAA has been introduced in the IT Act which provides for an option to domestic companies to opt for reduced rate of corporate taxes subject to certain conditions specified therein. The said section provides that, with effect from financial year 2019-20, all domestic companies shall have an option to pay income tax at the rate of 22% (plus 10% surcharge and 4% cess), subject to the condition that they will not avail specified tax exemptions or incentives and other conditions as specified in sub-clause 2 of section 115BAA of the Act. Proviso to section 115BAA(4) provides that once the Company opts for paying pay tax as per section 115BAA of the Act, such option cannot be subsequently withdrawn for the same or any other previous year.

   Lower corporate tax rate under Section 115BAA of the Act is in general available and hence may not be treated as a special tax benefit.

   The Company has opted for concessional tax rate under section 115BAA for the Assessment Year 2021-22.

5. The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act. The depreciation rates in respect of motor cars, plant and machinery and office equipment is 15%, furniture & fittings and electrical equipment is 10%, intangible assets is 25% (does not include goodwill of business or profession), computers 40%, buildings (residential) is 5% and buildings (others) is 10%. Allowance for depreciation is in general available and hence may not be treated as a special tax benefit.

6. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

7. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences,

each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes in provisions of law and its interpretations.

For and on behalf of
BIBA Fashion Limited

Vikram Nagpal
Chief Financial Officer

Place: Gurgaon
Date: April 11, 2022

ANNEXURE 2 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Under the Customs Act, 1962, Central Goods and Service Act, 2017 read with Central Goods and Service Tax Rules, 2017, State Goods and Service Tax Acts and the Rules framed thereunder and Foreign Trade Policy 2015-2020 (hereinafter jointly referred as "**Indirect Tax Legislations**")

1. Special tax benefits available to the company under the Indirect Tax Legislations:

There are no special tax benefits available to the Company under the relevant Indirect tax legislations.

2. Special tax benefits available to the shareholders under the Indirect Tax Legislations:

There are no special tax benefits available to the shareholders of the Company.

Notes:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

2. The above Annexure of special tax benefits is as per the current Indirect tax laws relevant for the Financial Year 2022-23 relevant to the Assessment Year 2023-24. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Legislations.

3. The above Annexure covers only the special indirect tax benefits under the relevant legislations, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

4. The Company avails benefit of Merchandise Exports from India Scheme ("**MEIS Scheme**") / Rebate of State & Central Taxes and Levies ("**RoSCTL Scheme**") available to exporters of readymade garments and made-ups, under Foreign Trade Policy 2015-2020. The said Schemes offer an export incentive in the form of transferable and sellable duty credit scrips offered on the basis of the FOB value of the export.

5. The above schemes are designed to provide rewards to exporters to offset infrastructural inefficiencies and associated costs and to enable exporters to compete globally.

6. The above Schemes are in general available and hence may not be treated as a special tax benefit extended to the Company.

7. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes in provisions of law and its interpretations.

For and on behalf of
BIBA Fashion Limited (formerly known as Biba Apparels Limited and Biba Apparels Private Limited)

Vikram Nagpal

Chief Financial Officer

Place: Gurgaon
Date: April 11, 2022

SECTION VI - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information contained in this section is derived from a report titled "Industry Report on Women Indian Wear Retail in India" dated March 28, 2022 prepared by Technopak, and exclusively commissioned and paid by our Company only for the purposes of the Offer. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the Technopak Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. See "Certain Conventions, Use of Financial Information, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 15.

1. Overview of Indian Economy

India GDP and GDP Growth

India is the world's 6th largest economy and expected to be in the top 3 global economies by FY 2050

Currently, India ranks sixth in the world in terms of nominal gross domestic product ("GDP") and is the third-largest economy in the world in terms of purchasing power parity ("PPP"). India is estimated to be among the top three global economies in nominal GDP by Fiscal 2050.

Exhibit 1.1: GDP at current prices (In US$ Tn) and GDP Ranking of Key Global Economies (CY 2020)

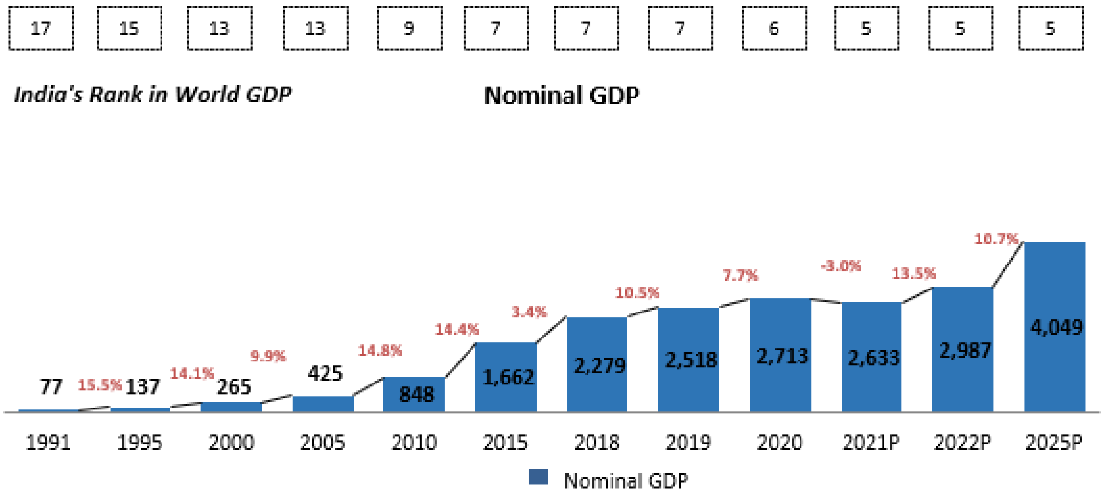
Country	Rank in GDP	Rank in GDP (PPP)	CY 2010	% Share	CY 2015	% Share	CY 2020	% Share	CY 2025P	CAGR (2020-2025)
USA	1	2	15	22.5%	18.2	24.3%	20.9	24.7%	26.7	5.0%
China	2	1	6.1	9.2%	11	14.7%	14.7	17.4%	22.5	8.9%
Japan	3	4	5.7	8.7%	4.4	5.9%	4.9	5.8%	6.3	5.2%
Germany	4	5	3.4	5.1%	3.4	4.5%	3.8	4.5%	5.1	6.1%
UK	5	9	2.5	3.7%	2.9	3.9%	2.7	3.2%	3.8	7.1%
India	6	3	0.9	2.5%	1.7	2.8%	2.6	3.1%	4.2	10.1%
France	7	8	2.6	4.0%	2.4	3.2%	2.6	3.1%	3.4	5.5%
Italy	8	10	2.1	3.2%	1.8	2.4%	1.9	2.2%	2.4	4.8%
Canada	9	14	1.1	2.4%	1.5	2.1%	1.6	1.9%	2.4	8.4%
Korean Republic	10	13	1.1	1.7%	1.5	2.0%	1.6	1.9%	2.1	5.6%

Source: World Bank Data, RBI, Technopak Analysis. CY 2020 for India refers to FY 2021 data.

India's GDP Growth almost Twice as that of the World Economy

Since FY 2005, the Indian economy's growth rate has been twice as that of the world economy and it is expected to sustain this growth momentum in the long term.

Exhibit 1.2: India's Nominal GDP in FY (US$ Bn)



Source: RBI Data, Economic Survey, World Bank, EIU, IMF. 1 US$= INR 75. White boxes at the top refer to India's GDP rank on a global basis. CY 2020 for India refers to FY 2021 data.

Private Final Consumption

High share of domestic consumption in Private Final Consumption Expenditure

India's share of domestic consumption, measured as private final consumption expenditure, in its GDP was ~60.5% in FY 2020. This private consumption expenditure comprises both goods (food, lifestyle, home, pharmacy etc.) and services (food services, education, healthcare etc.). In comparison, China's domestic consumption share to GDP in CY 2019 was 36.8%. High share of private consumption to GDP has the advantage of insulating India from volatility in the global economy.

The annual growth rate for FY 1991-2005 was ~13% and this increased to ~14% for FY 2005-2019. While in the short term, consumption will suffer a setback, it is expected to reach to ~US$ 2.27 Tn by FY 2025, growing at ~8% CAGR over the period of 5 years. This sustainable growth is expected to increase the Private Final Consumption Expenditure of Indians, leading to a growth in the Indian retail and Service industry.

Key Growth Drivers

India's medium to long term growth and its positive impact on private consumption will be determined by inter-play of demographics, urbanization, and policy reforms. The per capita income of India has been showing an increasing trend since 2012; and growing at a healthy CAGR of approximately 10%, the per capita income reached ₹1,48,808 in CY 2019. Given the impact of COVID-19, it decreased to ₹1,42,073 in CY 2020. However, it is expected to bounce back to ₹1,64,137 in CY 2021 and continue its growth journey at a CAGR of 10.3% between CY 2021 and CY 2025.

Demographic Profile of India

India has one of the youngest populations globally compared to other leading economies. The median age in India is estimated to be 28.1 years in 2021 as compared to 38.1 years and 37.4 years in the United States and China, respectively, and is expected to remain under 30 years until 2030. A younger consumer class absorbs and interprets fashion trends faster, has a higher tendency towards discretionary spend and is also more digitally connected & exposed than their counterparts were in the past. These factors collectively enable the growth of retail.

Exhibit 1.3: Median Age: Key Emerging & Developed Economies in CY (CY2021 Estimated)

Country	India	China	USA	Singapore	Russia	Korea	Canada	UK
Median Age (Yrs.)	28.1	37.4	38.1	34.6	39.6	41.8	42.2	40.5

Source: World Population Review, Technopak Analysis

Women Workforce

The most important factor allowing women in India, in both urban and rural areas, to exercise greater influence on their families and society, is educational opportunity. Numerous other factors, including better health care and greater media focus are also contributing to the same.

These changes are expected to have a broad impact on societal factors, including workforce demographics and economic independence for women. This increase of women in the workforce has seen a shift of patterns in terms of household activity, including an upward trend towards purchase of branded products including fashion and lifestyle. The share of women workforce in the services sector has increased from 17.5% in CY 2010 to 28% in CY 2019.

Urbanization

India has the second largest urban population in the world in absolute terms at 472 Mn. in CY 2020, second only to China. However, only 35% of India's population is classified as urban compared to a global average of 56%. It is the pace of India's urbanization that is a key trend to note for implication on India's economic growth. Currently urban population contributes 63% of India's GDP. Going forward, it is estimated that 37% (541 Mn.) of India's population will be living in urban centres by FY 2025. Urban population is expected to contribute 55% of India's GDP in FY 2025.

Exhibit 1.4: Urban Population as Percentage of Total Population of Key Economies (CY 2020)

Country	India	China	USA	Singapore	Russia	Malaysia	Vietnam	UK
Urban Population as %age of total population	34.9%	61.4%	82.6%	100%	74.8%	77.1%	37.3%	83.9%

Source: World Bank

Urbanization is also creating two trends that are impacting India's domestic consumption habits:

Growing Middle Class

The households with annual earnings between US$ 5,000-10,000 have grown at a CAGR of 10% from FY 2012-2020 and their number is projected to further double by 2025 from 2020 levels. The households with annual earnings between US$ 10,000-50,000 have grown at a CAGR of 20% between FY 2012-2020.

Increase in number of households with annual earnings of US$ 10,000 to US$ 50,000 has been leading to an increase in discretionary spending on food and beverages, apparel & accessories, luxury products, consumer durables and across other discretionary categories.

Nuclearization

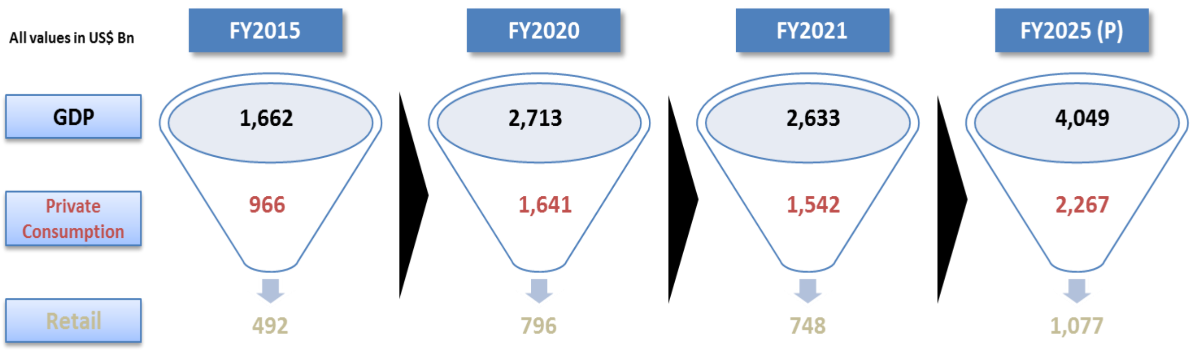
The growth in the number of households exceeds population growth, which indicates an increase in nuclearization in India. According to the 2011 census, 74% of urban households have five or less members, compared to 65% in 2001. It is expected that that smaller households with higher disposable income will lead to a greater expenditure in fashion, jewellery, home & living, packaged food and food services.

2. Apparel Industry in India

Retail Market in India

Retail Market in India was valued at US$ 492 Bn in FY 2015 and reached a value of US$ 796 Bn in FY 2020, growing at a 10.1% CAGR over this period. Impact of COVID-19 contracted the economy by ~4%. Currently, the Retail Market in India was valued at US$ 748 Bn (INR 56,10,000 Cr) in FY 2021 and is expected to grow at a CAGR of 9.5% to reach US$ 1,077 Bn (INR 80,77,500 Cr) by FY 2025.

Exhibit 2.1: India's Consumption Funnel in FY (in US$ Bn)



Source: Technopak Analysis. 1US$ = INR 75

Retail Size – Overall & across Key Categories

In Fiscal 2020, India's retail basket was approximately 48.5% of its private consumption and it is expected to maintain roughly this share in private consumption for the next five years. The apparel market in India was estimated at ~US$ 60 billion as of FY 2020 and is one of the larger segments of the Indian retail sector. Share of Apparel & Accessories in overall retail is expected to further increase from 8.3% in FY 2020 to 9.3% in FY 2025. Apparel and Accessories is also the highest growing sector in the retail basket, growing at CAGR 22.2% from FY 2021-25.

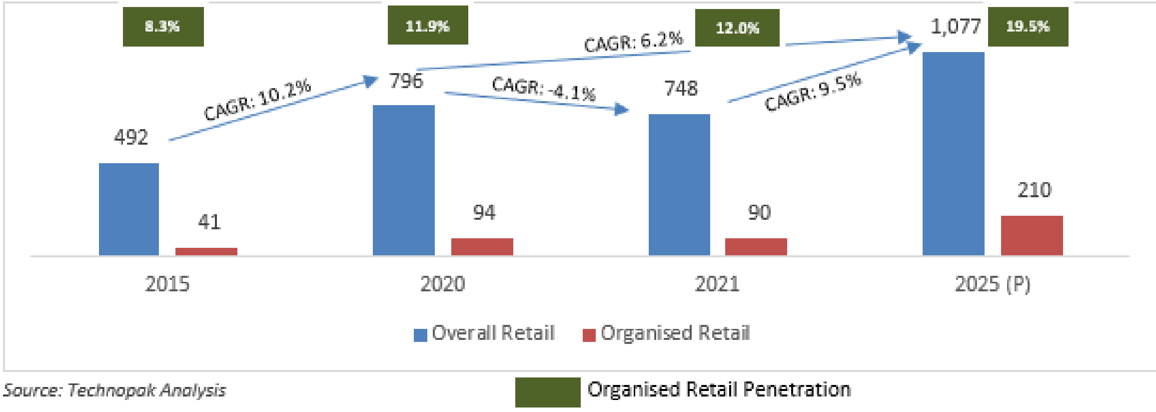
Exhibit 2.2: Share of various categories in overall Indian Retail Basket in FY (in US$ Bn)

Type of Categories	Categories	FY 2020	FY 2021	FY 2025 (P)	CAGR (FY 2020 -FY 2025)	CAGR (FY 2021 -FY 2025)
	Total Retail (US$ bn)	**796**	**748**	**1077**	**6.2%**	**9.5%**
Need based	Food and Grocery	66.1%	73.3%	63.3%	**5.3%**	5.6%
	Pharmacy & Wellness	2.9%	3.2%	3.3%	**9.0%**	10.7%
Primary Non-Food	**Apparel & Accessories***	**8.3%**	**6.0%**	**9.3%**	**8.7%**	**22.2%**
	Jewellery	7.5%	5.7%	8.4%	**8.7%**	20.6%
	Consumer Electronics	6.4%	5.7%	7.1%	**8.5%**	15.9%
Other Non-Food	Home & Living	4.3%	3.0%	4.4%	**6.7%**	20.3%
	Footwear	1.2%	0.9%	1.3%	**7.9%**	21.6%
	Others	3.3%	2.2%	2.9%	**3.5%**	17.2%
	Total	**100%**	**100%**	**100%**		

**Accessories includes Bags, Belts, Watches and Wallets; Others include Books & Stationery, Toys, Eyewear, Sports Goods, Alcoholic Beverages & Tobacco etc. Source: Technopak analysis; Year Indicates FY. 1US$ = INR 75*

While organized retail, primarily brick & mortar, has been in India for 2 decades now, its contribution to total retail was low at 11.9% (US$ 94 bn) in FY 2020. The organized retail penetration is expected to increase to ~20% by FY 2025.

Exhibit 2.3: Overall Retail Market in FY (US$ Bn)



Source: Technopak Analysis

Consumption of Retail basket across key Categories

Apparel & Accessories, Jewelry and Consumer Electronics are the three key categories which accounted 8.3%, 7.5% and 6.4% of retail respectively in 2020. Share of Apparel & Accessories is expected to grow to reach 9.3% in FY 2025, growing at a CAGR of 8.7% from FY 2020 to FY 2025. Apparel & accessories is one of the fastest growing categories amongst all other retail categories and is expected to grow at a CAGR of 22.2% in the period FY 2021 to FY 2025. The higher CAGR in the period FY 2021-25, compared to FY 2020-25 is a function of the dip in market size in year FY 2021 due to COVID impact.

Between FY 2015 and FY 2020, e-commerce sales in the Apparel and Accessories segment have grown at CAGR of 52% and it is estimated that the share of e-commerce retail in this segment will reach 21.8% of the market in FY 2025 from 17.5% in FY 2020.

Exhibit 2.4: Share of Brick & Mortar and E-commerce across Categories in FY

	FY2015					FY2020					FY2025				
	Share of Retail	Retail Size (US$ Bn)	Share of Unorganised retail	Share of organised B&M Retail	Share of organised E-commerce	Share of Retail	Retail Size (US$ Bn)	Share of Unorganised retail	Share of organised B&M Retail	Share of organised E-commerce	Share of Retail	Retail Size (US$ Bn)	Share of Unorganised retail	Share of organised B&M Retail	Share of organised E-commerce
Food and Grocery	66.6%	328	97.0%	2.5%	0.5%	66.1 %	526	95.5%	4.0%	0.5%	63.3 %	681	91.0%	5.0%	4.0%
Jewellery	7.3%	36	73.0%	25.0%	2.0%	7.5%	60	68.0%	28.0%	4.0%	8.4%	91	60.0%	33.0%	7.0%
Apparel & Accessories*	8.4%	41	77.0%	19.5%	3.5%	8.3%	66	68.0%	14.5%	17.5%	9.3%	100	55.0%	23.0%	21.8%
Footwear	1.3%	6	91.0%	5.5%	3.5%	1.2%	10	70.0%	14.0%	16.0%	1.3%	14	62.0%	16.0%	22.0%
Pharmacy & Wellness	3.0%	15	95.0%	4.5%	0.5%	2.9%	23	90.0%	7.8%	2.2%	3.3%	36	80.4%	11.2%	8.4%
Consumer Electronics	5.9%	29	74.0%	16.5%	9.5%	6.4%	51	68.0%	4.7%	27.3%	7.1%	77	55.0%	9.0%	36.0%
Home & Living	4.5%	22	91.0%	7.6%	1.4%	4.3%	34	85.0%	7.7%	7.3%	4.4%	47	70.0%	11.0%	19.0%
Others	3.0%	15	89.0%	10.4%	0.6%	3.3%	26	86.0%	5.3%	8.7%	2.9%	31	78.0%	11.0%	11.0%
Total	**100.0 %**	**492**	**91.7 %**	**7.1%**	**1.2%**	**100%**	**796**	**88.1 %**	**7.2%**	**4.7%**	**100 %**	**1077**	**80.4 %**	**10.0 %**	**9.6%**

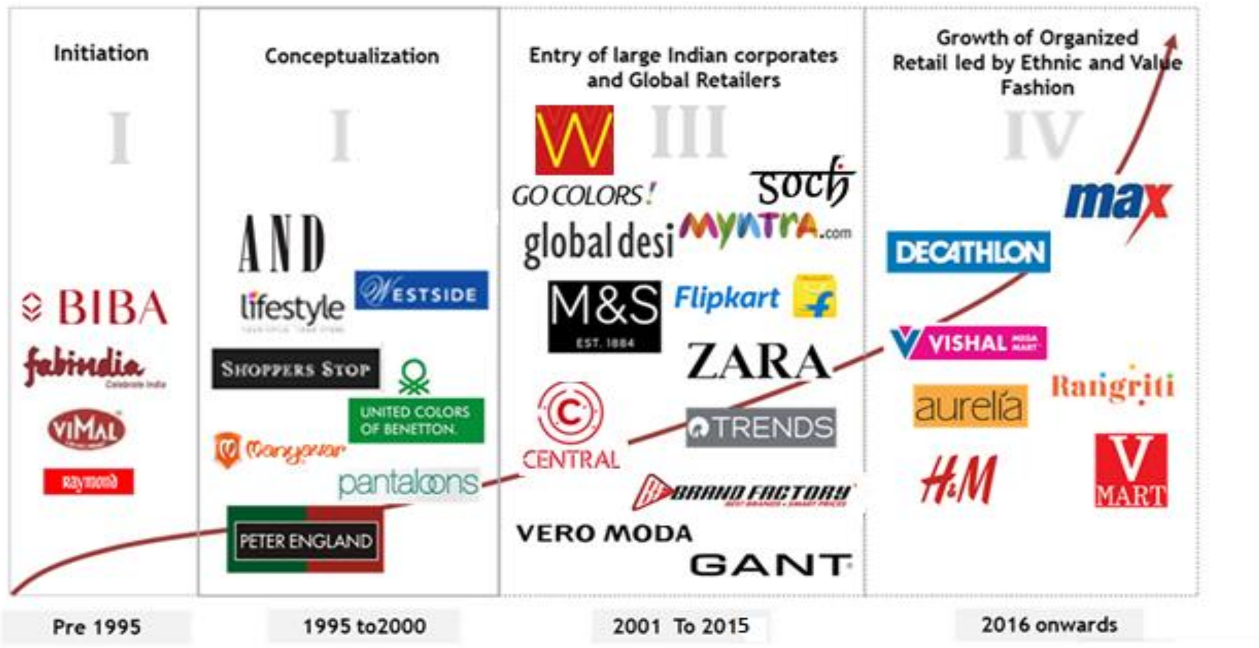
**Accessories include Bags, Belts, Wallets & Watches. Source: Technopak Analysis. 1US$ = INR 75*

Overall, the e-commerce market in India has witnessed an accelerated growth and is expected to reach 9.6% (US$ 103 Bn) of the total retail market by FY 2025 from its share of 4.7% in FY 2020 (US$ 37 billion) at a growth rate of ~23% CAGR.

Evolution of Organized Apparel Retail Segment in India

Organized retailing share of Apparel has increased from 14% in FY 2007 to 32% in FY 2020. In other words, in the last thirteen years, organized retail not only captured the new incremental demand, but it has also succeeded to shift the demand away from unorganized apparel retail in its favour. Given the fact that organized retail sells branded apparel, the growth of organized retail is poised to be a key growth enabler for the growth of branded apparel. The share of organized is expected to increase further to ~45% by FY 2025 and that will continue to support the growth of branded apparel as well.

Exhibit 2.5: Organized Apparel Retail's Evolution in India



Source: Technopak Analysis
Note: The graph represents the four phases of the organized retail evolution and indicates the players who took center stage in these phases.

Phase I (Pre 1995) – Till 1995, organized retail for apparel was synonymous with Exclusive Brand Outlets (EBOs) of a handful of apparel brands. These EBOs were restricted by their physical reach (number of stores and coverage across cities) and product offering (fabrics, suits, formal dressing etc.). Brands like Van Heusen, Arrow, Raymond, Vimal, and Bombay Dyeing signified organized apparel retailing. Indian Wear focused Brands such as Biba and Fabindia entered the organised retail sector and became category creators in the segment.

Phase II (1995 – 2000) – Shoppers Stop started the first large format multi-brand outlet in the mid-nineties that triggered the expansion of multi brand retail for apparel and other retailing categories. Around the same time, Westside and Lifestyle also started their private brand led large format stores. Indian apparel fashion brands like Biba and Fabindia also initiated the expansion of their stores beyond their places of origin. Biba was the first women Indian wear brand to partner with a Large Format Store (Shoppers Stop). They further partnered with Pantaloons to expand their retail footprint. Hence, Biba has been a part of the four largest retail formats (Shoppers Stop, Lifestyle, Central and Pantaloons). This period also saw the entry of Benetton into India. These developments expanded the product offerings for the consumer and aspects around product design, sourcing and supply chain became key focus areas for organized retailers. This period also marked the entry of global sportswear brands like Nike that introduced the Indian market to Athleisure as an extension of footwear.

Phase III (2001 – 2015)– This phase was marked by the bifurcation of apparel retailing into specialized groups viz. Indian, Casual, Sportswear, Daily wear, Denimwear etc. Existing players expanded their physical retail presence through exclusive brand outlets like Biba and Fabindia in Indian fashion and Shopper's Stop & Westside in LFS. This phase also witnessed increase in competitive intensity with the entry of more players. For instance, brands like W, Soch were launched in Indian apparel. Western wear brands like Zara and Marks & Spencer entered India during the same period. General Merchandise retailers like Future Group (Central, Brand Factory, fbb) and Lifestyle expanded their private brand offering into Apparel fashion. This period also witnessed the emergence of brand aggregator model for international brands into India with players like Arvind Brands and Reliance Brands becoming major India partners for many international apparel fashion brands. This phase has also witnessed rapid growth of E-commerce. Online emerged as a key organized retailer channel for apparel in India with the scale up of players like Myntra+Flipkart and Amazon. Online and offline channels proved to co-exist and jointly grow the organized retail pie. Product differentiation of organized apparel retailers also became sharper on price points (value fashion, mid to premium and premium plus offering) and on product attributes (fusion, prints, fabric, look).

Phase IV (**2016 onwards)** – The current phase represents distinct segmentation of channels of organized retail for Apparel. This phase also represents emergence of category leaders in respective groups of Western (formal and casual), Indian, and Athleisure etc. Value fashion retailer such as fbb, Max Fashion, Vmart are working towards bridging the price gap in the branded apparel market by offering quality products at affordable prices. Exclusive Brands Outlets (EBOs) have emerged as a core channel for most national apparel retailers irrespective of the category (type of apparel sold) or fashion (Indian or western) play. This phase also saw the entry of existing leading players into value-mid segment, like Biba launching Rangriti and TCNS launching Aurelia. LFSs have also grown their footprints with the expansion of Central, Brand Factory, Shoppers Stop, Reliance Trends, Westside, Decathlon and Pantaloons in towns beyond Metros and Tier I cities and are important growth drivers for organized apparel retailing.

Digitization in India: An Enabler to Retail

Increasing Omni-channel approach by Retailers - 'Omnichannel' approach improves customer service by providing multiple communication options. The back-end integration of channels also allows for more flexibility, as the customer can switch between channels throughout an interaction. Hence more flexibility is achieved through back-end integration of channels and provides for a seamless experience for consumers.

Retailers and brands are prioritising the listing of products across online and offline channels including EBOs, MBOs, LFSs, E-commerce marketplaces and verticals. Retailing in India is witnessing scale up of many multiple category single brand stores such as Biba, Fabindia, Zara, H&M, Marks & Spencer etc. providing customers with a wide assortment and options, across many categories under a single roof.

Digital Penetration is a Key Growth Driver for Organized Retail

India has also witnessed growth in internet penetration and mobile connectivity resulting in increased online presence of the Indian population directly resulting in a boom in e-commerce activities. Option of payment across various methods whether card, cash, wallets, and e-commerce transaction security has led to increasing trust in these payment systems. The option of easy returns at e-commerce portals has led to trial of products and services. Although household spending declined during the pandemic in FY2021, it is expected to recover quicker and witness much higher growth in FY2022.

Exhibit 2.6: Growth of Digital Penetration in India in CY

	2010	2015	2020	2025	CAGR 2015-20	CAGR 2020-25
Internet Users (Mn)	72	350	662	900-1000	14%	6-8%
Mobile internet Users as a share of Total Internet Users (%)	34%	45%	73%	82%	-	-
Mobile Internet Users (Mn)	24	159	480	730- 820	25%	9-11%

Source: Secondary Research, Technopak Analysis

Online Retail of Apparel

Apparel has traditionally been a category which was dependent on trial for size and touch-feel of the fabric to assess and make the purchase decision. However, it saw an increase in ecommerce uptake during COVID and led to a change in consumer behavior and there was an increase in adoption of online channels for apparel purchase. Companies and consumers alike adapted to this change and there was use of various mediums like Apps, Websites, and Social Commerce channels like WhatsApp, Video-shopping from home etc. Companies also accelerated their online adoption plans, and use of AI and softwares, which would enable virtual try-ons. While online penetration is relatively lower for women's wear as compared to men's wear in India, the demographics appear promising and an increase in sales through online channels is expected by 2025. The share of online retail in the apparel segment grew from ~4% in FY 2015 to ~18% in FY 2020 and is expected to reach ~22% by FY 2025.

Generation Z and Millennials as the driving force for Digitization

Millennials and Generation Z are the key driving forces for digitization in India, with the latter now entering the workforce, and both these generation segments being active adopters of technology and digital media. As of CY 2021, there are about ~375 million Generation Z and ~335 million Millennials in India.

OTT consumption

The rise and acceptability of alternate streaming and OTT platforms tapped into the market vacated by Indian multiplexes during COVID. Independent film producers and established film production houses are increasingly taking on this medium by creating content exclusively for OTT platforms. Advertisement and acceptability also led to a significant rise in the number of paid subscribers and the number of subscriptions, increasing from 11 million to 29 million and 21 million to 53 million from 2019 to 2020 respectively.

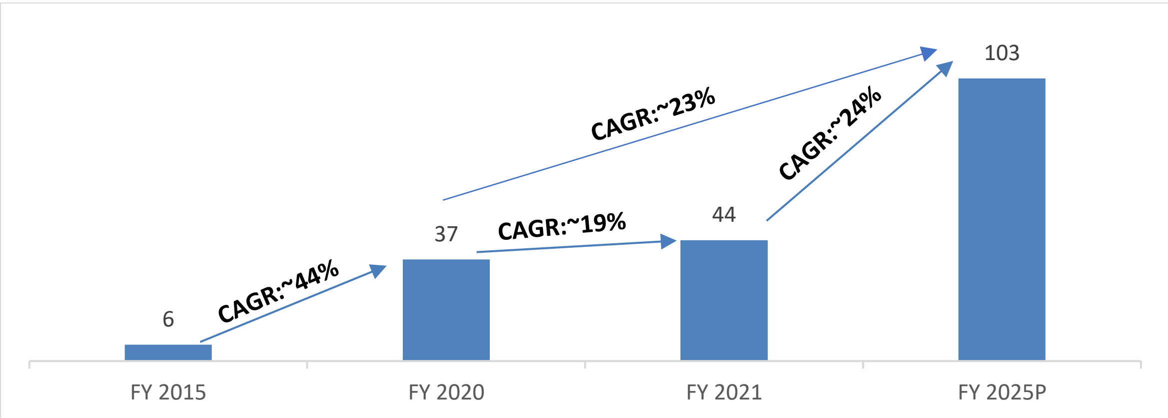
Spend on Digital marketing

The Indian Advertisement market was expected valued at INR 89,600 Cr. In FY 2021 with digital marketing being the cornerstone of growth. Digital advertisements are expected to show rapid growth of ~29% CAGR over the period of FY 2020-FY 2025, contributing to ~27% of total advertisement spend in India in FY2020. It is expected that by FY 2025, Digital advertisement would contribute ~43% of the overall advertising Market.

Online/E-tailing Opportunity

E-tail in India has witnessed a rapid growth trajectory and is expected to reach 9.6% (USS 103 Bn.) of total retail by FY 2025 from its share of 4.7% in FY 2020 (US$ 37.4 Bn.), expected to grow at rate of 23%. Between 2015 and 2020, the e-commerce sales have grown at CAGR of 44%. In 2012, the e-tail pie was INR 4,500 Cr (US$ ~0.6 Bn) and that was limited to key categories of Electronics, Books, Stationery, and Music which catered to nearly 50% of the pie.

Exhibit 2.7: Growth of E-retail in India in FY 2015, FY 2020, FY 2021, FY 2025P (in US$ Bn)



Source: Technopak Analysis

Retailers across categories are moving towards online channel to expand their offerings, in an attempt to have a place in the 'Omni-channel Ecosystem' where all channels of retail are essential to reach the consumers. The lines between offline and online retailing are blurring gradually, whereby consumers connect with brands through any medium of their preference. A purchase made by a consumer is often a mix of various mediums. E.g., A consumer searches online and reads reviews about a product before making a purchase decision, then goes to an offline store to look and experience the product, and the eventual purchase could be through either of the channels. This makes presence across mediums essential for retailers to connect with the consumer at every touch point.

Acceleration in Online retail due to COVID 19

The overall increase in online retail has been high fuelled by the impact of COVID-19. The share of total retail through e-commerce has increased from 1.2% in FY 2015 to 4.7% in FY 2020 and 6.0% in FY 2021. The share of total retail through e-commerce is projected to reach 9.6% in FY 2025. Apparel and accessories as a category have also witnessed an increase in e-commerce sales share going up from 3.5% in FY 2015 to 17.5% in FY 2020 and projected to reach 22.0% in FY 2025. As COVID spread, consumers preferred to shop sitting at home in order to avoid crowded marketplaces. The resulting lockdowns imposed during COVID starting and peaks and the subsequent restrictions led to increased adoption of e-commerce for all categories. E-commerce marketplaces such as Myntra, Flipkart, etc. have used this opportunity to build delivery infrastructure in Tier 1 and Tier 2 cities, thus attracting and integrating consumers.

Exhibit 2.8: Online Retail Contribution in Select Countries

Year	India	UK	France	Germany	Netherlands	US
CY 2019	4.7%	19.4%	10.9%	15.9%	9.9%	15.5%
CY 2020	6.0%	26.2%	14.3%	19.9%	13.1%	19.1%

Source: Secondary Research, Technopak Analysis. Note: CY2019 is FY2020 for India Data; CY2020 is FY2021 for India Data

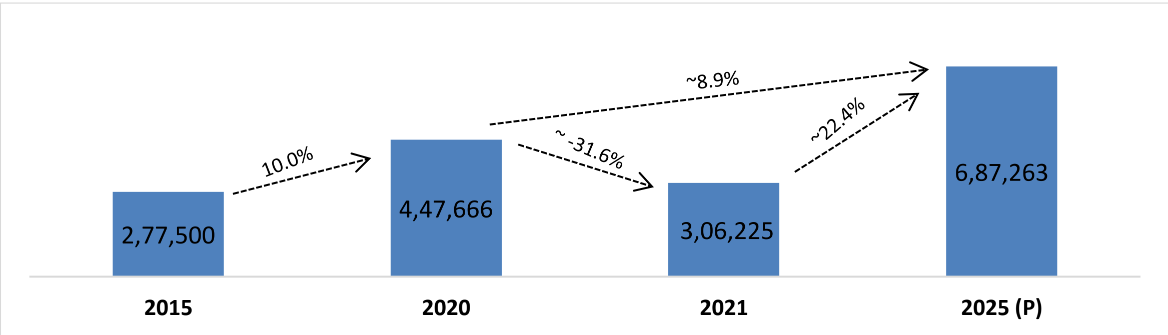
India's online retail penetration was 4.7% in CY 2019 compared to 19.4% in UK and 15.9% in Germany. There is immense potential for growth of online channel in retail in India to reach the level of developed nations.

India Apparel Market Size & Level of Organization

Apparel market size in FY 2020 was INR 4,47,666 Cr (US$ 59.7 Bn) and expected to grow at a CAGR of ~8.9% between FY 2020 and FY 2025 to reach INR 6,87,263 Cr (US$ 91.6 Bn) by FY 2025 on the back of factors like higher brand consciousness, increasing digitization, greater purchasing power and increasing urbanization.

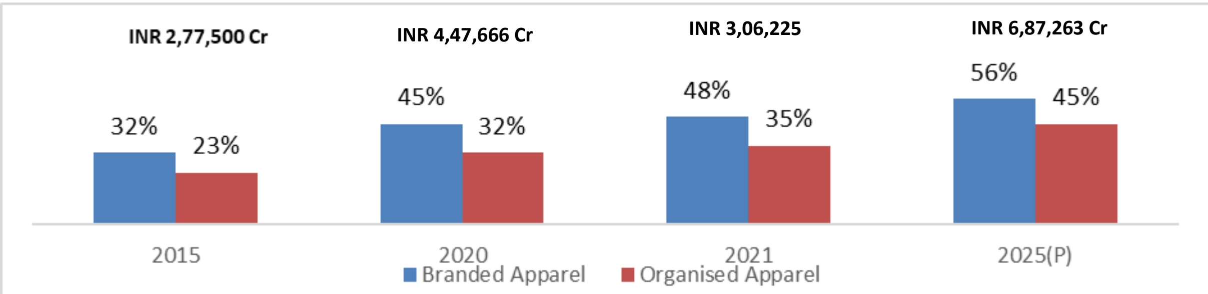
While the CAGR of total apparel market between FY 2020 and FY 2025 is expected to be ~8.9%, the branded apparel and organized apparel retail are expected to grow at CAGR of ~13.8% and ~16.6% respectively in the same period. In other words, growth of both branded apparel share and organized apparel retail share in apparel category will outpace the overall category growth. COVID-19 gave impetus to the growth of e-commerce which is expected to become a significant growth driver for the organised market.

Exhibit 2.9: Apparel Market Size in India (in INR Cr) (Year in FY)



Source: Technopak Analysis. Note: Year indicates FY; Excludes accessories (Bags, Belts, Wallets etc.)

Exhibit 2.10: Branded Apparel and Organized Apparel Retail as a share of Apparel Market (Year in FY)



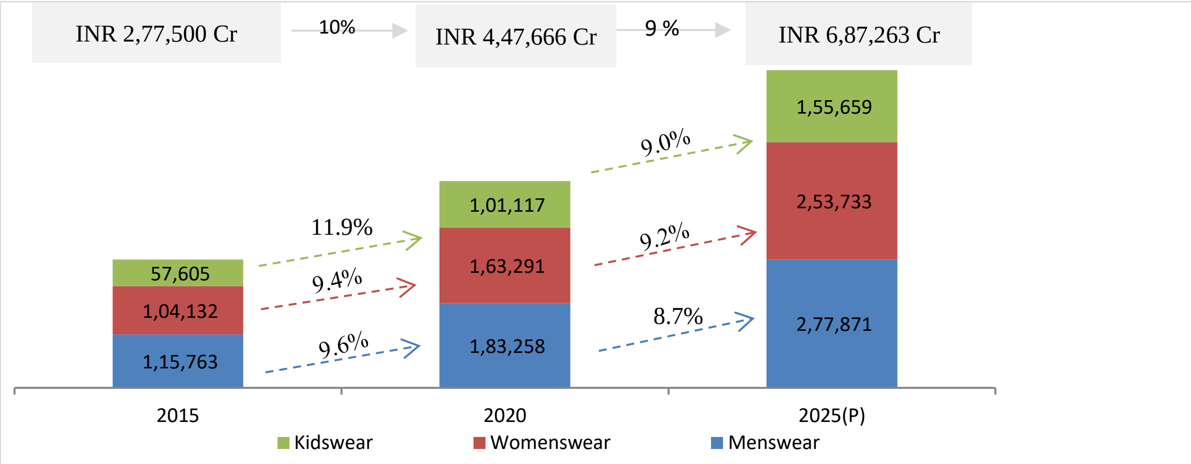
Source: Technopak Analysis
Branded apparel signifies registered trademarks that are regularly patronized by customers and that are sold through both organized retail and trade channels. Organized retail signifies formal retail channels of Exclusive Brand Outlets (EBOs), Multi Brand Outlets (MBOs), Large Format Stores (LFS), E-commerce etc.

Apparel retailed through these organized retail points of sales is necessarily branded. Therefore, organized share is less than the share of Branded apparel in total share

Product Segmentation

Men's apparel constituted ~41% and Women apparel share was estimated to be ~36% of the total apparel market in FY 2020. The balance ~23% is contributed by kids' apparel. Out of the total apparel market, Indian wear accounted for approximately 31% or INR 1,40,964 Cr (~US$ 19 Bn) (FY 2020) and the balance 69% of the market comprised of western wear. The high share of Indian wear in the total apparel is a unique feature of apparel market in India. In women wear market, Indian wear contributed ~71% to the total market and is expected to be the fastest growing segment in Indian Apparel market. However, for men and kids, the contribution of western wear is significant.

Exhibit 2.11: Growth Projections of Total Apparel Market by Gender (Year in FY)



Source: Technopak Analysis

Apparel Market Segmentation

Indian Wear Market in India

Indian wear market comprised of 31% of the total apparel market in FY 2020 with INR 1,40,964 Cr (US$ 18.8 Bn) in size. This market is dominated by unorganized sector which was 77% of the Indian wear market. In men's segment, Indian wear accounted for 7% of the total menswear market of INR 1,83,258 Cr (~US$ 24.4 Bn), while in women, Indian wear held a significant share of 71% of the total INR 1,63,291 Cr (~US$ 21.8 Bn) womenswear market. This implies that women Indian wear is the mainstay for Indian wear in India. The Men Indian wear market is expected to reach INR 17,496 Cr (US$ 2.3 Bn) in FY 2025, from the INR 12,754 Cr (US$ 1.7 Bn) in FY 2020, growing at a CAGR of 6%. The Women Indian wear market is expected to reach INR 1,68,222 Cr (US$ 22.4 Bn) in FY 2025, from INR 1,15,139 Cr (US$ 15.4 Bn) in FY 2020, growing at CAGR of 7.9%.

The disproportionate size of Indian wear in womenswear is an outcome of the distinct positioning of Indian wear for women compared to that for men in India. For Indian women, Indian fashion is a mainstream need for daily wear use (in addition to strong occasion wear) whereas for men it is currently restricted to occasion wear viz. weddings and festivals.

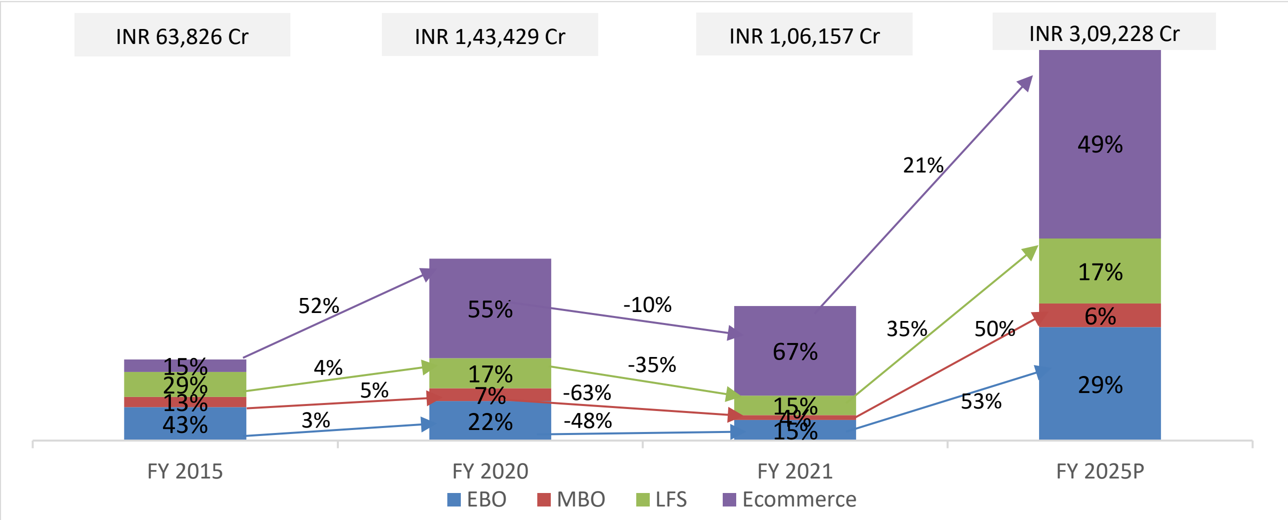
Within Indian wear for kids, Indian wear for boy's accounts for 7% of overall apparel for boys, while Indian wear for girls is ~21% of the overall apparel market for girls.

Western Wear Market in India

Western wear market accounted for close to 69% of the overall apparel market, with FY 2020 market size of INR 3,06,702 Cr (US$ 40.1 Bn). Organized sector forms 36% share of the western wear market, while unorganized sector was 64%.

Channel Wise Segmentation

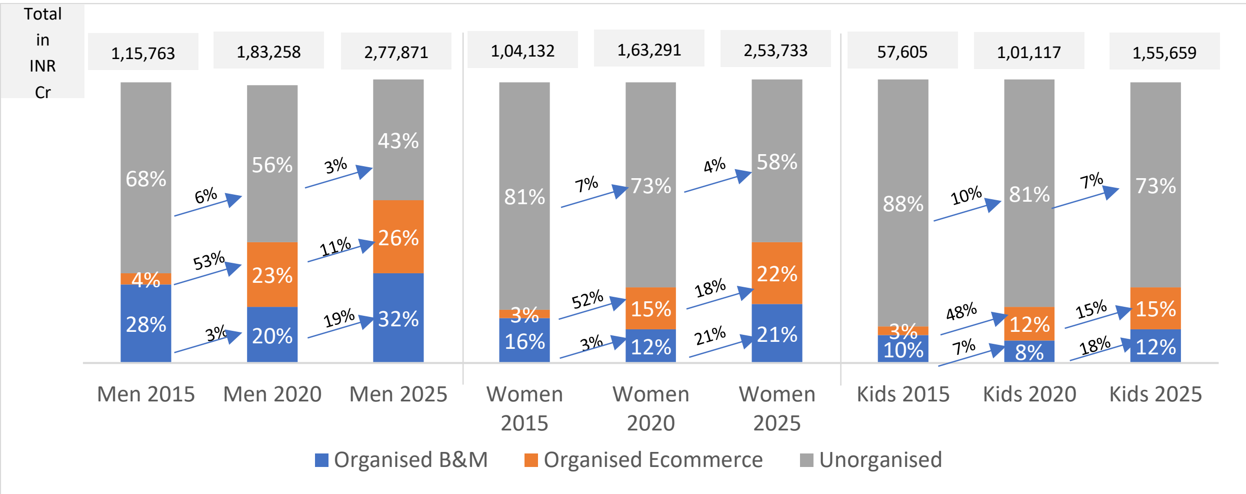
Exhibit 2.12: Organised Apparel Market Segmentation across Organised Retail Channels (in INR Cr) (Year in FY)



Source: Technopak Analysis

The share of sales from EBOs in total organised apparel retail is expected to increase from ~22% in FY 2020 to ~29% in FY 2025. The share from LFS is expected to stay the same at ~17%. Online sales is expected to grow at a CAGR of 14% between FY 2020 and FY 2025.

Exhibit 2.13: Channel wise – Segment wise Market size Across Men, Women & Kids (in INR Cr) (Year in FY)



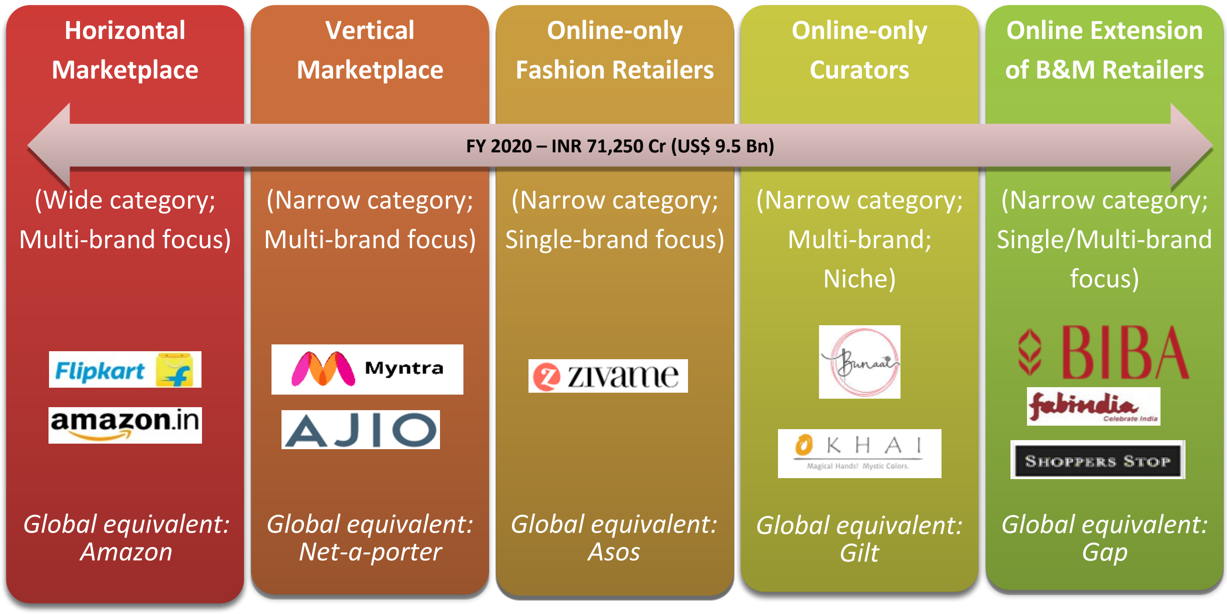
Source: Technopak Analysis

The share of organised retail for women apparel is expected to increase from 27% in FY 2020 to 42% in FY 2025. Organised market for men and kids apparel is also expected to increase to 57% and 27% respectively by FY 2025.

Apparel E-tail

The share of E-tail in apparel & accessories in overall retail share was 3.5% in FY 2015. In FY 2020, E-tail's share in Apparel & Accessories was over 17.5% and the share is expected to reach to 21.8% by FY 2025.

Exhibit 2.14: Broad types of Apparel E-tailers (2020)



Source: Technopak Analysis

Lifestyle E-tailers fall into 5 key types based on merchandize offering and business models:

1. ***Horizontal Marketplace:*** Having a wide spectrum of offering and multi-brand offering
2. ***Vertical Marketplace:*** They have a relatively narrower category focus, e.g., apparel and lifestyle and offer multiple brands within their segments
3. ***Online-only Fashion Retailers:*** They offer lesser categories, but along with multi-brand offering they also have a focus on private brands
4. ***Online-only Curators:*** They are Indian only focused players. While they have a sizeable category offering in the form of apparel and lifestyle, their products are principally based around Indian taste
5. ***Online Extensions of B&M Retailers:*** Many B&M centric players have forayed into E-tailing. This trend is observed with multi-format retailers like Future Retail, Future Lifestyle Fashions, Shoppers Stop as well as apparel and lifestyle brands like W, BIBA, Fabindia etc.

Digital Presence of Key Indian brands in India

A 'digital first' approach is an increasingly critical driver of growth across many consumer categories in India, as well as globally, with millennial and generation Z demographic segments now entering the workforce and driving digitization as active adopters of technology and digital media. Hence, digital presence and activations have become increasingly important with the growth of social media in marketing & branding. Indian Apparel players in India have presence on key social media platforms like Instagram & Facebook, with Fabindia and Biba leading the number of followers on Instagram. These platforms are used by brands to connect to consumers directly, for digital marketing & product discovery. Other players such as Global Desi, W, Soch are also focused on social media presence. Biba ranks the highest in terms of website ranking in India amongst its competitors in Indian apparel.

Exhibit 2.15: Digital presence of Key Indian brands in India

Retailers	Number of Instagram Followers	Number of Likes on Facebook Page	Number of Twitter Followers	Website Ranking in India*
Biba	414K	800K	6,755	14
Global Desi	377K	392K	4,614	265
Fabindia	572K	572K	9,330	39
W	400K	642K	8,253	65
Soch	49K	986K	-	108

*Source: Technopak Analysis, *Website ranking in the category 'Fashion & Apparel' from similarweb.com. Rank as on 15 Feb'2022.*

Fashion during the pandemic relied heavily on online sales as in-store sales had been restricted due to lockdowns and also because people were hesitant to go into stores and try on clothes. Favourable return and exchange policies adopted by brands helped increase consumer faith and increase their sales. Women Indian wear sales through e-commerce increased from 3% in FY 2015 to 12% in FY 2020 and is expected to rise to 21% by FY 2025. As bigger and established brands like Biba, Fabindia increased their online presence, many small-scale D2C apparel retail brands also emerged retailing through social media platforms, marketplaces & websites.

Potential for Adjacent Categories for Indian Women Apparel Players

Key Indian women apparel players such as Biba, Global Desi, and Fabindia, which have already established themselves as key players in apparel category, have forayed into adjacent categories like Footwear, Bags, Fashion Jewellery and Perfumes. Women Footwear category is expected to reach size of INR 46,200 Cr by FY 2025 growing at the CAGR of 10% over 5 years. Fashion Jewellery category is also growing at a double digit CAGR of 10% from 2020-25.

Exhibit 2.16: Market size for adjacent categories in India (in INR Cr)

Category	FY 2015	FY 2020	FY 2025P	CAGR 2015-20	CAGR 2020-25
Women Footwear	17,560	28,800	46,200	10%	10%
Fashion Jewellery	10,800	20,500	32,500	14%	10%
Bags	8,200	12,000	16,500	8%	7%

Source: Technopak Analysis

Exhibit 2.17: Presence of Key Women Indian apparel players in adjacent categories

Category	Footwear	Fashion Jewellery	Bags	Perfumes
Biba	✓✓	✓✓	✓	✓
W	✓	-	-	-
Soch	-	-	-	-
Global Desi	✓	✓✓	✓✓	✓
Fabindia	✓✓	✓✓	✓✓	✓

Source: Secondary Research, Technopak Analysis

Presence of Indian Diaspora Globally & Potential for Women Indian wear Brands

The expansion by Indian apparel retailers outside of India is primarily to meet the demands of Indian diaspora abroad who have similar product preferences as Indian customers. Therefore, the sale by Indian retailers of their apparel in the international market is largely viewed as an extension of their domestic businesses.

USA has the largest population of Indian diaspora

India has the highest transnational population in the world with approximately 23.4 Mn migrants (of Indian origin) spread across the globe.

Indian diaspora is distributed across several major countries with USA being the most preferred destination with 4.4 Mn Indian diaspora. The Saudi Arabia and UAE are the second and third most preferred countries with 4.1 Mn and 3.8 Mn Indian diasporas respectively. The total addressable population i.e relevant population (excluding students, low and semi-skilled workers etc.) for apparel is 9.2 Mn (out of 23.4 Mn). Middle- and high-income groups are the key target consumers for Indian wear brands.

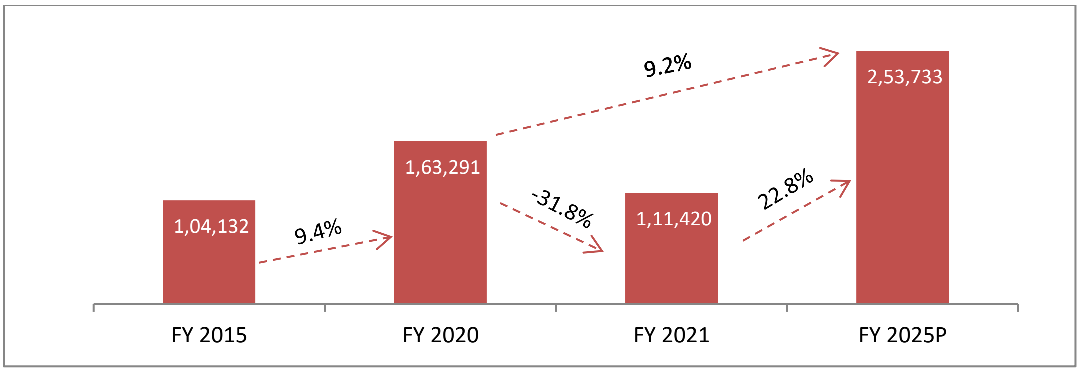
Presence of Indian diaspora across the global, and primarily in North America, Asia Pacific and Africa presents an opportunity for Indian wear brands to expand international presence in these regions. Players like Biba (2 stores in Canada, 2 stores in Dubai and 1 store in Nepal), Fabindia, W and Manyavar also have physical store presence outside India. Biba and W also have their websites specific to Canada & Mauritius respectively. Key players also sell through international marketplaces like amazon.com, amazon.uk, amazon.ae etc.

3. Women Apparel Industry and Women Indian Wear Overview

Women Apparel Market in India

Women apparel market in India is estimated at ~36% of the total apparel market of INR 4,47,666 Cr (US$ 59.7 Bn), at INR 1,63,291 Cr (~US$ 21.8 Bn).

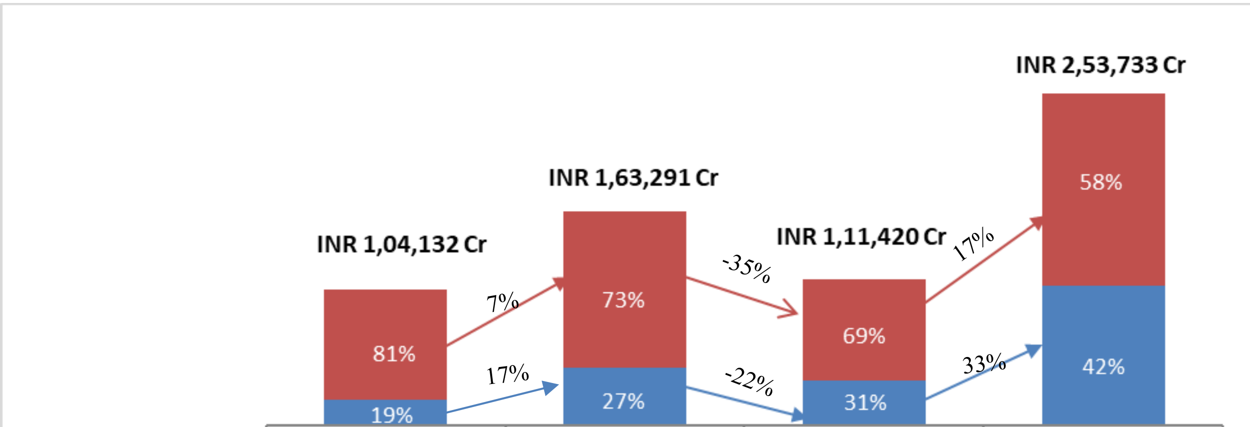
Exhibit 3.1: Growth Projections of Women Apparel Market (in INR Cr) – FY 2015, FY 2020, FY 2021, FY 2025P



Source: Technopak Analysis

The women apparel market is expected to grow from INR 1,63,291 Cr (US$ 21.8 Bn) in FY 2020 to INR 2,53,733 Cr (US$ 33.8 Bn) by the end of FY 2025. It is expected to be the fastest growing segment in the apparel market in India, with a forecasted growth rate of 9.2% between FY 2020 and FY 2025. This market is projected to grow owing to factors like sustained growth of Indian daily wear; casualization of fashion leading to growth of new categories like fusion wear, denims, loungewear; rising share of organized retail; design innovations and changing consumer demographics.

Exhibit 3.2: Share of Organised and Unorganised Retail as a percentage of Women Apparel Market (in INR Cr) – FY 2015, 2020, 2021, 2025P



	FY 2015	FY 2020	FY 2021	FY 2025P
Unorganised Retail	84,407	1,19,491	77,293	1,46,483
Organised Retail	19,725	43,800	34,127	1,07,250

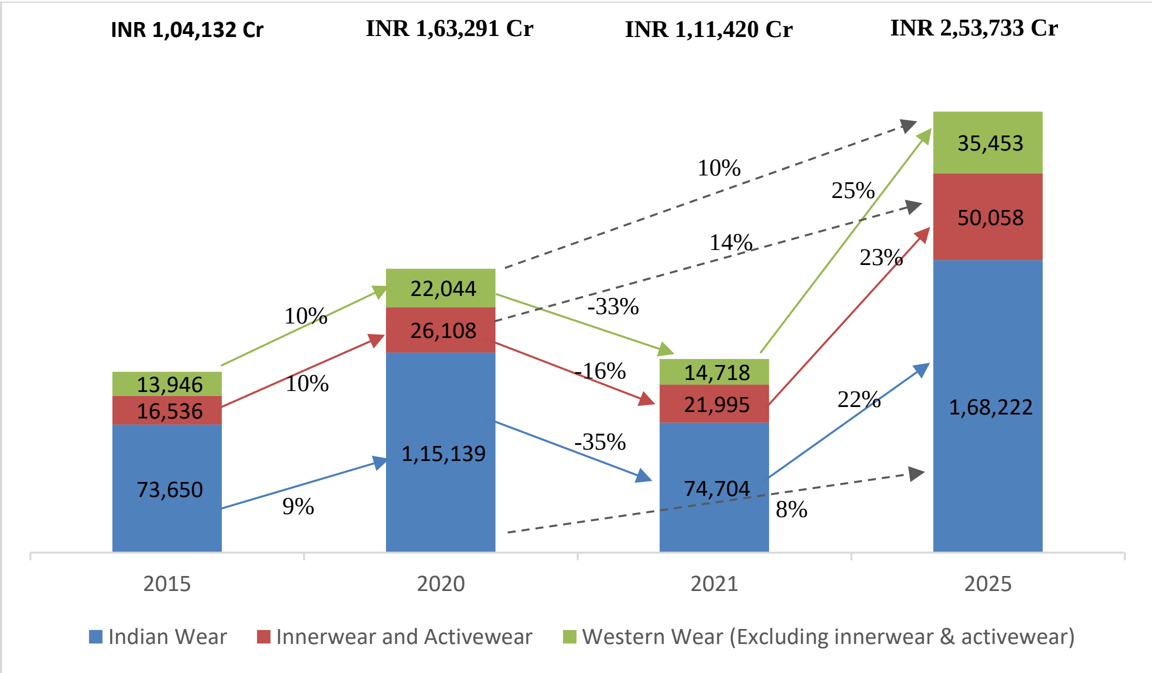
Source: Technopak Analysis

Historically, consumption of women's apparel was centred around the informal market through standalone boutiques selling unbranded products and the sale of unstitched fabrics, allowing women to use tailors to create their desired garments through made-to-measure services. The share of organised retail in women apparel which was 19% in FY 2015 increased to 27% in FY 2020 and is expected to reach 42% by FY 2025. Emergence of Multi-channel organized retail (EBOs, LFS/ MBO, Value Retail, E-commerce) and scale of organized players that have now emerged as Pan India Players (Biba, Fabindia, Reliance Trends, Trent Westside, ABFRL) have managed to address the consumer demands better over unorganized segment enabling this transition in favour of organized retail in Women Apparel sector.

Segmentation of Women Apparel Market

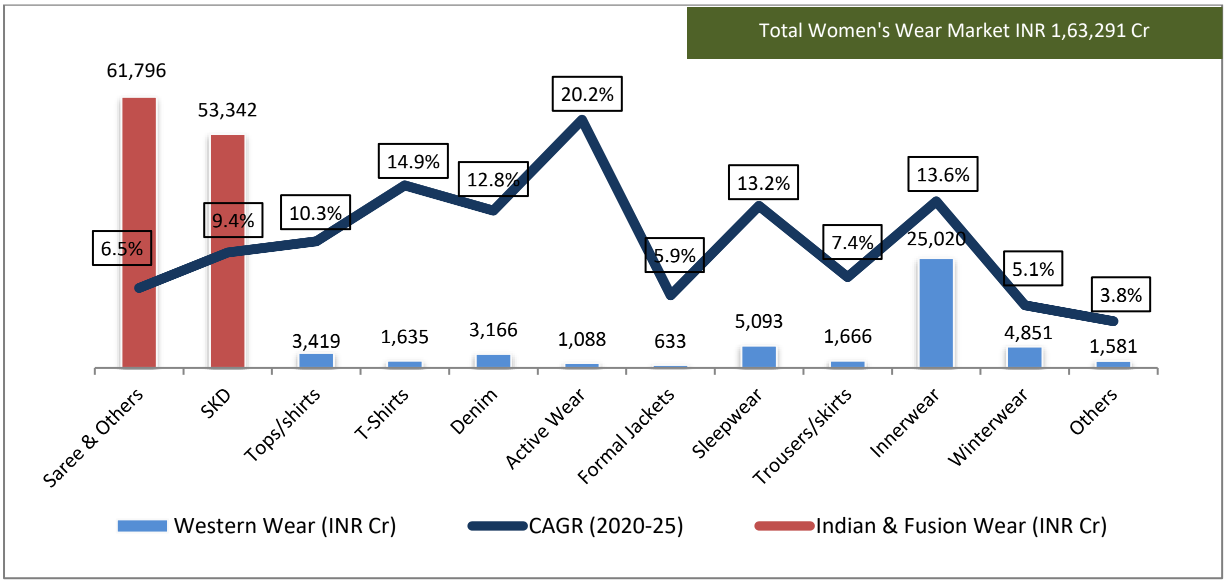
Women Indian wear is the dominant segment within women apparel market in India and the preferred form of apparel for approximately 71% of the market (FY 2020). Despite having a high current share, the share of Indian wear in the overall Women apparel segment will continue to be resilient in future. The high share of Indian wear in the total apparel is a unique feature of apparel market in India. In any other major apparel markets (China, Japan, Southeast Asia etc.) nearly the entire apparel category is made up of western wear. Therefore, Indian fashion is influenced by Indian ethos and values which impact the apparel's cut, shape, silhouette and nature of raw material used (not restricted to power loom but also extends to handlooms fabrics). In this context, the Indian women apparel industry's categorization into Indian wear and western wear is significant given the Indian wear category's size and its unique existence compared to other major markets.

Exhibit 3.3: Segment Contribution: Women Apparel market – FY 2015, 2020, 2021 & 2025P (in INR Cr)



Source: Technopak Analysis. Western Wear (excluding Innerwear & Activewear) includes Tops/shirts, T-shirts, Denim, Formal Jackets, Sleepwear, Trousers/skirts, Winterwear & clothing accessories

Exhibit 3.4: Segmentation based on Product type of Women wear market FY 2020 (in INR Cr) and CAGR 2020-2025



Source: Technopak Analysis. Note: Year indicates FY. Others: Women Clothing Accessories. 'Others' in Saree & Others includes Lehenga set, Indian dresses/gowns etc. SKD includes Sets, Mix & Match and Dupattas/ Stoles etc

T-Shirts, Denim, Activewear, Sleepwear, and Tops/Shirts are among the western wear categories in Women apparel segment. While denim brands initially focussed on the men's segment, they started catering to women consumers as well as they witnessed change in the demand and preferences of women. In Women Indian wear segment, SKD emerged as a fast-growing category with a CAGR of 9.4% from FY 2020-25.

Women Apparel Brands across Price Segments

Women apparel market is broadly divided into various price segments like Mass-mid, Mid, Mid-Premium, Premium, and further into Luxury in case of Occasion wear and Western wear.

Exhibit 3.5: Apparel Brands across Categories & Price segments

Indian & Fusion Apparel- Daily Wear	Mass - Mid	Mid	Mid-Premium	Premium
Retail led	Max Fashion, Rangriti,	Rangriti, Soch, Aurelia	Biba, W, Fabindia, Global Desi, Aarke, Meena Bazaar	Ritu Kumar, Satya Paul
Private labels of LFS	Infuse (SS), Reliance Trends, Stop (SS), Imara (Lifestyle)	Haute Curry (SS), Kashish (SS), Utsa (Westside)	Zuba (Westside)	
Private labels of E-commerce marketplaces/ Vertical Specialists	Anouk (Mynta), Here & Now (Myntra), Myx (Amazon)	Sztori, Moda Rapido		
Online first brands		Bunaai	Jaypore, Indian Ethnic Co, Okhai, Idaho, Tjori	

Source: Technopak Analysis

Indian & Fusion Apparel- Occasion Wear	Mass - Mid	Mid	Mid-Premium	Premium	Luxury
Retail led	Max Fashion	Rangriti, Aurelia	W, Biba, Fabindia, Global Desi, Aarke, Soch	Biba, Biba X Rohit Bal, Mohey Meena Bazaar, Ritu Kumar, Satya Paul	Sabyasachi, Manish Malhotra
Private labels of LFS	Reliance Trends, Stop (SS), Melange (Lifestyle)	Haute Curry (SS), Kashish (ss), Vark (Westside), Imara (Lifestyle)			
Private labels of E-commerce marketplaces	Anouk (Mynta)	Moda Rapid, Sztori			
Online first brands		The Indian Ethnic Co, Idaho	Bunaai, Aachho	Jaypore, Okhai, Tjori	

Source: Technopak Analysis

Impact of COVID-19

Apparel and Lifestyle sector has been one of the hardest hit sectors during the COVID induced lockdown since March of 2020 that impacted whole of FY 2021 in form of nationwide or regional lockdowns. First two months of FY 2022 also saw the second wave of COVID that caused unfortunate damage to life & businesses leading to hardships on many fronts. However, June 2021 onwards there was recovery in business and revival of consumer sentiment. Consumers started moving out of home for leisure and work, which led to an increase in merchandise shopping. Diwali 2021 saw consumer spending worth INR 1.25 lakh Crores, which was the highest in a decade for the same period.

Brands and consumers alike have adapted to the changes due to COVID, while business cycles come back to normalcy. E-commerce saw a major boost with consumers taking it as a means of ordering merchandise both across need and aspiration-based categories. COVID-19 gave impetus to the growth of e-commerce that is expected to become a significant growth driver for the organised market.

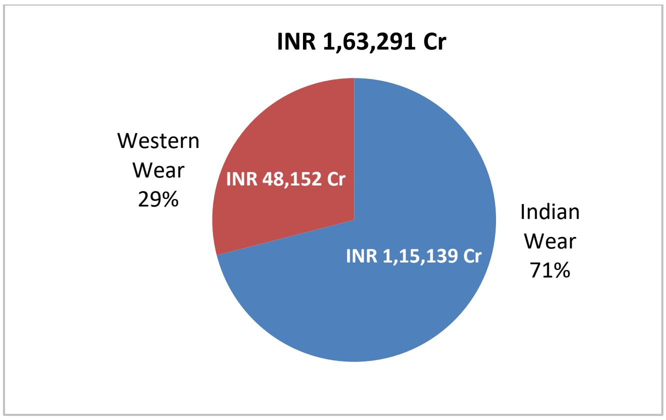
The women apparel industry saw a decrease in formal wear due to COVID-19, but also witnessed increase sales of casual wear driven by work from home and awareness towards wellness due to the pandemic, and hence active wear gained traction during this period. The sleepwear, loungewear and athleisure categories saw rise in sales, along with fusion wear that works as both formal/ smart casual and comfort wear. Marks & Spencer's and Shoppers Stop added a separate section offering loungewear. Online majors like Amazon India and Myntra expanded offerings for comfort-wear. Indian Wear brand Biba launched its range of sleepwear and loungewear to cater to the consumers seeking comfort wear mixed with smart casuals, along with more offerings in comfortable fusion wear such as kurtas, palazzos, pants etc.

Women Indian Wear Market

Women' Indian wear accounted for approximately 71% or INR 1,15,139 Cr (US$ 15.3 Bn) (FY 2020) of the total Women Apparel Market, implying women Indian wear is the mainstay for women apparel market in India. The balance 29% or INR 48,152 Cr (US$ 6.4 Bn) was accounted for by western wear.

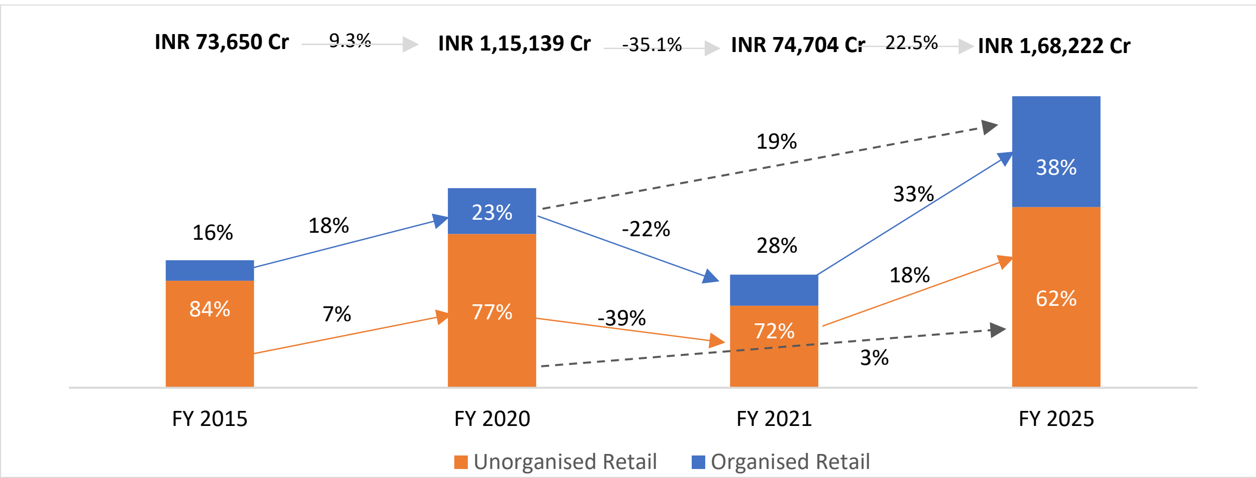
In this context, the Indian women apparel industry's categorization into Indian wear and western wear is significant given the Indian wear category's size and its unique existence compared to other major markets. The broad categorization of Indian and western comprise many sub-categories. The women Indian wear category can broadly be classified into Saree & others (includes Indian dresses, Lehenga etc.) and SKD (including Sets, Mix & Match, Dupattas. Stoles etc). It also comprises of fusion wear, which is an amalgamation of other cultural influences on Indian wear.

Exhibit 3.6: Women Apparel Segmentation – FY 2020 (in INR Cr)



Source: Technopak Analysis

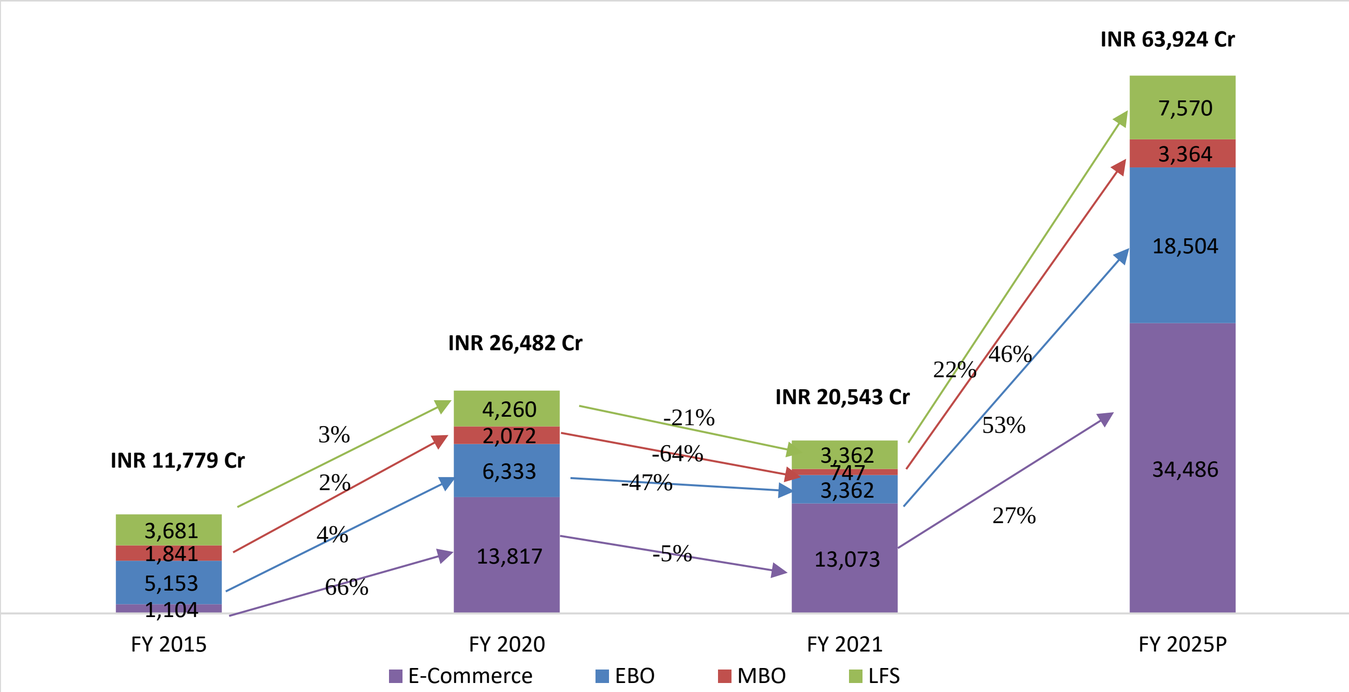
Exhibit 3.7: Women Indian Wear Market (in INR Cr) and share of Organised & Unorganised – FY 2015, FY 2020, FY 2021 & FY 2025P



Source: Technopak Analysis

The Women Indian wear market is expected to increase from INR 1,15,139 Cr in FY 2020 to INR 1,68,222 Cr by FY 2025, growing at a CAGR of 8%. Sarees & Others category forms almost 54% of the Indian wear market for women, the rest of the market of 46% is contributed by SKDs (salwar, kameez, dupatta) etc.

Exhibit 3.8: Split of Women Indian wear Market across Organised Formats- FY 2015, FY 2020, FY 2021 & FY 2025P (in INR Cr)



Source: Technopak Analysis

The organised Indian women apparel market in India is estimated to grow from INR 26,482 Cr in FY 2020 to INR 63,924 Cr by the end of FY 2025 at a CAGR of 19%. Online penetration within the organised women Indian wear market was approximately 52% as of financial year 2020, which has grown at a rate of 66% over the past five years. These dynamics are advantageous for players like Biba given their strong digital presence. Brand focus on digital activation is expected to be a growth enabler for the online channel.

Exhibit 3.9: Representative players - EBOs, MBOS, LFS and Online

EBO	MBO	LFS	E-commerce/Online
Biba	Vama	Reliance Trends	Amazon
Aurelia	Chunmun	Westside	Flipkart
W	Kapsons	Lifestyle	Myntra
Fabindia	Lulu	Vishal	Nykaa Fashion

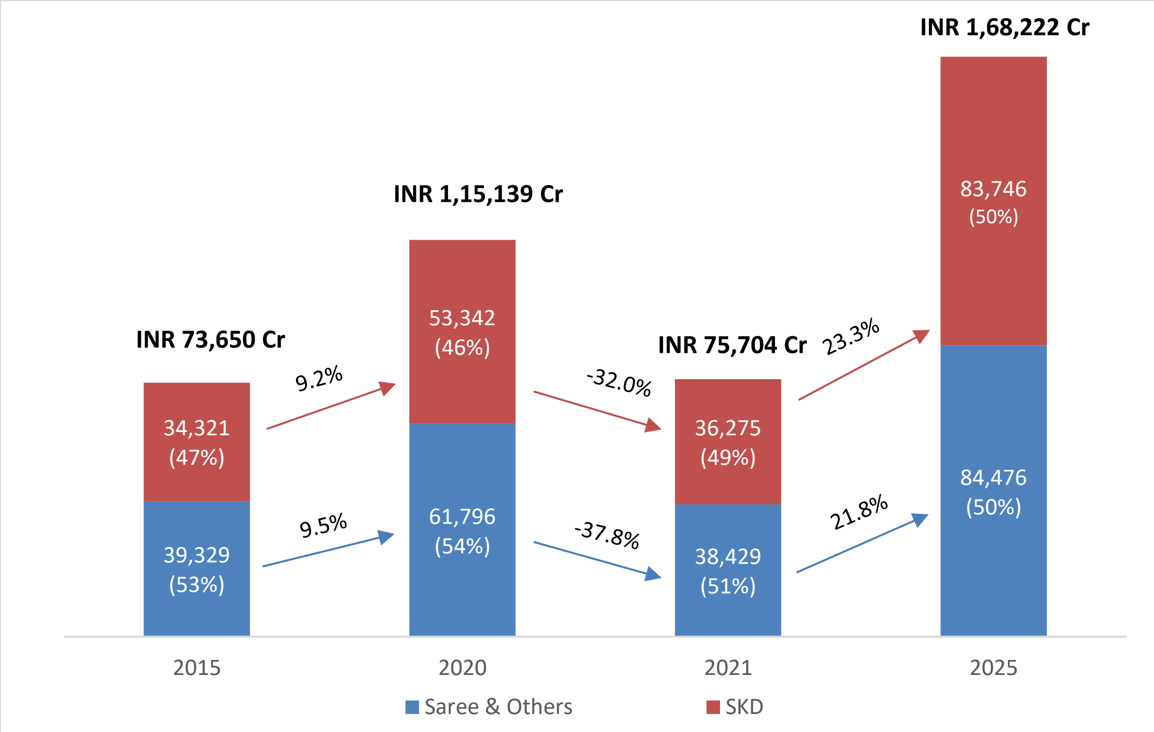
Source: Technopak Analysis

Product segmentation of Women Indian Wear Market

Women Indian wear market is further segmented into key categories- Saree & Others (Lehenga, Indian dresses/gowns etc) and SKD (Sets, Mix & Match & Others (Dupattas/Stoles etc). SKD category is expected to grow at a CAGR of 9.4% from FY 2020-25, while Saree & Others category will grow at a comparatively lower rate of 6.5% for the same period.

Within SKD, Mix & Match category will lead the growth with a CAGR of 13% and Sets are expected to grow at CAGR of 7.6% from FY 2020-25. Within Saree & Others, the Others category of Lehenga set, Indian dresses/gowns is expected to grow at a CAGR of 8.1% for FY 2020-25 while Saree will grow at a CAGR of 5.9%. In particular, the women’s apparel market in India has evolved from traditional apparel such as sarees to a two-piece market, dominated by Salwar Kameez Dupattas (SKDs) and Mix & Match wear, and was estimated at INR 53,342 Cr as of FY 2020 and is expected to grow to INR 83,746 by FY 2025.

Exhibit 3.10: Women Indian Wear Market (in INR Cr) – FY 2015, FY 2020, FY 2021 & FY 2025



Source: Technopak Analysis. Others includes Lehenga Set, Indian dresses etc.

Exhibit 3.11: Further split of Saree & Others and SKD category – FY 2015, FY 2020 & FY 2025 – Market size in INR Cr

Saree & Others						
	FY 2015	**FY 2020**	**FY 2021**	**FY 2025**	**CAGR FY 2015-20**	**CAGR FY 2020-25**
Saree, Blouse, Petticoat	30,677	46,347	28,822	61,667	*8.6%*	*5.9%*
Others- Lehenga set, Indian dresses/ gowns etc.	8,652	15,449	9,607	22,808	*12.3%*	*8.1%*
Total Saree & Others	**39,329**	**61,796**	**38,429**	**84,476**	***9.5%***	***6.5%***

Source: Technopak Analysis

SKD						
	FY 2015	**FY 2020**	**FY 2021**	**FY 2025**	**CAGR FY 2015-20**	**CAGR FY 2020-25**
Sets	22,995	32,005	21,039	46,061	*6.8%*	*7.6%*
Mix & Match	10,296	18,670	13,603	34,336	*12.6%*	*13.0%*
Others- Dupattas/ Stoles etc	1,201	2,667	1,632	3,350	*17.3%*	*4.7%*
Total SKD	**34,321**	**53,342**	**36,275**	**83,746**	***9.2%***	***9.4%***

Source: Technopak Analysis

The women’s apparel market in India has evolved from traditional apparel such as sarees to a two-piece market, dominated by ‘Salwar Kameez Dupattas’ and Mix & Match wear, and was estimated at US$ 21.8 Bn, or 36%, of the total apparel market in India as of financial year 2020. Women Indian wear has rapidly transitioned towards contemporisation driven by trends like fusion wear. This transition is led by Indian EBO led brands who are creating trends and capturing consumer mind share. This is making them stay ahead on fashion curve and emerge as fashion forward category leaders that can both charge premium and lead the mid to premium price bands. These EBO led brands comprise home grown Indian, fusion brands like Biba, W & Fabindia. Their current size now signifies brand stickiness and entry barriers for others. New entrants in this space are increasingly referenced by the consumers with these brands (Viz. Biba Size, Fabindia fabric, W’s print). Value segment brands also refer to them for trends and look up to them as fashion leaders. In this backdrop, branded market of Women Indian Wear has evolved in the past decade and is currently dominated by 'fashion forward' and 'fashion follower' retail brands.

Fashion Forward brands such as Biba, Fabindia, Anokhi, W, etc., follow a 3-month cycle time for designs constructed from scratch for every season and generate an average of ~35-50% of their revenue from exclusive brand outlets (EBOs), and can go as high as 80-90% of revenue. Biba, which was launched in 1986, is one of the first national brands in the Indian wear segment. It also has a rich legacy of stores with a large online presence. Biba has emerged as one of the Category Creators within the Indian women apparel segment and has since evolved into one of the largest & leading lifestyle brands with a ~4% market share in the branded women's Indian wear market (excluding Sarees) in India for FY 2020.

Fashion follower brands such as Soch, Jashn, Meena Bazaar, etc., take design inspiration from vendors, fashion forward brands, celebrity fashion and commercialize their product offerings. This allows them flexible lead times (about 45-60 days from design selection to store) but limits their ability to command a price premium. In the case of fashion followers like Soch, more than 70-75% of the sale comes from EBOs and the balance is contributed by LFS, MBOs and online, with online contributing close to 12-15%.

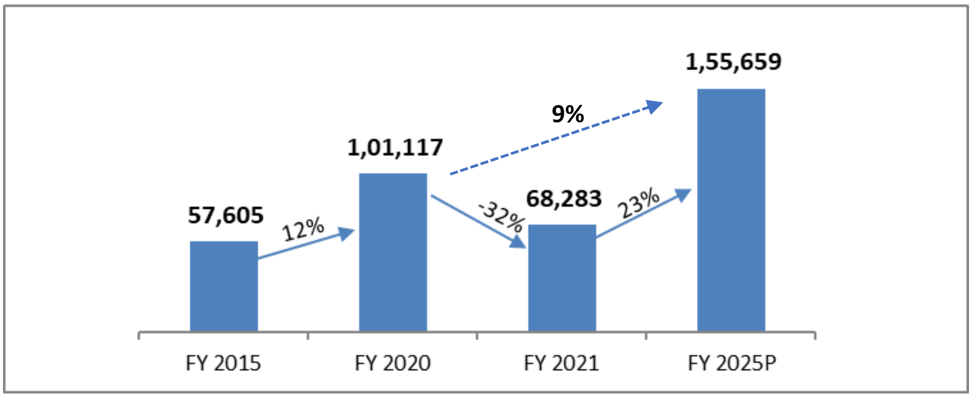
Indian wear category offers a unique blend of comfort and fashion to the consumer making it the preferred apparel for most occasions. The category association revolves around comfort, 'contemporisation' as well as relevance of the occasion. Whilst the consumers in Tier I cities, compared to the metro-centric consumers, tended to be strongly governed by traditional usage of the saree, the Indian wear category is increasingly becoming the category sought for as it offers both conformity and style. Indian women wear in the form of Kurtas, Mix & Match, Saree, Indian dresses etc has found a universal appeal across states as these categories are being worn by women across the country. With increased online presence and social media marketing, consumers across have become aware of, and have adopted various Indian & Fusion wear apparel like Kurtas, sets, palazzos, dhoti, Indian jackets, saree etc.

Indian apparel fashion is uniquely an India focused opportunity and one that provides a natural and sustainable advantage to homegrown players to seize it. This advantage is reflected in structure of the Indian wear category that comprises of home-grown brands in leading positions.

Kids Apparel Market

Kids Apparel market in India accounted for INR 1,01,117 Cr (US$ 13.5 Bn) (FY 2020) and is expected to reach INR 1,55,659 Cr (US$ 20.8) by FY 2025, growing at a CAGR of 9%. Kids wear market is split into Boys wear & Girls wear market, with Boys segment holding a 52% share in the kids wear market, and Girls segment a 48% share for FY 2020. A key factor driving the Indian kids apparel market is India's young population with over 361 Mn individuals below the age of 15 as of 2020.

Exhibit 3.12: Kids Apparel Market (in INR Cr) – FY 2015, FY 2020, FY 2021 & FY 2025



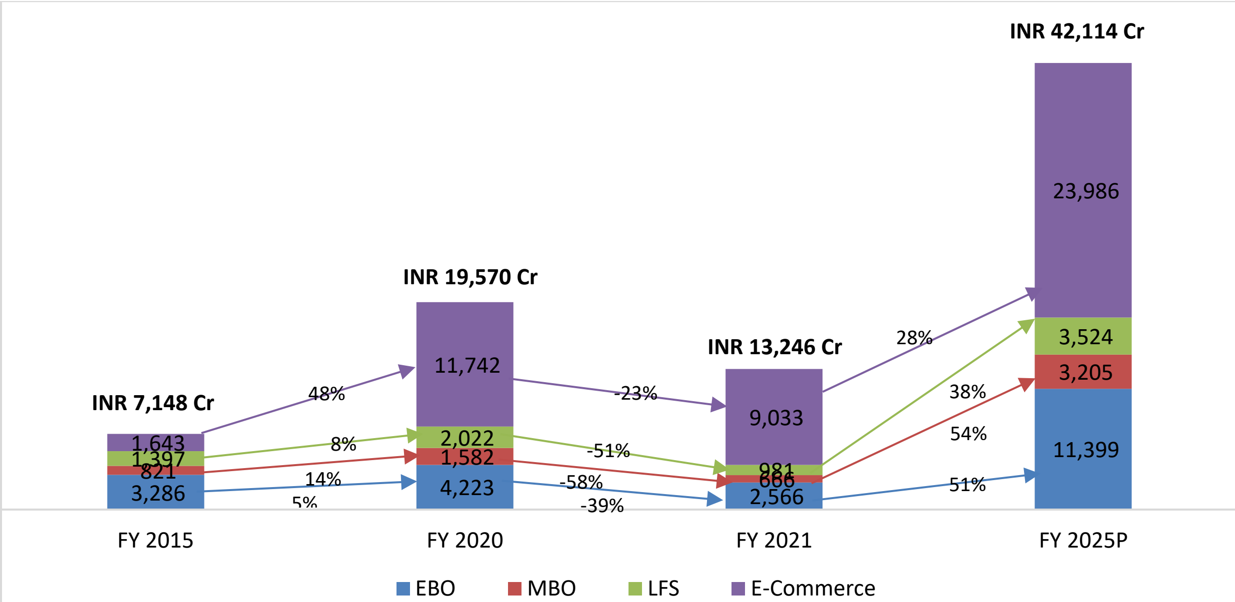
Source: Technopak Analysis

Channel wise segmentation of Kids Apparel Market

The kids Indian apparel market is highly unorganised with organised players representing 19.4% of the Indian apparel market as for FY 2020. The share of organised market is expected to increase from 19.4% in FY 2020 to

27.1% by FY 2025. Within organised market, EBOs and Online retail are the biggest channels of retail. The share of EBOs within Organised channel is expected to increase to 27% by FY 2025 from 22% in FY 2020.

Exhibit 3.13: Split of Kids wear Market across Organised Formats- FY 2015, FY 2020, FY 2021 & FY 2025 (in INR Cr)

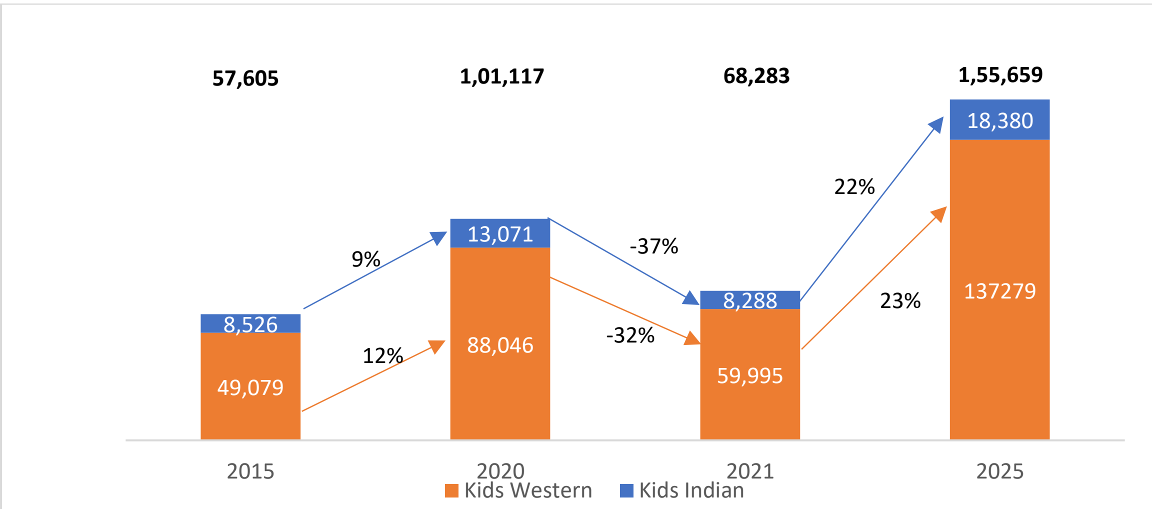


Source: Technopak Analysis

Category wise split of Kids wear- Indian & Western

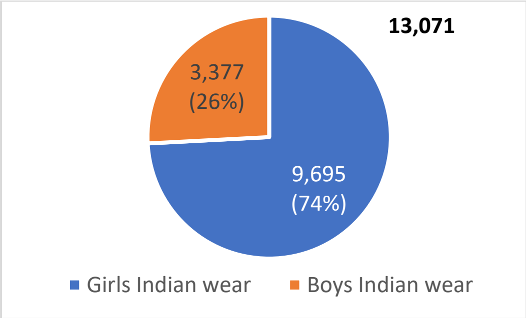
Kids wear market is dominated by Western Wear holding approximately 87% share, and Indian wear with 13% share for FY 2020. Indian wear for boys is mostly occasion based around festivals and other occasions. Indian wear for girls has a mix of both daily wear and occasion wear.

Exhibit 3.14: Split of Kids wear market- Indian & Western (in INR Cr) – FY 2015, FY 2020, FY 2021, FY 2025P



Source: Technopak Analysis

Exhibit 3.15: Kids Indian wear market split by gender (in INR Cr) – FY 2020



Source: Technopak Analysis

Within Kids Indian Wear, the market is dominated by Girls Indian wear holding a 74% share amounting to INR 9,695 Cr for FY 2020. Boys Indian wear amounts to INR 3,376 Cr for FY 2020. Girls Indian wear market is expected to grow at a CAGR of 7.3% to reach INR 13,778 Cr by FY 2025.

Few Indian wear brands are offering kids Indian wear apparel like Biba, Fabindia, etc. Biba Girls' was launched in 2011 and is a festive season product range offering Indian wear collections for girls aged 2-12 including 'Anarkalis', dresses, 'lehengas', suits, tops, bottom wear, and footwear. Biba is amongst the first Indian wear brands to launch a range for girls. Hence, Biba has a first-mover advantage in this market and has already made progress through its brand Biba Girls. Over the years, it has expanded its product offerings beyond women's Indian wear to kid's wear and women's accessories market and have continued to maintain its position as one of the top brands in the women's Indian wear market.

4. Competitive Landscape of Women Indian Wear in the Organized space

The organised Indian wear segment is made of the four types of player segments: -

1. **Retail Led Brands**: Retail led brands comprise players like Biba, W, Fabindia, Global Desi that have a pan-India footprint in terms of the presence of their EBOs and / or through partnerships with LFS and MBOs and through online channels. Retail led brands also comprise regional brands like Neeru's, Meena Bazaar that are restricted to specific region/s through their own stores (EBOs) and also sell through LFS and online routes. Online channels of retail for brands comprise of own websites and Apps & marketplace listings.

2. **Multi Brand Outlets & Large Format Stores (MBO & LFS):** Large Format store include players like Lifestyle, Pantaloons, Shoppers Stop, Reliance Trends, Max, Westside etc. MBOs include players like Vama, Iconic etc that are primarily fashion & lifestyle focussed. These formats keep extensive range of Women Indian wear (along with other categories) with multiple brands (both Pan-India & Regional retail led brands) and their own private labels viz. Melange is a private label of Lifestyle; Rangmanch, Akkriti, Trishaa & Indus Route is of Pantaloons & Avaasa is of Reliance Trends. These labels are offered by their respective LFS stores in addition to retail led brands like Biba and W and other external labels/ brands. However, there are exceptions to this trend in the form of LFS like Max and Westside that keep only private labels and offer no scope for external labels or brands.

3. **Value Focused Retailers:** Retailers like Vishal Mega Mart, V Mart, V2 Retail etc. sell multiple product categories ranging from food & grocery, personal & home care, home improvements, electronic & appliances, and fashion & lifestyle with a strong value pricing pitch and a focus beyond Tier I cities. In this context, value fashion retailers are primarily focussed on their own private labels or on other smaller trade-labels for Women Indian Wear (and for other fashion categories).

4. **Online Focused Brands/Retailers:** Online focussed retailers include E-commerce marketplaces like Amazon, Flipkart etc, and vertical specialist websites like Myntra, Ajio, Nykaa Fashion etc. While marketplaces sell multiple product categories, vertical specialists as the term suggests are fashion & lifestyle focussed. However, both retail types offer various brands, for eg. retail led brands, smaller brands/labels, private labels (like Myx for Amazon, and Anouk for Myntra). There is also an emerging third group of '**online focussed/online-first**' Women Indian wear brands that are only or primarily available online. Brands such as Jaypore, Pinklay, Okhai are examples of such online focussed/online-first brands.

EBO led retail brands emerge as fashion forward choice on products in the online channel: Various National and regional brands have adopted online channel for their sales as digital enablement paves way for the growth of an Omni-Channel retailing ecosystem. Having said that, the product differentiation on designs of Women Indian apparel is led by retail led brands selling online. There are a few pure play online vertical specialists with focus on women Indian wear. While leading online fashion portals and marketplaces have invested in private label development of western product categories, they also offer limited range of Women Indian Wear.

Exhibit 4.1: Leading Players across Four Segments of Women Indian Wear

Key Players	Year of Inception	Operating Company	No. of Stores	# Cities where stores present
1. **Retail Led Brands**				
Biba	1986	Biba Fashion Ltd.	308**	160
Fabindia	Fabindia brand registered in 1997	Fabindia Overseas Pvt. Ltd.	309*	123
W	2002	TCNS Clothing Co. Ltd.	333**	142
Aurelia	2002	TCNS Clothing Co. Ltd.	231**	119
Soch	2005	Soch Apparels Private Limited	191***	54
Ritu Kumar	1969	Ritika Pvt. Ltd.	68	34
Global Desi	2007	Ochre and Black Private Limited	105	48
Rangriti	2016	Biba Fashion Ltd.	119**	69
Go Colors	2010	Go Fashion India Ltd.	450***	110+
Mohey	2015	Vedant Fashions Ltd.	81***	54
2. **Large Format Stores & Multi Brand Outlets**				
Lifestyle	1999	Landmark Group	80	41
Pantaloons	1997	Aditya Birla Fashion and Retail Ltd.	347*	78
Shoppers Stop	1991	K Raheja Group	104	33
Central	2004	Future Lifestyle Fashion	48	27
Reliance Trends	2007	Reliance Retail Ltd.	378*	100+
Max	2006	Landmark Group	360	143
Westside	1998	Trent Ltd.	169	88
3. **Value Focused Retailers**				
Vishal Mega Mart	2001	Vishal Mega Mart Pvt. Ltd.	400+	150+
V Mart	2003	V Mart Retail Ltd.	371	228
V2 Retail	2002	V2 Retail Ltd.	85	65
4. **Online Focused Retailers & Brands**				
Online Marketplaces/ Vertical Specialists				
Myntra	2007	Walmart India Pvt. Ltd.	NA	NA
Cliq	2016	Tata Digital Pvt. Ltd.	NA	NA
Ajio	2016	Reliance Retail Ventures Limited	NA	NA
Online First Brands				
Jaypore	2012	Jaypore E-commerce Pvt. Ltd.	3	2
Okhai	2015	Okhai Enterprises Pvt. Ltd.	NA	NA
Pinklay	2015	Pinklay Retail Pvt. Ltd.	NA	NA

*Source: Company Websites, Secondary Research. Store counts as of Jan 2022. * Indicates store count as of Sept 2021. **Indicates stores counts on Dec 2021. ***indicates store count as of June' 2021.*

Women Indian Wear Offerings across Player Groups

Retail led brands of Women Indian Wear are focussed pre-dominantly on Indian Wear and use that as a basis for differentiation and being fashion forward. Product design led category creators in Women Indian Wear to have also extended into Fusion with the objective of contemporizing the Indian wear to broaden the appeal in a manner that Fusion and Indian wear are interchangeable in a consumer's mind. A similar design-based approach is now selectively extended to Denim, Athleisure and Comfort Wear by few players like Biba and W. For instance, Biba is amongst the early Indian wear brands to have a range of sleepwear, loungewear & athleisure (joggers), and is a trendsetter in the Women Indian apparel market, while Fabindia offers a range of sleepwear. LFS/ MBOs and Value Focussed Retailers position themselves as 'all under one roof' and therefore their Women Indian Wear is offered alongside all other categories of apparel fashion across product and gender types.

The flagship brand 'Biba' has also maintained its position as one of India's leading fashion brands since inception. Biba's products compete with local retailers, online retailers, non-branded products, economy brands and products of other established brands.

Exhibit 4.2: Product Categories on Offer across Different Player Segments

Key Players	Indian	Western	Athleisure	Fusion	Denim
Retail Led Brands					
Biba	✓	-	✓	✓	✓
Fabindia	✓	✓	-	✓	
Aurelia	✓	-	-	✓	✓
Global Desi	✓	-	-	✓	✓
Soch	✓	✓	-	✓	✓
W	✓	-	-	✓	✓
Rangriti	✓	-	-	✓	-
Ritu Kumar	✓	✓	-	✓	-
Value Focussed Retailers					
Vishal Mega Mart (Vishal)	✓	✓	✓	✓	✓
V Mart (Desi Mix)	✓	✓	✓	✓	✓
Multiple Brand Outlets & Large Format Stores (MBO & LFS)					
Lifestyle	✓	✓	✓	✓	✓
Pantaloons	✓	✓	✓	✓	✓
Shoppers Stop	✓	✓	✓	✓	✓
Central	✓	✓	✓	✓	✓
Reliance Trends	✓	✓	✓	✓	✓
Max	✓	✓	✓	✓	✓
Westside	✓	✓	✓	✓	✓
Online Marketplaces/ Vertical Specialists					
Myntra	✓	✓	✓	✓	✓
Cliq	✓	✓	✓	✓	✓
Ajio	✓	✓	✓	✓	✓
Online Focused Brands					
Jaypore	✓	-	-	✓	-
Okhai	✓	-	-	✓	-
Pinklay	✓	-	-	✓	-

Source: Company Websites, Secondary Research

SKD (Salwar Kurta & Dupatta) & SK (Salwar & Kurta) Sets, Tops, Bottoms, Indian Dresses, Dupattas are synonymous with Indian wear offering and are offered by all players that offer Women Indian Wear. The design play within this can range from daily wear to occasion wear or from traditional to fusion, dependent on an individual brand's overall pitch and positioning in the market.

For a few brands like W, Aurelia, Rangriti, saree as a product offer is not part of the business strategy. However, many brands do extend their Women Indian Wear offering to include sarees but this is done only to complete the product offering (viz. Biba, Global Desi, Anita Dongre, Reliance Trends). For other brands such as viz. Soch, Fabindia, Okhai, Pantaloons, it is a part of their core offer.

Exhibit 4.3: Key Players: Presence by Sub-Category

Key Players	Occasion Type		Product Category						
	Daily Wear	**Occasion Wear**	**SKD/ Sets**	**Saree**	**Tops (Separates)**	**Bottoms (Separates)**	**Dupattas**	**Indian Dresses / Gowns**	**Lehenga Set**
Retail Led Brands									
Biba	✓	✓	✓✓✓	✓	✓✓✓	✓✓✓	✓	✓✓	✓
Fabindia	✓	✓	✓	✓✓✓	✓✓	✓✓✓	✓	✓✓	✓
W	✓	-	✓✓	-	✓✓✓	✓✓	✓✓✓	✓	✓
Aurelia	✓	-	✓✓	-	✓✓✓	✓✓✓	✓✓✓	✓✓	✓
Soch	✓	✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓	✓
Ritu Kumar	✓	✓	✓✓	✓	✓	✓	-	✓	✓✓
Global Desi	✓	-	✓✓	✓	✓✓✓	✓	✓	✓✓	✓
Rangriti	✓	-	✓✓	-	✓✓✓	✓✓	✓	✓✓	-
Anita Dongre	✓	✓	✓✓	✓	✓	✓	✓	✓	✓✓
LFS & MBO									
Lifestyle	✓	✓	✓✓✓	✓	✓✓✓	✓✓✓	✓✓	✓✓	✓
Pantaloons	✓	✓	✓✓✓	✓✓	✓✓✓	✓✓✓	✓✓	✓	✓
Shoppers Stop	✓	✓	✓✓✓	✓	✓✓✓	✓✓✓	✓	✓	✓
Reliance Trends	✓	-	✓✓	✓	✓✓	✓✓	✓	✓	✓
Max	✓	-	✓✓	-	✓✓✓	✓✓	✓✓	✓	✓
Westside	✓	✓	✓✓	-	✓✓✓	✓✓	✓✓	✓	✓
Value Focused Retailers									
Vishal Mega Mart	✓	-	-	-	✓✓	✓✓	✓	-	-
V Mart	✓	-	✓✓	-	✓✓	✓✓	✓	✓	-
Online Focused Brands									
Jaypore	✓	✓	✓✓✓	✓✓	✓✓✓	✓✓	✓✓✓	✓✓	✓
Okhai	✓	-	✓✓	✓✓✓	✓✓	✓✓	✓✓✓	-✓✓	-
Pinklay	✓	-	✓✓✓	-	✓✓	✓✓	✓✓	✓✓	-

Source: Company Websites, Secondary Research. ✓ Ticks in Occasion type signify presence. No. of ticks in Product category signify intensity of presence basis SKU range.

The acceptance of Women Indian Wear as an apparel of choice for daily wear purposes has been a key growth driver for this category in the last decade. This is reflected in the rising share of daily wear in the overall Women Indian Wear sales. The organized players' ability to contemporize and make products with high quotient of functionality, comfort and affordable prices is what has led to their individual growth trajectory and driven share away from occasion wear to daily wear. Therefore, within all leading brands in Women Indian Wear segment, the product offering is skewed towards Daily Wear. For many brands like Biba; Fabindia; Lifestyle; Myntra, Occasion Wear offers an incremental opportunity for further expansion and deeper penetration. It will enable them to offer occasion wear to consumers that already buy daily wear from them.

Product Offerings across Player Groups

- Product offers by leading brands within sub-categories (suits, sarees, topwear) differ depending upon their respective business strategy focus. For instance, Biba offers 955 SKUs of SKD & SK sets (Salwar, Kurtas and Dupatta Set & Salwar Kurta Sets), ~1200 SKUs of separates (tops and bottoms) and 8 SKUs of sarees. Biba offers one of the widest portfolios of products among women's apparel brands in India in terms of number of SKUs, as of February, 2022. On the contrary, Fabindia offers 61 SKUs of SKD & SK sets ~1200 SKUs of separates (tops and bottoms) and 560 SKUs of Sarees.
- Retail led brands with a Mid to Premium price positioning offer the widest range of products given target audience comprises of both value seeking and aspirational consumers. Therefore, players like Biba, and W offer nearly 792 and 1591 SKUs respectively of Top Wear (Separates). On the contrary, Ritu Kumar that has a premium plus pursuit offers only 97 SKUs within the category.

- Across all sub-categories of Women Indian Wear there are three distinct prices points (1) Value that primarily target the value seeking segment, (2) Mid-premium that is positioned for both value seekers and the aspirational segment and (3) premium plus segment that targets only aspirational consumers.
- Brands' approach to discounting is an outcome of the nature of the fashion business that requires efficient and timely inventory turns for brands to move from one fashion cycle to the next. Discounting as a tool is also deployed for marketing purposes that are tactical in nature. Therefore, discounting is a key tool that is deployed by all brands for marketing and operational efficiency. This is reflected in the discounting range that is pursued by all brands across the board.

Exhibit 4.4: Average Selling Price (ASP), Discounts and No. of SKUs at a category-brand level

Key Players	No of SKUs	Average Selling Price (INR)	Price Range (INR)	Extent of Discounting on brand website (In %)
Salwar Kurta and Dupatta (SKD) and Salwar Kurta (SK) Sets				
Retail Led Brands				
Biba	955	2,200-3,200	1,900 -19995	Upto 50%
Fabindia	61	2,900-3,200	1,990-9,490	Upto 50%
W	315	2,200-2,500	799-14,999	Upto 50%
Soch	654	1,600-1,800	998-19,998	Upto 70%
Ritu Kumar	75	6,000-8,000	3,700-28,000	Upto 50%
Global Desi	153	2000-2500	750-16,999	Upto 75%
Rangriti	179	1,200-1,600	1,079-4,599	Upto 50%
MBO & LFS				
Lifestyle (Melange)	195	1,600-1,800	949-3,499	Upto 50%
Pantaloons (Rangmanch)	92	1,500-1,700	999-4,999	Upto 50%
Max (Max)	66	1,300-1,500	999-2,199	Upto 40%
Value Focussed Brands				
V Mart (Desi Mix)	128	1,000-1,200	299-2,199	Upto 65%
Online First Brands				
Okhai	10	7,000-8,000	4,890-9,860	Upto 50%
Sarees				
Retail Led Brands				
Biba	8	9,750-9,950	9,750-14,750	Upto 50%
Fabindia	560	4,000-5,000	1,690-28,990	Upto 30%
Soch	489	2,500-3,000	749-15,998	Upto 50%
Ritu Kumar	30	8,000-10,000	3,800-21,900	Upto 50%
Global Desi	11	3,500-4,000	1,500-6,000	Upto 60%
MBO & LFS				
Pantaloons (Rangmanch)	192	2,000-3,000	1,499-5,999	Upto 40%
Online First Brands				
Jaypore	122	4,000-5,000	1,832-16,000	Upto 70%
Okhai	688	6,000-8,000	1,210-45,000	-
Top wear (Separates)				
Retail Led Brands				
Biba	792	1000-1,400	500-3960	Upto 50%
Fabindia	717	1,400-1,800	698-9,999	Upto 50%
W	1591	800-1,000	349-9,999	Upto 50%
Soch	735	500-800	398-3,998	Upto 70%
Ritu Kumar	97	2,500-3,000	1,500-13,900	Upto 50%
Global Desi	543	500-700	325-4,699	Upto 75%
Rangriti	969	400-800	300-3,999	Upto 60%
MBO & LFS				
Lifestyle (Melange)	349	500-600	349-2,599	Upto 50%
Pantaloons (Rangmanch, Trishaa)	745	400-600	359-2,499	Upto 55%

Key Players	No of SKUs	Average Selling Price (INR)	Price Range (INR)	Extent of Discounting on brand website (In %)
Shoppers Stop (Stop, Haute Curry)	677	400-500	349-3,299	Upto 55%
Value Focussed Brands				
Vishal Mega Mart (Mavie & Pink Almirah)	223	300-350	99-1,199	Upto 50%
V Mart (Desi Mix)	750	300-500	149-2,399	Upto 50%
Online First Brands				
Jaypore	345	2,000-2,500	796-14,990	Upto 70%
Okhai	182	2,000-2,500	1,199-8,000	Upto 10%
Bottom wear (Separates)				
Retail Led Brands				
Biba	388	800-1,000	399-3,999	Upto 50%
Fabindia	509	1,100-1,300	500-2,490	Upto 60%
Aurelia	716	600-800	399-2,299	Upto 50%
Elleven	483	600-800	359-2,199	Upto 50%
W	763	1,000-1,500	399-3,599	Upto 50%
Rangriti	129	400-500	200-1,299	Upto 50%
MBO & LFS				
Lifestyle (Melange)	180	500-700	249-1,299	Upto 50%
Pantaloons (Rangmanch)	219	400-600	274-1,299	Upto 45%
Shoppers Stop (Stop, Haute Curry)	250	600-700	249-1,299	Upto 50%
Value Focussed Retailers				
Vishal Mega Mart (Mavie & Pink Almirah)	114	200-300	99-349	Upto 50%
V Mart (Desi Mix)	351	300-500	99-899	Upto 50%
Lehenga Set				
Retail Led Brands				
Biba	23	3,998-4,498	2,498-14,360	Upto 50%
Fabindia	6	3,000-4,500	2,994-4,990	Upto 40%
Soch	88	4,000-5,000	3,499-19,998	Upto 50%
MBO or LFS				
Pantaloons (Akkriti, Rangmanch)	23	1,500-2,000	1,049-3,499	Upto 35%
Reliance Trends (Avaasa)	9	1,700-2,000	1,679-2,999	Upto 30%
Indian Dresses/ Gowns				
Retail Led Brands				
Biba	112	2,000-2,200	1,079-3,799	Upto 50%
Fabindia	175	2,000-2,500	792-4,999	Upto 55%
W	297	2,000-2,500	799-14,999	Upto 70%
Soch	79	1,500-2,000	749-3,374	Upto 250%
Rangriti	199	1,200-1,400	450-2,999	Upto 50%
MBO or LFS				
Pantaloons (Akkriti, Rangmanch)	161	1,000-1,200	539-3,999	Upto 55%
Shoppers Stop (Haute Curry)	103	800-1,000	499-1,499	Upto 50%
Online First Brands				
Jaypore	20	1,500-2,000	945-3,590	Upto 60%
Okhai	145	2,000-2,500	925-11,550	Upto 15%
Pinklay	16	2,000-2,500	2,299-3,499	-

Source: Brand Website, Technopak Analysis. Note- Different sizes of same style not included in SKU count. SKU count for MBO, LFS, Value Retailers is total of Private Labels only. Private Labels of MBO, LFS & Value Retailers are mentioned in brackets along with the Retailer. Prices basis currently retailing final selling prices on brand websites (Feb 2022)

Key Strength & Value Proposition of Retail Formats:

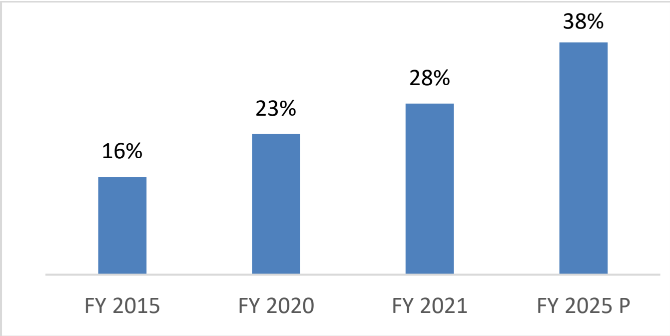
	Format	Key Players	Key Strengths & Propositions of these formats
1	**Retail Led Brands**	Biba, W, Soch, Global Desi, Fabindia, Aurelia, Ritu Kumar, Rangriti etc	• In-house product design ability that allows them to be category creators and provide differentiated product offerings in the market. This also allows them to create new trends like fusion wear and to broaden the addressable market opportunity • Wide assortment of products within each sub-category catering to both daily wear and occasion wear purposes • Multi-channel presence with a skew towards exclusive brand outlets and own website e-commerce that allows them an integrated route to market while offering multiple touch points to their consumers. This also enables them to activate and build an omni channel play • Dedicated manufacturers / suppliers base for integrated supply chain that work with the brand & using standardized processes • Digital and technology adoption that constantly improves consumer engagement like Augmented reality (AR), Virtual Reality (VR) etc. • Strong EBO presence creates brand loyalty amongst consumers through engagement & loyalty programs • Focus on EBO channel leads to higher brand visibility and efficient operations focused on top 100 cities
2	**Multiple Brand Outlets & Large Format Stores (MBO & LFS)**	*LFS*- Pantaloons, Lifestyle, Max, Westside, Reliance Trends, Shoppers Stop *MBO*- Vama, Kapsons	• All under one roof that enables the consumer to navigate across categories (Western / Indian, Gender – Men, Women and Kids) and receive a diversified product range to cater to their individual customer type • Wide range of brands (retail led and private labels) and price options to choose from • The wider options allow LFS to leverage cross selling categories • High footfall to the stores due to larger variety of brands and product offerings across price range • Focused on top 50 cities
3	**Value Retailers**	Vishal Mega Mart, V Mart, V2 Retail	• All under one roof that offers diversified product range across categories • Value pricing targeting price conscious consumers by catering to a large and value seeking consumer base that is style conscious but not necessarily brand loyal • Flexible sourcing & supply chain comprising of both aggregators/distributors and manufacturers who provide access to multiple choices and flexible order quantities • High footfall due to diversified product category range which helps in cross selling • Operating across city types including Tier, I, Tier II, Tier III and Tier IV cities
4	**Online Retailers / Online Brands**	*Marketplaces:* Amazon, Flipkart, TataCliq *Vertical Specialists*- Myntra, Ajio, Nykaa Fashion *Online Focused brands*- Okhai, Pinklay, Jaypore	• Wider reach through presence in multiple city types (Amazon and Myntra deliver to more than 20,000 pin codes across India) • Extensive range in terms of brand availability, product range and pricing • Multiple brands and product choices across segments • Convenience in purchase, returns, exchanges

Source: Technopak Analysis

5. Key Trends and Success Factors Enabling the Growth of Organized Women Indian Wear Industry

The share of organised Women Indian wear market in the overall women Indian wear market has grown from 16% in FY 2015 to around 23% in FY 2020. This increase in the share of organized women apparel has also happened on an expanding base (overall growth of Women Indian wear stood at 9.4% CAGR during FY 2015 to FY 2020 period). Seven key trends outlined below have played a pivotal role in this outcome and these trends will continue to provide the growth momentum going forward (projected till FY 25).

Exhibit 5.1: Share of Organised Women Indian wear in Overall Women Indian wear – FY 2020, FY 2020, FY 2021, FY 2025P



Source: Technopak Analysis

Key Trends and Success Factors enabling the growth of Organized Women Indian wear Industry

1. Consumer Demographics

The median age of India estimated to be 28.1 years for CY 2021, has had a profoundly positive implication on many merchandise and service consumption categories including Indian wear. This advantage of age makes the Indian consuming class more open to experimentation without preconditions. These factors enable them to absorb and interpret trends faster than before. India's demographic composition that is young is also more literate and digitally connected & exposed than their counterparts were in the past. This is manifested in the growth of internet habitual consumers and rise of online shopping.

2. Heterogeneous Wardrobe of Indian Women

Heterogeneous wardrobe has been a unique feature of the Indian woman consumers that stands out in the business of fashion globally. Consumer research on Indian women wear has always shown ownership of both western wear and Indian wear apparel by Indian women. While the extent of ownership of each type may vary, the ownership of both Indian wear and western wear has been a unique feature of the Indian Women wear market. For instance, in other markets (viz. Japan, China), consumers replaced their traditional attires with western wear for daily wear purposes or restricted their use to specific occasions. However, Indian women have continued to own and use Indian wear for daily and occasion wear, while not holding them back from owning western wear (viz. Denims). This unique behaviour (partly a positive outcome of demographic profile like age as stated in point 1) has enabled the growth and rise of Indian wear industry, particularly the organised segment.

3. Growth of Fusion Wear

Fusion wear implies an amalgamated apparel or any other lifestyle product that imbibes sensibilities of both International and Indian wear design sensibilities. It may mean a print or a combination of colours that is in vogue globally and to use such a print on a kurta. It may also mean alterations in a kurta with a silhouette that gives it global appeal. For instance, Palazzos and leggings from the Indian wear segment have emerged as a piece of clothing that women pair with both Indian and western tops.

Such innovations in designs, primarily undertaken by organised Indian Wear players have played a key role in contemporizing the Indian wear segment and made it desirable for the Indian consumer. While traditional Indian prints are being used on modern outfits, the style of Indian clothing is being altered to make it more comfortable and modern viz. dhoti pants along with short or long kurtas which is being worn by Indian women. Retail led brands in India have managed to lead this trend by being at the forefront of product development, trend setting and brand stickiness with customers. This is an important factor to consider because it implies that the consumers' aspirations (young Indian women) were understood, and Indian wear was re-imagined by organised Indian wear players to cater it. Brands like Biba for instance launched modernised 'saree kurta', gowns and casual wear section.

Exhibit 5.2: Fusion Wear on Offer by Various Brands

Format	Brand	Fusion Wear Category	Apparel within Fusion Wear
EBOs	Biba	✓	Dresses, Tunic Pants Sets, Dhoti Pant sets, Choga, 3-piece sets (including bottomwear, topwear and capes), etc.
	Fabindia	✓	Pants & Palazzos, Tunics, Dresses, Skirts, etc.
	W	✓	Dresses, Jumpsuits, Palazzos, etc.
	Aurelia	✓	Dresses, Outerwear, Palazzos, etc.
	Manyavar	✓	Gowns, Indo-western, etc.
	Meena Bazaar	✓	Tunics, Indo-western gowns, etc.
LFS	Trent Ltd. - Westside	✓	Shirts, Tunics, Indian Dresses, Palazzos, Skirts, etc.
	Reliance Trends	✓	Jackets & Shrugs, Shirts, Tops and Tunics, etc.
	Vmart	✓	Palazzos, Gowns, etc.

Source: Technopak Analysis, Secondary Research

4. Broad-based Appeal to include both Daily and Occasion Indian Wear

One of the key reasons for cultural fashion trends to not be able to hold their ground in other countries like Japan and China while up against western wear trend was their inability to broad base their appeal both for daily wear (office wear, at home, etc.) and occasion wear (celebrations like festivals and weddings) in the post-industrial world. The appeal of an apparel for daily wear is crucial for its growth because it then caters to a significantly larger opportunity pool enabled both by higher frequency purchases and acceptance by a larger section of the society. Occasion wear as the names suggests becomes restrictive for its limited appeal (weddings and festivals). Indian wear has faced no such limitations, partly for cultural and social values and partly for the design interventions by organised Indian wear and growth of multi-channel retail that ensured continued acceptance of the Indian wear both for daily wear and occasion wear purposes.

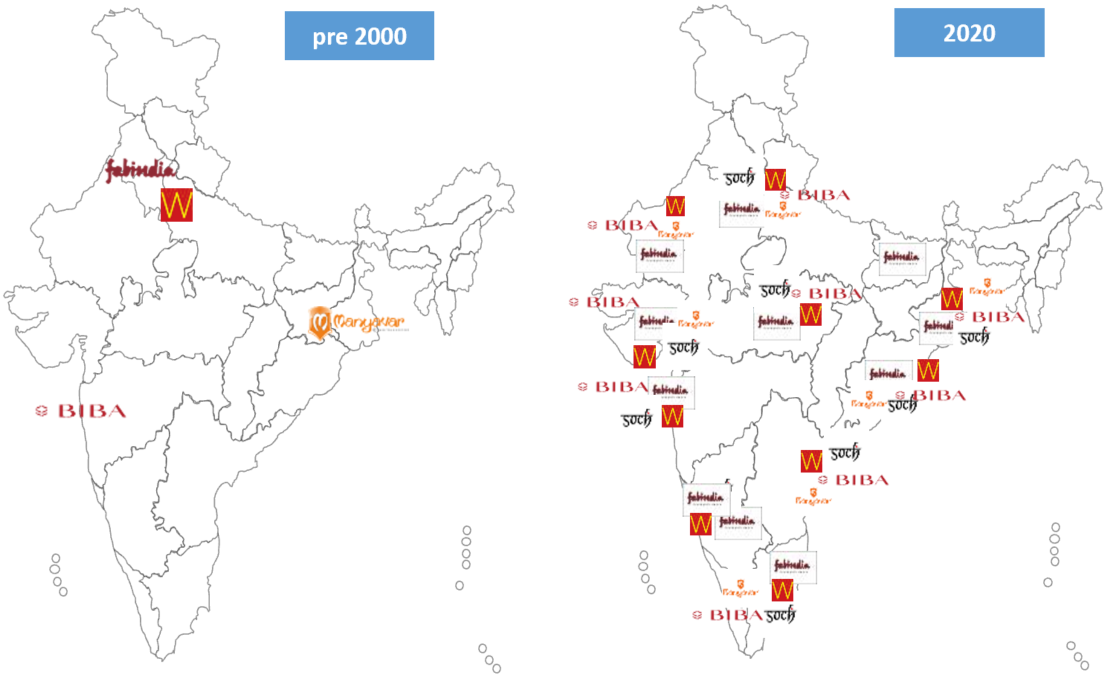
5. Strengthening of the design capabilities by category leaders

The growth of fusion wear and broad basing of the appeal of Indian wear (points 3 and 4 above) were greatly enabled by the significant enhancement of the product design ability of category leaders. This capacity building was a function of growth and scale. It took time for Indian wear brands to pace it accordingly, but it enabled the transition of the product design of Indian wear from individual centric / artisanal approach to an institutionalised response, involving design teams (process orientation towards prototype development & fashion forecasting, design partnerships & collaborations etc. The strengthening of design capabilities by category leaders had three positive outcomes for the growth of organised Indian wear: -

a. The design response created products with pan India appeal and the Indian wear products that were earlier perceived to be a category with regional and local preferences transitioned to homogenised pan India appeal. This is validated by the overall growth of share of organized Indian wear in the overall Women Indian wear segment and the growth of Indian wear category leaders' retail presence to Pan India status in 2020
b. Broad-based appeal to include both daily wear and occasion wear (point 4)
c. Growth of fusion wear (point 3)

Indian apparel fashion in India is uniquely an India focused opportunity (catering to Indian diaspora as well) and that provides a natural and sustainable advantage to homegrown players to seize it. This advantage is reflected in structure of the Indian wear category that comprises of home-grown entities, and in it being a harder to enter category for global brands, with global brands having little to no share in this category.

Exhibit 5.3: Evolution of Indian Wear Brands from Regional to Pan-India Play



Source: Technopak Analysis

Exhibit 5.4: Institutionalization of Product Design by Indian Wear Brands

Company	Total Number of Employees (full time) estimated	Estimated employees in product design and merchandising
Biba	~2500	~3-4%
Fabindia	~2400	3-4%
Vedant Fashion	~850	~5%
TCNS	~3500	~2-3%

Notes: Estimates are based on assumptions derived from industry benchmarks and published information in public domain, Annual Reports, IPO Prospectus

Leading players like Biba, TCNS, Fabinda & Vedant invest in Product design and development and have around 3-5% of its employees in these functions.

Exhibit 5.5: Brand collaborations with Designers

Brand	Category	Designer Collaboration	Year
Biba	Indian Wear	Anju Modi	2019
		Biba x Rohit Bal	2021- Ghewar Collection
Varsha	Indian Wear	Ayush Kejriwal	2021
Indya	Indian Wear	Payal Singhal	2021
H&M	Western Wear	Sabyasachi x H&M	2021
Uniqlo	Western Wear	Rina Singh	2019

Source: Technopak Analysis, Secondary Research

Exhibit 5.6: Retail and Designer Led Brand Acquisitions

Target	Acquirer	Year	Stake	Deal Value (in INR Cr)
Sabyasachi	Aditya Birla Fashion and Retail Ltd.	2021	51%	398
Tarun Tahiliani	Aditya Birla Fashion and Retail Ltd.	2021	33% stake with the option to increase it to 51% over time	NA
Jaypore	Aditya Birla Fashion and Retail Ltd.	2019	100%	110
Manish Malhotra	Reliance Brands Limited	2021	40%	NA
Satya Paul	Reliance Retail Ventures Limited	2018	NA	NA
Ritu Kumar	Reliance Retail Ventures Limited	2021	52%	NA
Masaba	Aditya Birla Fashion and Retail Ltd.	2022	51%	90
Anamika Khanna	Reliance Brands Limited	2021	60%	NA

6. Multi-channel Retail Outreach

Multi-channel retail includes various options of route to market to reach the consumer. Since early 2000, Indian retail landscape has been in a constant state of transition that has enabled activation of new points of sales and outreach. Today, multi-channel retail options include Exclusive Brand Outlets, Large Format Stores, Multi-Brand Outlets, E-commerce marketplaces, Own website commerce among others. Multi-channel retail outreach involves making the products and services available to the consumer through all these retail channels. It involves using different channels like B&M stores (EBOs, MBOs, LFSs), as well as online channels like website and marketplaces.

7. Role of Digital enablement and Technology

It is important to bifurcate the understanding of this trend separately into role of digital enablement and of technology on the growth of Indian wear in India. Digital enablement implies digitisation efforts across the value chain of the Indian wear segment involving supply chain, procurement, route to market, customer relationship management etc. Digital adoption of Indian wear brands has been rapid more so during and post COVID transition. Both for cost and business imperative considerations, Indian wear brands have embarked on digital adoption at rapid pace. This transition is demonstrated through the rising share of E-commerce in the total sales for the organised Women Indian wear. Prior to the pandemic, the industry's share of E-commerce in its total business stood at ~12%, post covid it has grown to 18%. This includes ecommerce growth of industry leaders like Biba that have a share of as high as 35%+ of sales via E-commerce. Biba has made significant investments in its IT infrastructure and digital capabilities since 2014.

Exhibit 5.7: Rise of share of E-commerce in Total Women Indian Wear Segment

E-commerce as a % share of total Sales			
	Pre COVID (FY 2020)	**Post COVID (FY 2021)**	**Post COVID (FY 2025)**
Share of Ecommerce in Total Sales of Women Indian wear	**~12%**	**18%**	**21%**

Source: Technopak Analysis

Role of technology implies adoption of new tools and technology advancements that enables normalisation of new ways of conducting business and of consumer engagement. Visualisation, Chat bots, Artificial Intelligence and Machine Learning are such tools that have seen wide application in the business of fashion globally. For instance, use of virtual reality within the stores through interactive digital screens is now being deployed by quite a few global fashion brands (viz. Nike) for better customer engagement and sales outcome. Indian Wear brands have initiated the adoption of such technologies in line with the emerging global trends.

Exhibit 5.8: Indian Wear and Indian Brands' Adoption of Technologies

Organization	Illustrations of Technology Adoption
Biba	Chat Bot, Online Fitting Room
Moda Rapido (Myntra's Private Label)	Artificial Intelligence, Machine Learning
Fabindia	Chat Bot, Artificial Intelligence, Machine Learning, Progressive Web Apps, Oracle Commerce Cloud
Vedant Fashion	Algorithm based inventory management

Source: Secondary Research

6. Operational & Financial Benchmarking

Evolution of Organized Retail in Women Indian Apparel

Exhibit 6.1: Brand Launches in Women Indian wear Segment

Pre 1995	1995-2000	2001-2015	2016 – Onwards
• Initiation of EBOs by the likes of Biba and Fabindia in Women Indian Wear	• LFS initiation by Westside • EBO expansion by Biba and Fabindia • Initiation of Branded Mens Indian Wear	• Initiation of Shop in Shop partnership with Large Format Stores by BIBA • TCNS starts with first EBO • Value fashion growth by the likes of V-Mart and Vishal • Start of Vertical Fashion Specialist like Myntra and Jaypore • Private label focus by LFS stores • Private Equity Investment in the sector	• Strategic investment and acquisitions in Women Indian Wear by Aditya Birla Fashion and Reliance Retail / Trends • Category and format extension by BIBA (Rangriti) and TCNS (Aurelia) • Growth of online focussed brands • Category extension of Fabindia into Cafes • Focus on own website commerce by the likes of BIBA and TCNS

Source: Technopak Analysis.

Exhibit 6.2: Historical Rollout of EBOs – Years in FY

Brands	2015	2018	2021	2022	CAGR (2015-18)	CAGR (2018-22)
Biba	168	248	290	308**	14%	6%
Rangriti	-	46	107	119**	-	27%
Fabindia	200	275	306	309*	11%	3%
Aurelia	69	183	223	231**	38%	6%
W	166	281	319	333**	19%	4%

*Source: Technopak BoK and Analysis; *Data as of Sept'2021. **Data as of Dec'2021*

Rangriti and Biba showed one of the highest CAGR of 27% and 6% respectively in rollout of EBOs for the period 2018-22 among its peers. The total number of EBOs of Biba (308) is one of the highest in the Women Indian Wear segment.

Region & Tier wise split of EBOs of Key Players

The urban apparel market had a share of 60% of the total market compared with a share of 40% contributed by the rural India in FY 2020. Almost 21% of the urban apparel demand can be attributed to Delhi NCR and Mumbai making these cities the largest consumers of apparel in India. However, a distributive growth across the country is resulting in growth of demand from Tier II, III & IV cities which together account for 34% of the demand in the apparel market in financial year 2020 and is further expected to grow further in the coming years. Players like Biba, W, Fabindia, Global Desi have a Pan urban India footprint with EBOs present across Metros, Tier I, Tier II and Tier III cities and therefore these brands can be termed as Pan India category leaders. Biba's well established EBO network is well diversified across all regions of India.

Exhibit 6.3: Number of Stores (EBOs) split by city type for Key Apparel Brands

Brand	Total EBOs	Split of EBOs across city type				
		Top 2 Cities	Next 6 Cities	Tier 1	Tier 2	Tier 3
Biba**	**308**	53	75	44	106	30
Fabindia*	**309**	74	85	48	68	34
W**	**333**	63	60	49	105	56
Aurelia**	**231**	35	40	64	57	35

Brand	Total EBOs	Split of EBOs across city type				
		Top 2 Cities	Next 6 Cities	Tier 1	Tier 2	Tier 3
Indya	**190**	58	73	47	12	0
Rangriti**	**119**	19	18	24	31	27
Global Desi	**105**	27	33	17	20	8
Ritu Kumar	**68**	20	17	19	9	3
Neeru's	**43**	5	26	7	4	1
Anita Dongre	**5**	4	1	0	0	0

Top 2 Cities: Delhi NCR & Mumbai; Next 6 Cities: Bangalore, Kolkata, Chennai, Hyderabad, Ahmedabad, and Pune
Tier 1 Cities: Cities with a population in the range of 1 to 5 million; Tier 2 Cities: Cities with a population in the range of 0.3 to 1 Million; Tier 3 Cities: Cities with a population less than 0.3 Million.
Data as of Feb'2022. Source: Secondary sources, Store locator of brands, Technopak Analysis. Note: As on Sept 2021. Note**: As of December 2021*

Exhibit 6.4: Store Distribution (EBOs) by Region for key apparel brands

Brand	Total EBOs	EBO Split			
		East	West	North	South
Biba**	**308**	55	67	102	84
Fabindia*	**309**	45	65	97	102
W**	**333**	62	48	134	89
Aurelia**	**231**	58	25	84	64
Indya	**190**	16	67	50	57
Rangriti**	**119**	29	26	49	15
Global Desi	**105**	15	30	39	21
Ritu Kumar	**68**	8	19	29	12
Neeru's	**43**	2	3	5	33
Anita Dongre	**5**	0	1	3	1

Top 2 Cities: Delhi NCR &Mumbai; Next 6 Cities: Bangalore, Kolkata, Chennai, Hyderabad, Ahmedabad, and Pune
Tier 1 Cities: Cities with a population in the range of 1 to 5 million; Tier 2 Cities: Cities with a population in the range of 0.3 to 1 Million; Tier 3 Cities: Cities with a population less than 0.3 Million. Note: Madhya Pradesh Considered in West India.Data as of Feb'2022. Source: Secondary sources, Store locator of brands, Technopak Analysis. Note: As on Sept 2021. Note**: As of December 2021*

Channel Wise Segmentation

Exhibit 6.5: Brand presence across formats

Brands	EBOs	LFS & MBOs	Online	*Online further split into-*	
				Own Website	*Marketplaces*
Biba	✓✓✓	✓✓	✓✓✓	✓✓	✓✓✓
Rangriti	✓✓✓	✓✓	✓	✓	✓✓
Anita Dongre	✓✓		✓	✓	✓
Aurelia	✓✓✓	✓✓	✓	✓	✓✓
Fabindia	✓✓✓	✓	✓	✓✓	✓
Global Desi	✓✓✓	✓✓	✓	✓	✓
Indya	✓✓✓		✓	✓✓	✓
Jaypore	✓		✓✓✓	✓✓	✓
Mohey	✓✓✓	✓✓	✓	✓	✓
Neeru's	✓✓✓		✓	✓	✓
Ritu Kumar	✓✓		✓	✓	✓✓
Soch	✓✓✓	✓✓	✓	✓	✓✓
W	✓✓✓	✓✓✓	✓✓	✓	✓✓

Source: Secondary sources, Technopak Analysis; Data as of Feb 2022, ✓ *Signifies extent of presence across channels*

Major Retail led Women Indian Wear brands have presence across all formats but EBOs remain the mainstay for them. Post-Covid through brands have gradually expanded their Online channel, and brands like Biba, which already had an industry-leading online presence within their category before 2019 were able to undertake this transition faster than others. This is reflected both in Biba's share of E-commerce in its total sales and the rank of Biba's website compared to that of other brands.

For FY 2021, 37% of Biba’s revenue share was attributable to sales through online channels and is one of the highest in the industry.

Exhibit 6.6: Split of Revenue Across Formats for Key Players

<table>
<tr><th>Channel</th><th colspan="10">Revenue Share</th></tr>
<tr><th></th><th colspan="2">Biba</th><th colspan="2">TCNS</th><th colspan="2">Fabindia</th><th colspan="2">Soch</th><th colspan="2">Vedant Fashion</th></tr>
<tr><th></th><th>FY2020</th><th>FY2021</th><th>FY2020</th><th>FY2021</th><th>FY2020</th><th>FY2021</th><th>FY2020</th><th>FY2021</th><th>FY2020</th><th>FY2021</th></tr>
<tr><td>Revenue (In INR Cr)</td><td>757</td><td>526</td><td>1,149</td><td>636</td><td>1,166</td><td>659</td><td>281</td><td>NA</td><td>915</td><td>542</td></tr>
<tr><td>EBOs</td><td>47%</td><td>35%</td><td>44%</td><td>33%</td><td>NA</td><td>80%</td><td>72%</td><td>NA</td><td>91%</td><td>90%</td></tr>
<tr><td>MBOs</td><td>4%</td><td>4%</td><td>4%</td><td>1%</td><td rowspan="2">NA</td><td rowspan="2">5%</td><td>6.5%</td><td>NA</td><td rowspan="2">8%</td><td rowspan="2">8%</td></tr>
<tr><td>LFSs</td><td>35%</td><td>24%</td><td>42%</td><td>38%</td><td>6.5%</td><td>NA</td></tr>
<tr><td>Online</td><td>15%</td><td>37%</td><td>10%</td><td>28%</td><td>NA</td><td>15%</td><td>15%</td><td>NA</td><td>1%</td><td>2%</td></tr>
</table>

Source: Secondary Research, Technopak Analysis. For Biba, MBOs channel includes MBOs & Others

Web Traffic and Ranking of Key Women Indian Apparel Players

Exhibit 6.7: Web traffic and ranking of websites of key women apparel players

Brands	In Thousands		Pages/Visit	Avg. Duration of Visit (Min)	Industry Rank* in India
	Visits	Unique Visitors			
Biba	920	507	5	10	14
Jaypore	640	388	4	6	33
Mohey (Manyavar)	629	428	4	8	37
Fabindia	1,600	950	3	10	39
Ritu Kumar	100	61	3	7	51
W	856	476	3	8	65
Libas	80	42	4	9	78
Indya	422	237	7	12	89
Aurelia	172	98	5	9	95
Soch	NA	NA	NA	NA	108
Global Desi	177	94	11	11	265
Anita Dongre	70	51	5	7	345
Neeru's	32	27	6	9	529

*Source: Secondary Research, Technopak Analysis. *Website ranking from www.similarweb.com – showing ranking in the category Fashion & Lifestyle. Rank as on 15 Feb’2022. Web Traffic, Page visits, Avg visit duration for Jan’2022 from www.semrush.com*
Note: Brands are arranged in the descending order of their respective ranks

As of February 2022, Biba had the highest website ranking in India amongst competitors in the Indian wear segment as per www.similarweb.com. Fabindia & Biba are among the most visited websites within women Indian wear segment.

Sales per square feet (SPSF)

SPSF shows the efficiency of Retail space utilization of retail stores that is determined as per sf of sales achieved and determined for a year. For Retail led Brands, EBOs are the mainstay of their sales and profitability. However, the size of their EBOs change and so does the SPSF due to demand cyclicity, age of stores and other such factors. It is important to determine and refer the range of SPSF and on this basis all leading Retail Led Brands perform in the same range band.

Exhibit 6.8: SPSF (Sales per sq. ft. per year) for Key players

Brand	Average Store Size Range (sq. ft)		SPSF/Year Range (INR)	
Biba	1,400	1,500	8,400	9,000

Brand	Average Store Size Range (sq. ft)		SPSF/Year Range (INR)	
Fabindia	2,600	2,800	11,400	12,300
Aurelia	1,000	1,200	6,000	7,300
Soch	1,400	2,400	8,300	14,300
W	1,000	1,200	7,000	8,400

Source: Secondary sources, Technopak Analysis
Notes: SPSF calculated basis Fiscal 2020 Store and Revenue data, as Fiscal 2021 data will not give the correct inference owing to COVID-19 impact in Fiscal 2021. Few players selected basis data available in public domain

Business Model, Sourcing & Segments

Exhibit 6.9: Business model, Sourcing and segments for Key players

Key Players	Business Model & Sourcing	Segments Present within Apparel
Biba	• Biba is amongst the first women Indian brands and operates through a network of 308 EBOs, and presence in LFS, MBOs and prominent Online presence both through own website and marketplaces. Its brand Rangriti has a network of 119 EBOs • All manufacturing undertaken through an asset lite model of outsourcing that comprises contract factories who perform production on job-work basis • It has a vast supplier and vendor network across North India with long standing relationships, & strong supply chain network • Biba follows expansion through a mix of owned and franchise stores to increase their store presence	Casual Indian wear, Sleepwear/ Athleisure, Footwear, Festive, Wedding Collection, Cocktail & Fragrances
Fabindia	• Fabindia has expanded beyond Fashion and offers products across Apparel and Accessories, Home and Lifestyle, Personal Care and Organic Food categories • Network of 309 Fabindia stores and Experience Centers along with 74 Organic India stores • It sources through a network of contract manufacturers, artisans, and farmers across India. They are mainly in the form of clusters which Fabindia accesses through contract manufacturers. • It has 4 regional warehouse, 1 central warehouse and 1 national warehouse	Casual Indian wear, Wedding, Festive, Western wear, Sarees and Blouses, Stoles and Sarongs, Seasonal wear, Footwear and Accessories
TCNS Clothing	• TCNS leverages its multi reach distribution model via its four home grown brands (W, Aurelia, Wishful and Elleven) • It has an asset light outsourced model of manufacturing operations for all its brands • TCNS focuses on company owned stores to increase their store presence in India	Casual Indian, Wedding, Festive, Winter Wear, Dupattas & Shawls, Tops, Footwear, Cosmetics
House Of Anita Dongra (HOAD)	• HOAD manufactures locally majorly in Navi Mumbai with smaller partners in remote villages • Its leading brand Global Desi focuses on franchise model for opening new stores and expanding its store presence. • The group procures 100% of its fibre portfolio from green shirt producers and use 100% recycled corrugation boxes which is made up of 80% recycled pulp	Festive Wear, Casual Wear, Work Wear, Winter Wear, Sarees, Accessories, Footwear, Fragrances
Vedant Fashion	• Vedant Fashion mainly focuses on the organized Indian wedding and celebration wear market under the brand Manyavar • It primarily uses third party manufacturers spread over 41 cities Pan India and provide them designs from their in-house designers • Manyavar focuses on expansion through Franchised EBO and aims to provide an omnichannel experience to their customers	Wedding Wear, Casual Wear, Festive Wear, Occasion Wear, Indo-Western, Accessories

Competition Analysis on Financial & Other Metrics

Revenue trajectory in the 2019-2021 period indicates the challenges that Covid induced lockdown posed on the industry. However, players with multi-channel approach, e-commerce enablement and broader market presence were perhaps able to tide better than others during this period.

Exhibit 6.10: Revenue of Key Players (INR Cr)

	Revenue From Operations (INR Cr)			Growth FY 20-21	CAGR FY 2019-21
	FY 2019	FY 2020	FY 2021		
Biba	729	757	526	-31%	-15%
Biba	643	666	463	-31%	-15%
Rangriti	86	91	63	-31%	-14%
Fabindia	1,139	1,161	659	-43%	-24%
Apparel	852	887	407	-54%	-31%
Non Apparel	287	274	252	-10%	-61
HOAD	512	508	257	-49%	-30%
Jaypore	34	28	28	0%	-8%
Neeru's	218	181	92	-49%	-35%
Ritu Kumar	241	285	175	-39%	-15%
Soch	327	281	NA	NA	NA
TCNS	1,148	1,149	636	-45%	-26%
W	689	666	350	-48%	-29%
Aurelia	390	402	248	-38%	-20%
Wishful	69	80	38	-53%	-26%
Vedant Fashion Limited	794	915	542	-41%	-17%
Manyavar	654	749	456	-39%	-16%
Mohey	52	65	40	-38%	-12%
Other brands (Twamev, Manthan, Mebaz)	88	101	45	-55%	-28%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports, For HOAD-consolidated data from MCA. NA – Not Available. For Biba-Restated Financials from Company Data
CAGR (X Yrs) = RRI(X, V (YR 0), V(Yx)

Biba's revenue from operations was INR 526 Cr in FY 2021 making it one of the largest brands in Indian women's apparel wear segment. Among the brands of scale above INR 300 Cr, Biba emerged as a resilient brand with a degrowth of 31% during FY 2020-21 owing to COVID, compared to other players with higher degrowths.

Exhibit 6.11: Gross Profit of Key Players (INR Cr)

Company	Gross Profit and Gross Margin						CAGR FY 2019-21
	FY 2019		FY 2020		FY 2021		
Biba	481	66%	508	67%	304	58%	-21%
Fabindia	675	59%	679	58%	389	59%	-24%
HOAD	398	78%	406	80%	93	36%	-52%
Jaypore	11	34%	8	30%	12	44%	5%
Neeru's	125	57%	91	50%	37	40%	-46%
Ritu Kumar	203	84%	243	85%	137	78%	-18%
Soch	163	50%	130	46%	NA	NA	NA
TCNS	758	66%	746	65%	363	57%	-31%
Vedant Fashion Limited	572	72%	659	72%	400	74%	-16%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports, For HOAD - consolidated data from MCA, NA - Not Available; Gross Profit = Revenue - COGS Gross Margin = Gross Profit/Revenue
For Biba-Restated Financials from Company Data
CAGR (X Yrs) = RRI(X, V (YR 0), V(Yx)

Exhibit 6.12: Profitability - EBITDA (INR Cr.) and Growth

Company	EBITDA and EBITDA Margin						CAGR FY 2019-21
	FY 2019		FY 2020		FY 2021		
Biba	130	17.8%	135	17.9%	62	11.9%	-31%
Fabindia	385	33.8%	273	23.5%	-41	-6.3%	NA

Company	EBITDA and EBITDA Margin						CAGR FY 2019-21
	FY 2019		FY 2020		FY 2021		
HOAD	24	4.6%	102	20.0%	-18	-7.1%	NA
Jaypore	-12	-34.5%	-13	-48.2%	-22	-76.5%	-35%
Neeru's	26	11.9%	11	6.2%	-8	-8.3%	NA
Ritu Kumar	7	3.0%	-14	-5.0%	-17	-9.5%	NA
Soch	19	5.8%	-21	-7.4%	NA	NA	NA
TCNS	177	15.4%	186	16.2%	2	0.4%	-88%
Vedant Fashion Limited	274	34.5%	398	43.5%	235	43.3%	-7%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports, For HOAD-consolidated data from MCA, NA-Not Available; EBITDA (Earnings before interest, taxes, depreciation, and amortization) = PBT + Finance cost + D&A. (Excludes Other Income). Formula - % of Revenue
Note – Fiscal 2019 and Fiscal 2020 margins not strictly comparable due to implementation of IND-AS 116 from Fiscal 2020 onwards
For Biba-Restated Financials from Company Data
CAGR (X Yrs) = RRI(X, V (YR 0), V(Yx)

In FY 2020, Biba, Fabindia, TCNS, HOAD and Vedant Fashion are the only brands that were able to maintain a positive PAT and PAT Margin

Exhibit 6.13: Profit After Tax (INR Cr.) & PAT Margin %

Company	PAT and PAT Margin					
	FY 2019		FY 2020		FY 2021	
Biba	20	2.8%	9	1.2%	-12	-2.3%
Fabindia	116	10.2%	58	4.6%	-111	-16.9%
HOAD	-1	-0.3%	-11	-2.2%	-90	-35.1%
Jaypore	-9	-26.6%	-14	-50.6%	-17	-58.3%
Neeru's	5	2.2%	-9	-5.2	-27	-29.4
Ritu Kumar	-2	-1.0%	-16	-5.6%	-31	-17.9%
Soch	2	0.5%	-28	-9.9%	NA	NA
TCNS	131	11.4%	69	6.0%	-56	-8.9%
Vedant Fashion Limited	182	23.0%	245	26.8%	131	24.1%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports, For HOAD-consolidated data from MCA, For Biba-Restated Financials from Company Data

Biba, Fabindia, TCNS and Vedant Fashion are amongst key players which have been able to maintain a positive Return on Net Worth in FY 2020.

ROCE (Return on capital employed) indicates the company's efficiency because it measures the company's profitability after factoring in the capital that has been used to achieve that profitability. As of financial year 2020, Biba has one of the highest ROCE amongst competition, which reflects their efficient capital model when measured against their profitability.

Exhibit 6.14: ROCE (Return on Capital Employed) and RONW (Return on Net Worth)

Company	Return on Net Worth and Return on Capital Employed					
	FY 2019		FY 2020		FY 2021	
	RONW (%)	**ROCE (%)**	**RONW(%)**	**ROCE (%)**	**RONW (%)**	**ROCE (%)**
Biba	7.31%	16.69%	3.07%	14.80%	-3.74%	5.28%
Fabindia	15.7%	40.3%	7.4%	24.2%	-17.5%	-3.6%
HOAD	-0.5%	1.3%	-4.5%	8.4%	-54.7%	-31.4%
Jaypore	-197.5%	-195.5%	NA*	-325.4%	NA*	-204.4%
Neeru's	9.7%	9.1%	-23.8%	1.9%	-219.9%	-7.9%
Ritu Kumar	-2.4%	-0.1%	-19.2%	-15.3%	-60.1%	-24.6%

Company	Return on Net Worth and Return on Capital Employed					
	FY 2019		FY 2020		FY 2021	
Soch	9.7%	7.9%	-153.2%	-20.5%	NA	NA
TCNS	21.2%	26.4%	10.5%	15.9%	-9.2%	-6.6%
Vedant Fashion Limited	20.5%	38.5%	22.8%	37.8%	11.9%	21.6%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports, For HOAD-consolidated data from MCA, For Biba-Restated Financials from Company Data; RONW for Jaypore in FY2020 and FY2021 is not available as the Total equity stated is negative , Return on Capital Employed is the percentage of profit before interest, tax and exceptional items divided by capital employed; Return on Net Worth is calculated as the percentage of profit/loss attributable to the owners of the holding company for the year/ period divided by Net Worth.

Advertising Spend as a percentage of Revenue, or advertising to sales ratio indicates the efficacy of advertising strategies of the company. In absolute terms of spend, FabIndia, Biba, TCNS and Vedant spent were amongst the highest in the industry in FY 21. However, in terms of this spend as % of revenue from operations, Biba, Fabindia, HOAD and TCNS were better with efficiency of this spent that was in the 2-5% range in the same period. Biba has invested in digital marketing initiatives to build online presence (including advertising on social media and collaborations with influencers) and their flagship brand 'Biba' has the highest brand recall online amongst Women Indian wear brands as of February 2022, as per consumer survey.

Exhibit 6.15: Advertisement Spend (INR Cr.) and Yield on Advertising

Company	*Advertisement* Spend			Yield on Advertising		
	FY 2019	FY 2020	FY 2021	FY 2019	FY 2020	FY 2021
Biba	29.5	29.5	22.0	4.0%	3.9%	4.2%
Fabindia	34.0	34.0	15.0	3.0%	2.9%	2.3%
HOAD	26.4	20.6	15.5	5.2%	4.0%	6.0%
Jaypore	NA	2.0	9.4	NA	7.2%	33.2%
Neeru's	16.7	8.0	4.3	7.7%	4.4%	4.7%
Ritu Kumar	15.1	15.1	10.7	6.3%	5.3%	6.1%
Soch	27.6	21.2	NA	8.4%	7.5%	NA
TCNS	37.6	41.2	13.5	3.3%	3.6%	2.1%
Vedant Fashion Limited	66.5	68.5	26.6	8.4%	7.5%	4.9%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports, For HOAD-consolidated data from MCA, NA-Not Available; Formula – as a % of Revenue, For Biba-Restated Financials from Company Data,

Store Economics

Store economics for Biba are comparable to industry standards and show store level profitability. On certain parameters like Capex per store, Typical store area, Steady state store-level ROCE, Biba performs higher than industry average. This allows the business to be self-sustaining without the need for sizeable external capital.

Exhibit 6.16: Store Economics for various Retail categories

	Pharma Retailing	Food & Grocery Retailing	Jewellery Retailing	Women Indian Apparel Retailing	Biba
Typical order Value (INR)	250-500	500-1000	5,000-1,00,000	3,000-5,000	3,000-5,000
Typical store Area (sq. ft.)	250-500	1,500-2,500	3,500-5,000	1000-1500	1400-1500
Typical store Revenue per month (INR)	10-15 Lacs	20-25 Lacs	4-6 Cr	8-15 Lacs	9 lacs to 10 lacs
Average Revenue per sq. ft. per month (INR)	2000	1300	8000	650-850	700-750
Relative Inventory Cost (INR)	10-15 Lacs	25-35 Lacs	30 Cr-40 Cr	15-20 Lacs	17 lacs to Rs. 20 lacs
Employee Cost as % of store revenue	4-5%	5-8%	1-2%	8-10%	8%-10%
Capex per store (INR)	4-8 Lacs	15 - 20 Lacs	1.5 Cr	35-45 Lacs	Rs. 45-Rs. 50 lacs

	Pharma Retailing	Food & Grocery Retailing	Jewellery Retailing	Women Indian Apparel Retailing	Biba
Number of SKUs	5,000-15,000	4,000-5,000	-	1000-1500	1500-2000
Pay Back Period	~3 yrs	~3 yrs	3-4 yrs	2-4 yrs	2-3 yrs
Steady State Store-level RoCE	45-50%	30-35%	20-25%	30-35%	38%-43%

Source: Technopak Analysis

OUR BUSINESS

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Draft Red Herring Prospectus, each of which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. Further, such measures and indicators are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under Ind AS, IFRS or U.S. GAAP. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. For the purposes of this section, for certain analyses we have used historical methodologies and internal categorizations to enable a consistent representation of our business. See "Risk Factors – Internal Risk Factors – Risks Related to Our Business – We have presented certain supplemental information of our performance and liquidity which is not prepared under or required by Ind AS."

Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations" on pages 27, 214 and 302, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or the context requires otherwise, the financial information included herein for financial years 2019, 2020 and 2021, and the nine months ended December 31, 2021, is based on our Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus. For further information, see "Financial Statements" on page 214. Our financial year ends on March 31 of each year, and references to a particular financial year are to the 12 months ended March 31 of that year.

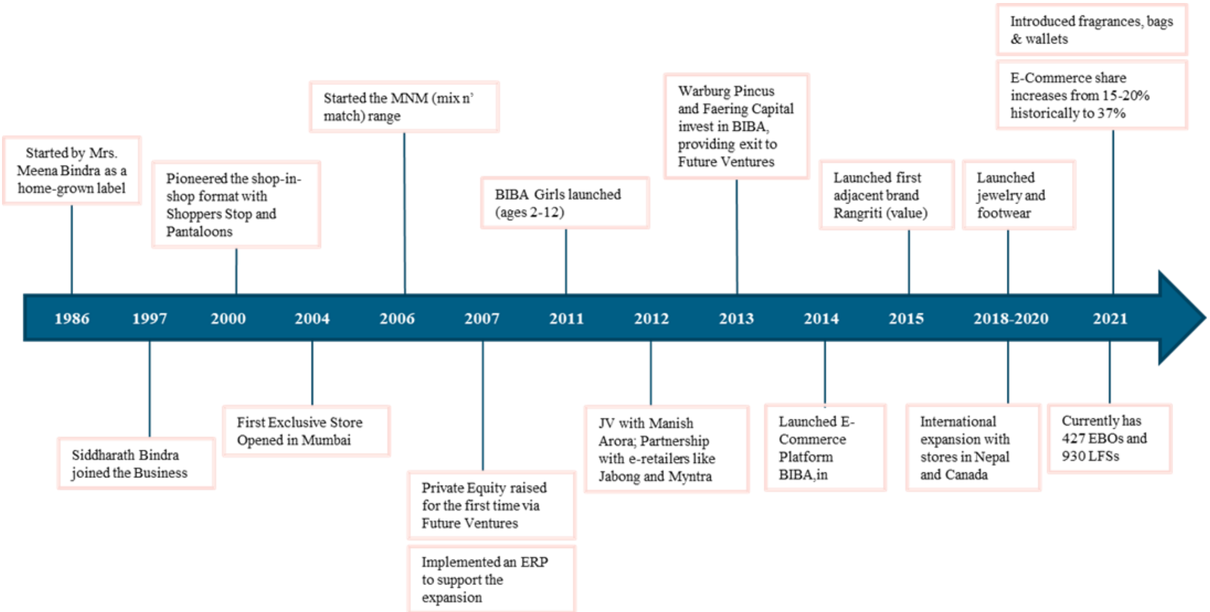
Unless otherwise indicated or the context requires otherwise, in this section, references to "we", "us" or "our" refer to BIBA Fashion Limited on a consolidated basis and references to "the Company" or "our Company" refer to BIBA Fashion Limited on a standalone basis. Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Industry Report on Women Indian Wear Retail in India" dated March 28, 2022 (the "Technopak Report") that has been prepared by Technopak Advisors Private Limited, who were appointed on January 25, 2022. The Technopak Report has been commissioned and paid for by our Company for the purposes of confirming our understanding of the industry in connection with the Offer. For more information, see "Risk Factors – This Draft Red Herring Prospectus contains information derived from third parties and extracted from an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer." on page 47. The Technopak Report forms part of the material contracts for inspection and is accessible on the website of our Company at www.biba.in. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 15.

Overview

We are one of the largest lifestyle brands in the women's Indian wear market in India in terms of market share (Source: *Technopak Report*). Launched in 1986, our flagship brand, BIBA, is a 'category creator' in the women's Indian wear segment benefiting from a rich legacy, leading market position across the category and an industry-leading online presence (Source: *Technopak Report*). We develop, design, source, market and sell a wide portfolio of Indian wear for women and girls across multiple brands, namely our flagship brand, BIBA, and our value fashion brand, Rangriti. Our products are specifically tailored for the Indian consumer and according to the Technopak Report, our range of products offer distinct price points for our consumers. Furthermore, our flagship brand, BIBA, has the highest online brand recall amongst Indian wear brands, as of February 2022 (Source: *Technopak Report*).

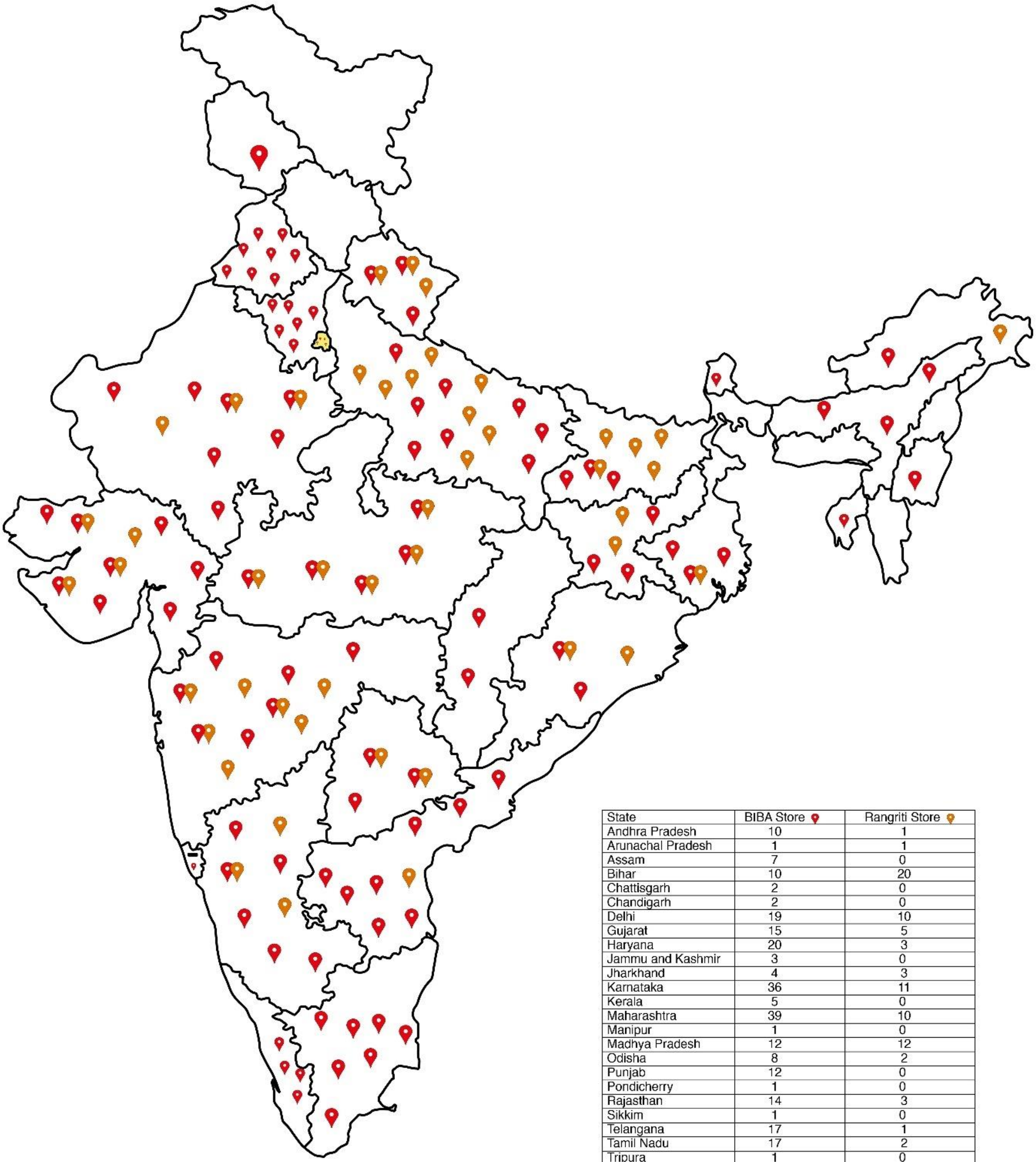
Our brands are designed to cater to almost all of a woman's Indian wear needs, ranging from casual wear, occasion wear to office wear and consequently, our products cater to a broad range of Indian wear consumers in India. We offer our customers well-designed and high-quality products across segments and have one of the widest portfolios of products amongst women's apparel brands in India in terms of SKUs, as of February 2022 (Source: *Technopak Report*). Our range of products across the women's Indian wear market include *salwar kameez dupattas*, Mix-n-Match wear, Ready-to-Stitch wear, kidswear, bottom-wear and accessories. Our product mix has evolved significantly over the past several years and we continue to expand our product range to meet a varied range of consumer needs for our target segment. We also offer consumers a range of products across jewellery, footwear, wallets and fragrances, in line with our strategy to cater to a broad range of the apparel and accessories needs of Indian women, a target demographic we believe we know and understand well given our brand's rich legacy.

A timeline illustrating the significant milestones achieved by us since the launch of our business is set out below:



Our products are available through a pan-India multichannel distribution network that we have built over the years comprising of our exclusive brand outlets ("**EBOs**"), large format stores ("**LFSs**") and multi-brand outlets ("**MBOs**"), as well as online channels comprising of our own websites and other online marketplaces.

As of December 31, 2021, we had 427 EBOs, comprising 308 BIBA-branded outlets and 119 Rangriti-branded outlets across 27 states and 160 cities in India, 930 LFSs across 29 states and 267 cities in India and 30 MBOs. Our well-established EBO network is not only well diversified across all regions of India (Source: *Technopak Report*), but also offers a superior shopping experience for customers. Our EBOs are located nationwide across high streets, malls and residential market areas in major metros, large cities, other tier II and tier III cities and at airports. As of December 31, 2021, our EBOs were located in the following regions of India:



State	BIBA Store	Rangriti Store
Andhra Pradesh	10	1
Arunachal Pradesh	1	1
Assam	7	0
Bihar	10	20
Chattisgarh	2	0
Chandigarh	2	0
Delhi	19	10
Gujarat	15	5
Haryana	20	3
Jammu and Kashmir	3	0
Jharkhand	4	3
Karnataka	36	11
Kerala	5	0
Maharashtra	39	10
Manipur	1	0
Madhya Pradesh	12	12
Odisha	8	2
Punjab	12	0
Pondicherry	1	0
Rajasthan	14	3
Sikkim	1	0
Telangana	17	1
Tamil Nadu	17	2
Tripura	1	0
Uttarakhand	4	2
Uttar Pradesh	28	30
West Bengal	19	3
Grand Total	**308**	**119**

Early on in our journey, we recognized the importance of the online channel and building our digital capabilities. Hence, we also sell our products through our own online websites, www.biba.in and www.rangriti.com, as well as through other third-party online marketplaces such as Myntra, Amazon, Flipkart, Nykaa and Tata Cliq. We have invested in building a significant online presence and launched our first online platform, BIBA.in, and today have an industry-leading online presence within our category (Source: *Technopak Report*). For financial year 2021 and the nine months ended December 31, 2021, 37.04% and 33.79%, respectively, of our revenue from operations was attributable to sales through online channels. According to the Technopak Report, this is one of the highest proportions in the industry for financial year 2021 and superior to our peers in the women's Indian wear segment. We believe that the capabilities that we have built by digitally orienting our business model have conferred upon us a competitive advantage over traditional peers, and will continue to help us identify and exploit fast evolving consumer trends, rapidly build reach and scale, and continue to maintain strong brand equity. Our flagship brand, BIBA, also has the highest online brand recall amongst Indian wear brands, as of February 2022 (Source: *Technopak Report*).

The table below sets forth a break-down of our revenue from operations from our distribution channels for the periods indicated:

	Financial Year 2019		**Financial Year 2020**		**Financial Year 2021**		**Nine Months ended December 31, 2021**	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**
EBOs	3,230.01	44.28%	3,527.31	46.58%	1,837.86	34.95%	1,911.54	39.20%
LFSs	2,561.99	35.12%	2,612.95	34.51%	1,256.32	23.89%	1,184.52	24.29%
Online[1]	1,145.26	15.70%	1,106.13	14.61%	1,947.30	37.04%	1,647.91	33.79%
Others[2]	356.79	4.90%	325.69	4.30%	216.73	4.12%	132.87	2.72%
Revenue from operations	**7,294.05**	**100.00%**	**7,572.08**	**100.00%**	**5,258.20**	**100.00%**	**4,876.84**	**100.00%**

[1] *Includes sales through Company's websites and other third-party online marketplaces*
[2] *Includes sales through MBOs*

While our primary focus has remained on our domestic business, given the large market opportunity within India, we believe overseas markets can be a compelling growth vector for us, particularly in markets which we believe have a large Indian diaspora and/or a population with similar tastes and preferences, as in India. As of December 31, 2021, our products were available in stores in two overseas countries, Canada and Nepal, and in January 2022, we opened our first store in the United Arab Emirates. We also serve customers across various countries including United States and Australia through online channels and plan to open our first EBO in the United States at the end of the first quarter of financial year 2023.

We are led by a highly experienced senior management team with our founder and Executive Director, Meena Bindra, continuing to be involved in strategic planning, conceptualization, design and production development. We are led by our Managing Director, Siddharath Bindra, who has been intimately involved in the business for 25 years, has overseen the development of our business strategy and has extensive expertise in sourcing, designing, retailing and establishing distribution channel partnerships. Siddharath Bindra is the architect of our strategic vision and has demonstrated his ability to successfully create, build and grow our brands and business. Furthermore, we are also supported by an experienced management team of cross-functional professionals with expertise covering all aspects of our business, an experienced Board of Directors and marquee investors, such as Highdell Investment Ltd, an affiliate of the Warburg Pincus Group, and Faering Capital India Evolving Fund.

We aim to leverage the strength of our brands to offer a superior shopping experience to our customers by further developing our leading position across a wide range of apparel and adjacent categories, as well as our distribution channels (both online and offline) and geographies (both domestically and globally). We believe that we are well-positioned to achieve this vision through the investments that we have made in our brands, our understanding of the diverse requirements of our consumers, our strong channel relationships, our strong physical and digital retail infrastructure, our robust design and supply chain capabilities and our highly experienced management team, all of which have shaped our existing track record and our leading position in the Indian wear category.

Our revenue from operations for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, was ₹7,294.05 million, ₹7,572.08 million, ₹5,258.20 million and ₹4,876.84 million, respectively, and our total income for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 7,357.37 million, ₹ 7,661.46 million, ₹ 5,691.79 million and ₹ 5,150.94 million, respectively. Our profit / (loss) before tax for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 289.89 million, ₹ 140.30 million, ₹ (207.82) million and ₹ 251.14 million, respectively. Our profit / (loss) for the period / year for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 202.43 million, ₹ 89.09 million, ₹ (118.40) million and ₹ 182.41 million, respectively, representing a net profit / (loss) after tax margin of 2.78%, 1.18%, (2.25)% and 3.74%, respectively. We generated EBITDA of ₹ 1,297.07 million, ₹ 1,352.78 million, ₹ 623.11 million and ₹ 848.40 million for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, respectively, representing an EBITDA Margin of 17.78%, 17.87%, 11.85% and 17.40%, respectively. Our Return on Capital Employed for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was 16.69%, 14.80%, 5.28% and 13.74%, respectively, and our Return on Net Worth for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was 7.31%, 3.07%, (3.74)% and 5.45%, respectively.

Our Journey

We commenced operations in 1986 as a home-grown enterprise established by our founder and Executive Director, Meena Bindra, who created and launched unique designs in *salwar kameez dupattas* with the goal of catering to the apparel needs of all Indian women (across age, income and geographical boundaries). We have since evolved into one of the largest lifestyle brands with an approximately 4% market share in the branded women's Indian wear market (excluding sarees) in India for financial year 2020 (Source: *Technopak Report*).

Throughout our journey, we have established many milestones, including:

- being one of the first national brands in the Indian wear segment (Source: *Technopak Report*);
- conceptualizing and introducing designs that define fashion for the women's Indian wear market, including asymmetrical-length suits, denim kurtas and many more unique fusion wear designs into the market through our flagship brand BIBA (Source: *Technopak Report*);
- our BIBA brand being the first women's Indian wear brand to partner with an LFS (Shoppers Stop) (Source: *Technopak Report*); and
- being amongst the first Indian wear brands to launch a clothing range for girls (Source: *Technopak Report*).

Our Brands

Over the years, we have expanded our brand portfolio to include the following brands and product ranges:

- BIBA is our flagship brand and has been a pan-India 'category leader' in the women's Indian wear market for over three decades (Source: *Technopak Report*). This brand provides mid-premium to premium offerings across *salwar kameez dupattas*, Mix n' Match wear and Ready-to-Stitch wear. In 2018, we extended the core offering under this brand into attractive adjacent product categories, such as jewellery, footwear, wallets and fragrances. As of December 31, 2021, our BIBA products were offered in 308 EBOs across 130 cities in India. We also sell our BIBA branded products through LFSs and MBOs, as well as through online channels.

- Rangriti is our value fashion brand. Launched in 2015, it caters to the fashion needs of a wider audience through offerings in *salwar kameez dupattas*, Mix n' Match wear and Ready-to-Stitch wear at attractive prices. Within our Rangriti brand, we have introduced new sub-categories for our customers, including slim pants, indie tops, smart *kurtas* and jackets, thereby creating fashion-forward Indian fusion looks that are both unique and affordable. As of December 31, 2021, our Rangriti branded products were offered in 119 EBOs in 68 cities in India. We also sell our Rangriti branded products through LFSs and MBOs, as well as through online channels.

- BIBA by Rohit Bal is our premium product range produced in collaboration with acclaimed designer Rohit Bal. This range caters to the premium formal and eveningwear segment. Initially launched in 2016, we launched a new designer range in 2020 to cater to the increased demand for premium formal wear. This range is sold through our EBOs, LFS and online channels.

- BIBA Girls is our product range offering Indian wear for girls aged 2-12 including *anarkalis*, dresses, *lehengas*, suits, tops, bottom wear, and footwear. This range is sold through our EBOs, LFSs and MBOs and the online channel.

- Our first fragrance under our beauty brand, Spelle, was launched in September 2021 in 162 of our EBOs and our website, biba.in. This fragrance has found success amongst our consumers and has sold over 5,900 units since launch until December 31, 2021.

The table below sets forth a breakdown of our revenue from operations from our BIBA and Rangriti brands for the periods indicated:

Brands	Financial Year 2019		Financial Year 2020		Financial Year 2021		Nine months ended December 31, 2021	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**
BIBA#	6,429.68	88.15%	6,662.01	87.98%	4,625.51	87.97%	4,318.85	88.56%
Rangriti	864.37	11.85%	910.07	12.02%	632.69	12.03%	557.99	11.44%
Revenue from operations	**7,294.05**	**100.00%**	**7,572.08**	**100.00%**	**5,258.20**	**100.00%**	**4,876.84**	**100.00%**

 # Includes revenue from BIBA by Rohit Bal, BIBA Girls and Spelle.

Our Product Portfolio

We offer a broad range of products creating signature designs within the Indian wear segment, including *salwar kameez dupattas*, Mix n' Match wear, Ready-to-Stitch wear, kidswear, bottom-wear and accessories (such as jewellery, footwear, wallets and fragrances). Our products cater to customers across the age-profile in an Indian family and we believe that this further enhances our brand loyalty. The table below set forth certain operational details for our key brands and product ranges, and indicative price ranges as of December 31, 2021.

BIBA

Brand / Product	Products Offered	Price Range
BIBA	*Anarkalis*, *salwar kameez dupattas*, *kurtas*, dresses, *lehengas*, suits, tops, bottom wear, footwear, sleepwear and accessories 	₹599–₹19,950
BIBA by Rohit Bal	*Anarkalis*	₹9,950–₹29,500

Brand / Product	Products Offered	Price Range
	 	
BIBA Girls	*Anarkalis*, dresses, *lehengas*, suits, tops, bottom wear, and footwear   	₹499–₹5,995

Rangriti

Brand / Product	Products Offered	Price Range
Rangriti	*Kurtas*, *kurta* dresses, indie tops, suit sets, bottom wear, stoles   	₹599–₹4,999

Spelle

BY BIBA

Brand / Product	Products Offered	Price Range
Spelle	Fragrances, beauty   	₹999–₹3,299

Our Retail Network

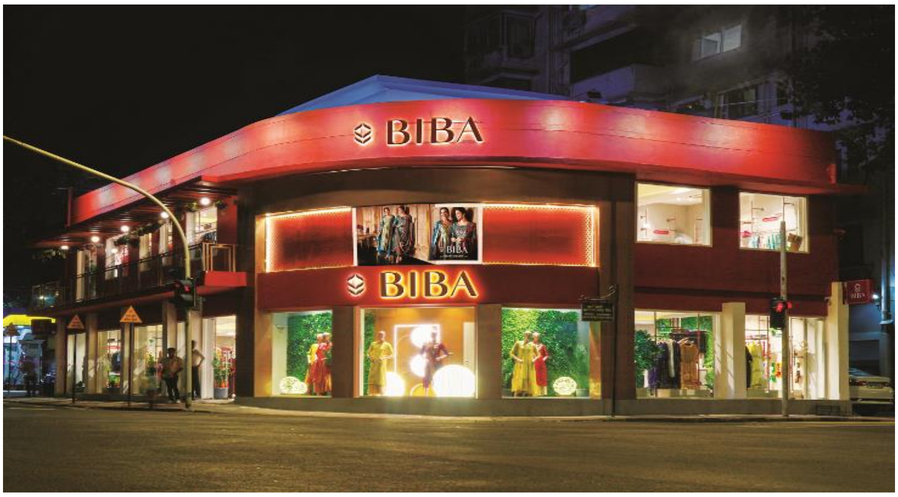
Our pan-India retail network is comprised of EBOs, LFSs, MBOs and online channels, including our own websites and online marketplaces.

EBOs

EBOs are central to our growth strategy; we opened our first EBO store in Mumbai in 2004. In addition to increasing brand visibility and awareness within each city, our EBOs enable us to provide a high quality and standardized experience to our customers. We aim to identify and assess the most attractive locations for EBOs in order to maximise revenues from our offline footprint. As of December 31, 2021, we have 427 EBOs across 27 states and 160 cities in India with 61% of our EBOs located on the high street, 38% located in malls and 1% located in airports. Our average store size is approximately 1,400 square feet for our BIBA-branded EBOs and approximately 740 square feet for Rangriti-branded EBOs, and within each EBO we endeavour to provide a premium experience with personalized attention to all our customers. As of December 31, 2021, 82% of our EBOs were directly owned (on a leasehold basis) and operated by us and 18% were franchised. For the financial years 2019, 2020, 2021 and the nine months ended December 31, 2021, we had a net addition of 37, 49, 17 and 30 stores, respectively. According to the Technopak Report, in the period 2018-2022 our EBO rollout CAGRs of 6% and 27% for our BIBA- and Rangriti-branded EBOs, respectively, is one of the highest amongst our peers, and our total number of EBOs is amongst the highest in the women's Indian wear segment. Our capital expenditure per store at ₹4.50 – 5.00 million, and steady-state store-level ROCE, at 38-43%, is higher than our industry's average (Source: *Technopak Report*).

Examples of some of our EBO storefronts and interiors are below.

Hughes Road, Mumbai



Indiranagar, Bangalore

For the financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, revenue generated from our EBOs amounted to ₹3,230.01 million, ₹3,527.31 million, ₹1,837.86 million and ₹1,911.54 million, respectively, and represented 44.28%, 46.58%, 34.95% and 39.20% of our revenue from operations, respectively.

LFSs and MBOs

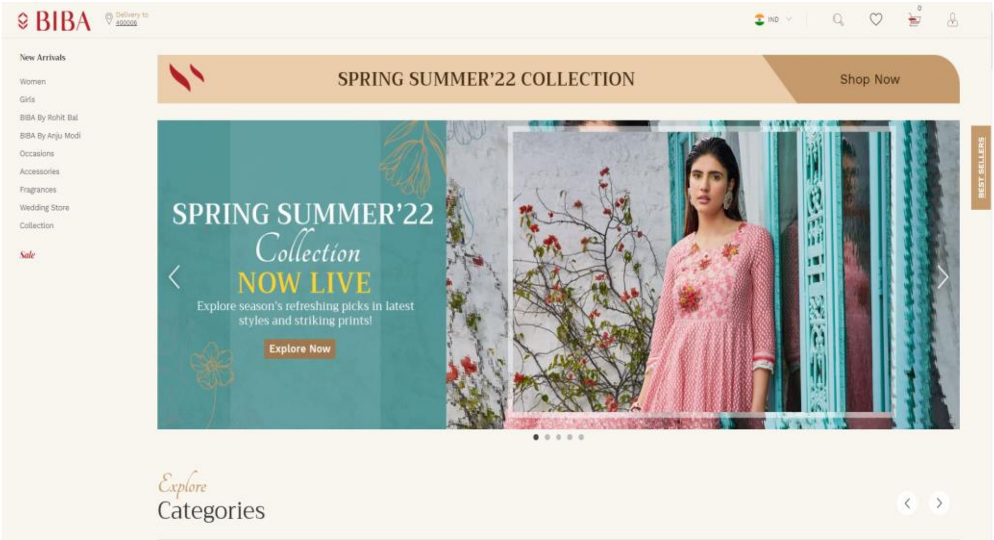
In 2000, we pioneered the shop-in-shop format for women's Indian wear brands with Shoppers Stop (Source: *Technopak Report*). We are part of the four largest retail formats in India (Shoppers Stop, Lifestyle, Central and Pantaloons). As of December 31, 2021, we have 930 LFSs across 29 states and 267 cities in India and 30 MBOs. We operate on a sales or return model for LFSs. For financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, revenue generated from LFSs amounted to ₹2,561.99 million, ₹2,612.95 million, ₹1,256.32 million and ₹1,184.52 million, respectively, and represented 35.12%, 34.51%, 23.89% and 24.29% of our revenue from operations, respectively.

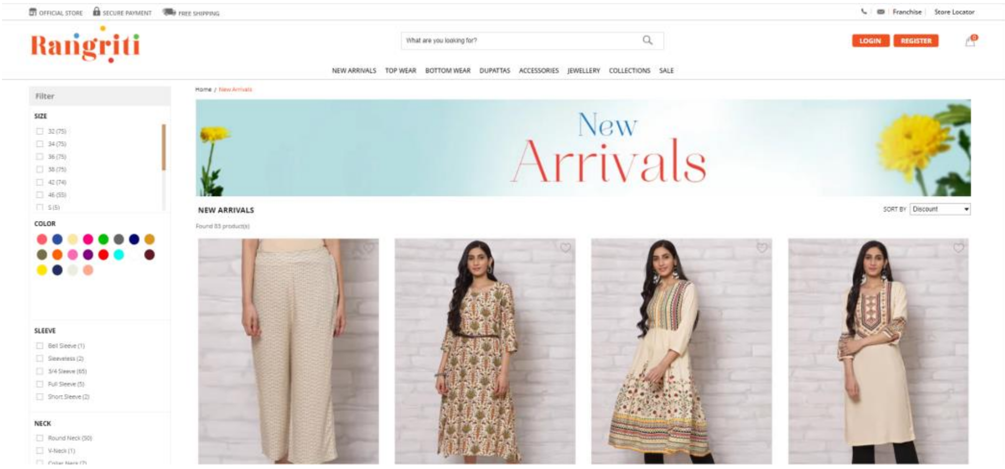
Online

We also sell our products through our own websites, www.biba.in and www.rangriti.com, and through online marketplaces such as Myntra, Amazon, Flipkart, Nykaa and Tata Cliq.

Our online sales from online marketplaces comprise outright sales ("**OS**") and pure-play market place ("**MP**") models. For our OS, we bill the online marketplaces in bulk at a fixed rate. This arrangement also allows for returns up to an agreed fixed percentage of total billing during a particular period. For our MP sales, as our inventory stocking is integrated with our warehouse stock, our customers place their orders on the respective websites of online marketplaces and we dispatch the products from our warehouse directly to the customers. Images from our websites are below.

Biba.in and Rangriti.com





We have a variety of features on our own websites to help customers, including virtual assist via a chat bot, customer support, a product recommendation engine and the ability to create customer profiles and product wish lists. In calendar year 2021, our biba.in website received an average of 83,617 visits per day. The above attributes have enabled us to steadily increase the proportion of online revenue generated from our own websites from 2.95% of our revenue from operations in financial year 2019 to 11.55% of our revenue from operations in financial year 2021.

For financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, revenue generated from online channels amounted to ₹1,145.26 million, ₹1,106.13 million, ₹1,947.30 million and ₹1,647.91 million, respectively, and represented 15.70%, 14.61%, 37.04% and 33.79% of our revenue from operations, respectively. The table below sets forth the revenue from operations generated from our online product sales for the periods indicated:

	Financial Year 2019		**Financial Year 2020**		**Financial Year 2021**		**Nine months ended December 31, 2021**	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**
Our websites#	215.12	2.95%	317.95	4.20%	607.32	11.55%	464.67	9.53%
Online marketplaces	930.14	12.75%	788.18	10.41%	1,339.98	25.49%	1,183.24	24.26%
Total	1,145.26	15.70%	1,106.13	14.61%	1,947.30	37.04%	1,647.91	33.79%

 # Includes BIBA.in and Rangriti.com

Our Capabilities

In addition to our strong brands with their leading market positions, multi-channel approach and robust network of stores and online infrastructure, we have built a strong set of capabilities and key enablers, including (i) product design, (ii) sales and marketing and (iii) a dedicated and highly experienced management team, which we believe would be challenging for new and existing market participants to replicate. These capabilities allow us to tap into emerging opportunities within our market segments and will allow us to approach wider market opportunities that are available in other adjacent consumer categories.

Product Design

Our flagship brand BIBA has been a 'category creator' in the women's Indian wear segment for over three decades (Source: *Technopak Report*). In order to offer new and varied products to our customers throughout the year, we focus on creating innovative designs with an emphasis on quality. Our design and development process involves deep understanding of the needs of the customers, detailed analysis and research on prevailing fashion trends and consumer tastes and preferences which we collect through various system-driven processes, including data analysis, market surveys and feedback received from our artisans and vendors. We also have direct access to our customer preferences through our EBO network, online channels and associated feedback mechanisms.

We have an in-house design and merchandising team with a deep understanding of customer requirements and strong market research and data analysis capabilities, with the ability to design and develop products across all our categories. As of December 31, 2021, our design team consisted of 36 members, and our retail merchandising team consisted of 19 members. These teams, together, carry out our institutionalized product development process, which includes data analysis, research and trend forecasting, concept and story development, design sketching, styling, sample development and presenting ideas to our management team for their review and inputs. We design and release products for each of the two principal fashion seasons every year, spring/summer and autumn/winter.

We have a robust screening and selection process for all new design samples, and once a new design is introduced to the market, we operate a scientific data analytics-driven model to monitor performance of the new designs. As of December 31, 2021, our in-house design and merchandising team had created more than 14,000 styles since 2010 and over 1,200 designs have been registered with the Controller General of Patents, Designs and Trademarks in India.

In India, our BIBA brand is registered in 42 classes and its trademark is registered in over 70 countries as of December 31, 2021. Our Rangriti brand is registered in 8 classes in India and its trademark is registered in approximately 15 countries as of December 31, 2021. Our Spelle brand is registered in 3 classes in India.

Sales and Marketing

We produce distinctive marketing and advertising campaigns that generate high customer engagement. We have invested significantly in digital marketing initiatives to build our presence online (including advertising on social media and collaborations with influencers) and our flagship brand BIBA has the highest online brand recall amongst Indian wear brands as of February 2022.

Our marketing and advertising initiatives also include digital advertisements such as advertisements on social media channels, in order to connect with a larger customer base. We believe our digital marketing and advertising initiatives have driven higher brand recall rate and boosted our revenue from online channels. In 2016, we launched our "Change is Beautiful" digital campaign that seeks to embrace and celebrate change to reflect a personification of the deep-rooted foundations of our BIBA brand in the face of today's modern woman. Our recent digital marketing success in 2021, when we launched our campaign for the "Beats of BIBA" initiative reached over 11 million users on social media channels, with over 4 million views for our #BeatsOfBibaChallenge and over 500,000 engagement hits across India. We collaborated with influencers as part of this campaign and as of December 31, 2021, our theme song "Beats of BIBA" had over 38,000 downloads on an online streaming-platform.

Our branding processes are aimed at ensuring that our brands have distinctive identities by utilizing different brand logos, symbols and tag-lines across our product portfolio and marketing materials. We utilize identifiable and standardized colours and typography across packaging materials, at point of sales and in our communications both online and offline stores. Our sales and marketing strategies aim to increase brand awareness, acquire new customers, market new concepts, drive customer traffic across our retail channels and strengthen and reinforce our brand image. For financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our advertisement expenses amounted to ₹294.63 million, ₹294.84 million, ₹220.21 million and ₹275.61 million, respectively, amounting to 4.04%, 3.89%, 4.19%, and 5.65% of our revenue from operations, respectively.

Our Founder and Team

We commenced operations in 1986 and are now led by Siddharath Bindra, Managing Director, who has been intimately involved in the business for 25 years, has overseen the development of our business strategy and has extensive expertise in sourcing, designing, retailing and establishing distribution channel partnerships. Siddharath Bindra is the architect of our strategic vision and has demonstrated his ability to successfully create, build and grow our brands and business. Furthermore, we are also supported by a strong and experienced management team of cross-functional professionals with expertise covering all aspects of our business, an experienced Board of Directors and marquee investors such as Highdell Investment Ltd, an affiliate of the Warburg Pincus Group, and Faering Capital India Evolving Fund.

Impact of COVID-19

The COVID-19 pandemic has and continues to impact our operations in a number of ways. Government-imposed lockdowns and other restrictions led to the disruption of our regular business operations, and we witnessed a 48.79% drop in offline sales between financial years 2020 and 2021, including the temporarily closure of many of our EBOs and MBOs. However, we made certain changes to our internal process during this period such as driving long-term cost efficiencies and enhancing our online presence which, along with our pan-India presence, strong supply chain network and the capabilities and depth of our management team, enabled us to restart our operations soon after the restrictions were eased. We have since seen a recovery in our operations and witnessed a 76.05% growth in sales from online channels between financial years 2020 and 2021, accelerated by the growth in the number of online shoppers in India. Furthermore, we have rationalized our costs across our operations including increasing control of our overheads and increasing our human resources efficiencies. Since the onset of the COVID-19 pandemic, in financial year 2021 and the nine months ended December 31, 2021, we had a net addition of 17 and 30 stores, respectively.

Our Strengths

Our competitive strengths include:

- Leading market position and strong brand equity across a diverse set of consumers across the value chain
- Diversified pan-India multichannel distribution with a strong foothold on both offline and online channels
- Significant investments made in digital capabilities with a strong focus on technological efficiencies resulting in leadership online (across both marketplaces and our own websites)
- Strong in-house design and tech-first supply chain capabilities to deliver innovative and high quality products
- Capital-efficient and scalable retail model to capitalise on the strong industry growth profile driven by secular tailwinds and a rapid shift towards organised retail and increasing online penetration
- Professional, founder-driven management team with deep industry expertise and track record, and backed by marquee private equity investors

Leading market position and strong brand equity across a diverse set of consumers across the value chain

We are one of the largest lifestyle brands in the women's Indian wear market in India in terms of market share, as of financial year 2020 (Source: *Technopak Report*). According to the Technopak Report, our flagship brand BIBA was amongst the first national brands in the Indian wear segment and has a rich legacy with a large online presence. According to the Technopak Report, our flagship brand BIBA has the highest brand recall amongst women's Indian wear brands online, as of February 2022, which we believe reflects the strength of our brand and has contributed to the growth of our business.

As a 'category creator' for Indian wear in the women's Indian wear segment, we have a strong growth profile and benefit from market movements towards organised retail, large e-commerce growth trends in India and positive demographic shifts, including being one of the youngest populations globally compared to other leading economies, increasing urbanization, an increase in the number of working women and the rising spending power of middle-class consumers (Source: *Technopak Report*). The strength of our brand has enabled us to expand into adjacent categories, including jewellery, footwear, wallets and fragrances, with scope for further expansion. We believe this creates high growth potential over an extended time horizon. We believe that our leading market position and competitive advantage over our peers stems from the following:

- *Complete product offering at different price points:* Our diverse product portfolio includes *salwar kameez dupattas*, Mix n' Match wear, Ready-to-Stitch wear, kidswear, bottom-wear and accessories (including jewellery, footwear, wallets and fragrances). Our strong offline and online presence allows for a wide breadth and depth in our product sub-categories and, also, the creation of designer product lines. We offer our designs across a wide range of price points through our brands BIBA and Rangriti and our product range BIBA by Rohit Bal, each of which benefit from strong brand loyalty and unique market positioning.

- *Reach and Accessibility:* We operate a pan-India distribution network through 427 EBOs, 930 LFSs, 30 MBOs and a significant online presence. On the back of significant investments in the digital space in the last seven years, we have built a strong foothold: 37.04% of our revenue for financial year 2021 was generated online, which is the highest proportion across our peer set (Source: *Technopak Report*).

- *Compelling value proposition:* We design and launch new products in new categories that broaden the appeal of Indian wear (Source: *Technopak Report*). We have a quick feedback loop due to our significant online customer engagement, which enables us to quickly understand and pre-empt shifts in consumer preferences. According to the Technopak Report, we have one of the highest number of followers on Instagram amongst Indian wear brands in India. For the nine months ended December 31, 2021, approximately 55% of our customers were repeat customers. As of December 31, 2021, we have over 1,200 designs have been registered with the Controller General of Patents, Designs and Trademarks in India.

- *Engagement with our consumers:* Our engagement metrics with our consumers are high due to our significant online presence and deep market presence. As of February 2022, our website, BIBA.in, has the highest website ranking in India amongst our competitors in the Indian wear segment and is amongst the most visited websites within the women's India wear segment and has maintained its position as one of India's leading lifestyle brands, since inception (Source: *Technopak Report*). According to the Technopak Report, our flagship brand BIBA was the first women's Indian wear brand to partner with an LFS and introduce the Shop-in-Shop retail format with Shoppers Stop.

- *Brand recall:* According to the Technopak Report, our flagship brand BIBA has the highest brand recall amongst women's Indian wear brands, as of February 2022, which we believe has contributed to the growth in our consumer base.

Diversified pan-India multichannel distribution with a strong foothold on both offline and online channels

Our brands have a pan-India presence with a multichannel distribution network of 427 EBOs (comprising 308 BIBA-branded outlets and 119 Rangriti-branded outlets) across 27 states and 160 cities in India, 930 LFSs across 29 states and 267 cities in India and 30 MBOs. As of December 31, 2021, 61% of our EBOs are on the Indian high street, 38% of our EBOs are located in malls, and 1% are in airports, with 82% of our EBOs owned by us and 18% by franchisees. We have significantly expanded our EBO footprint by a net addition of 133 stores since April, 2018, including limited store closures during the COVID-19 pandemic. According to the Technopak Report, in the period from 2018 to 2022, our EBO rollout CAGRs of 6% and 27% for our BIBA- and Rangriti-branded EBOs, respectively, is the highest compared to our peers, and our total number of EBOs is amongst the highest in the women's Indian wear segment. Our key LFS accounts comprise retail stores such as Shoppers Stop, Lifestyle, Central and Pantaloons.

For financial year 2021, 37.04% of our revenue from operations was generated from online channels, of which 11.55% was from our own website, BIBA.in, and 25.49% from third-party online marketplaces such as Myntra, Amazon, Flipkart, Nykaa and Tata Cliq.

Significant investments made in digital capabilities with a strong focus on technological efficiencies resulting in leadership online (across both marketplaces and our own websites)

A 'digital first' approach is an increasingly critical driver of growth across many consumer categories in India, as well as globally, with millennial and generation Z demographic segments now entering the workforce and driving digitization as active adopters of technology and digital media (Source: *Technopak Report*). This enables us to continue growing at scale. Consequently, we believe we are well placed to take advantage of further digital growth. We launched our first online platform, BIBA.in, and later followed by Rangriti.com, and invested in building a strong e-commerce team. We have also made significant digital marketing investments through Google and other social media platforms in the past five years. For the financial year 2021 and the nine months ended December 31, 2021, approximately 37.04% and 33.79% of our revenue from operations was generated through online channels, which is superior to our peers in the women's Indian wear segment (Source: Technopak Report).

A table showing the proportion of revenue from operations as of financial years 2020 and 2021 across our peer set is set out below (Source: *Technopak Report*):

<table>
<tr><th rowspan="3"></th><th colspan="10">Revenue Share (₹ in millions)</th></tr>
<tr><th colspan="2">BIBA</th><th colspan="2">TCNS</th><th colspan="2">FabIndia</th><th colspan="2">Soch</th><th colspan="2">Vedant Fashion</th></tr>
<tr><th>FY 2020</th><th>FY 2021</th><th>FY 2020</th><th>FY 2021</th><th>FY 2020</th><th>FY 2021</th><th>FY 2020</th><th>FY 2021</th><th>FY 2020</th><th>FY 2021</th></tr>
<tr><td>Revenue</td><td>7,572.08</td><td>5,258.20</td><td>11,490</td><td>6,360</td><td>11,660</td><td>6,590</td><td>2,810</td><td>NA</td><td>9,150</td><td>5,420</td></tr>
<tr><td>EBOs</td><td>46.58%</td><td>34.95%</td><td>44%</td><td>33%</td><td>NA</td><td>80%</td><td>72%</td><td>NA</td><td>91%</td><td>90%</td></tr>
<tr><td>MBOs</td><td>4.30%</td><td>4.12%</td><td>4%</td><td>1%</td><td>NA</td><td rowspan="2">5%</td><td>6.5%</td><td>NA</td><td rowspan="2">8%</td><td rowspan="2">8%</td></tr>
<tr><td>LFSs</td><td>34.51%</td><td>23.89%</td><td>42%</td><td>38%</td><td>NA</td><td>6.5%</td><td>NA</td></tr>
<tr><td>Online</td><td>14.61%</td><td>37.04%</td><td>10%</td><td>28%</td><td>NA</td><td>15%</td><td>15%</td><td>NA</td><td>1%</td><td>2%</td></tr>
</table>

We develop a strong understanding of fashion trends and engage in ongoing and deep conversations with our target customer group, which enables us to obtain insight into the tastes and preferences of our consumers. This is further strengthened by significant online data, reviews and ratings which provide us with a quick feedback loop, ensuring that we can quickly identify market trends and white spaces.

Our digital marketing strategy creates high consumer engagement and demand for our products. We produce innovative marketing campaigns, collaborate with leading influencers and celebrities and create special online product launches.

Strong in-house design and tech-first supply chain capabilities to deliver innovative and high quality products

We have a strong product proposition and believe that our products are well-designed and of high quality. As of December 31, 2021, we have an in-house design team of 36 people, which has created over 1,200 designs registered with the Controller General of Patents, Designs and Trademarks in India. We design and release products for each of the two principal fashion seasons every year – one for spring / summer and another for autumn / winter. Given our large supplier and vendor network across the North India region, we can create products in a timely manner and with consistently high quality. As of December 31, 2021, we had a network of 251 fabric suppliers and 114 factories (comprising 67 stitchers and 47 contract factories for dying and printing). We have a diverse vendor base for our products. Geographically, we purchase textiles from all textile-producing hubs in India, including Delhi/NCR, Surat, Banaras and Ludhiana. Our after-sales proposition offers customers an easy returns and/or exchange process and we have made efforts to improve our working capital cycle to facilitate this benefit.

In 2018, we implemented QlikView, a business intelligence tool, for data analytics and management reporting. We have also implemented artificial intelligence and machine learning-based software for merchandising, assortment planning, distribution and replenishment across our EBO stores. These system-driven processes and strong analytical capabilities enable us to make data-based decision-making and forecast cultural and evolving fashion trends across India.

Capital-efficient and scalable retail model to capitalize on the strong industry growth profile driven by a rapid shift towards organized retail and increasing online penetration

We operate a capital-efficient and scalable retail model to capitalize on strong industry growth in the women's Indian wear market in India. Since 2013, we have been supported by private equity investors, Highdell Investment Ltd, an affiliate of the Warburg Pincus Group, and Faering Capital India Evolving Fund, and have continued to grow our operations organically.

In financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, we had a net addition of 37, 49, 17 and 30 stores, respectively, for our BIBA and Rangriti brands. We also had limited store closures as a result of the COVID-19 pandemic during this period.

According to the Technopak Report, the apparel market in India was estimated at US$ 60 billion, in terms of consumer retail spending, as of financial year 2020, and is one of the larger segments of the Indian retail sector. The apparel market in India is expected to grow at a CAGR of 22.4% between financial year 2021 and financial year 2025 (Source: *Technopak Report*). Higher brand consciousness, increasing digitization, greater purchasing power and increasing urbanization are expected to further drive growth in this market (Source: *Technopak Report*). In particular, the women's apparel market in India has evolved from traditional apparel such as sarees to a two-piece market, dominated by *salwar kameez dupattas* and Mix n' Match wear, and was estimated at US$ 21.8 billion, or 36%, of the total apparel market in India as of financial year 2020 (Source: *Technopak Report*). The women's apparel market is expected to outgrow other major segments of this market, such as menswear and kidswear, wear due to positive demographic shifts, including an increase in the number of working women, a shift towards aspiration rather than need-based buying and design innovation, and is expected to reach US$ 33.8 billion by the end of financial year 2025. (Source: *Technopak Report*).

Within the women's apparel market in India, women's Indian wear is the dominant segment and the preferred form of dress for approximately 71% of the market, as of financial year 2020 (Source: *Technopak Report*). According to the Technopak Report, it is expected to be the fastest growing segment in the apparel market in India, with a forecasted growth rate of 9.2% between financial year 2020 and financial year 2025. Historically, consumption of women's apparel was centered around the informal market through standalone boutiques selling unbranded wares and the sale of unstitched fabrics, allowing women to use tailors to create their desired garments through made-to-measure services (Source: *Technopak Report*). However, as consumers seek better quality and a better overall shopping experience, with the emergence of aspirational brands with unique, differentiated offerings, increased trust in safety and pricing, the market is shifting rapidly towards branded and organized offerings (Source: *Technopak Report*). As one of the leaders in this fast-growing industry, we believe we are well-positioned to capitalize on this shift.

A table showing the projected growth of the apparel and accessories retail market in India is below (Source: *Technopak Report*).

Apparel and Accessories	Financial Year 2015	Financial Year 2020	Financial Year 2025
Share of Retail	8.4%	8.3%	9.3%
Retail Size (US$ bn)	41	66	100
Share of Unorganised Retail	77.0%	68.0%	55.0%
Share of Organised Retail	23.0%	32.0%	44.80%
Share of Organised Offline Retail	19.5%	14.5%	23.0%
Share of Organised Online Retail	3.5%	17.5%	21.8%

Online penetration within the organized women's Indian wear market is approximately 52% as of financial year 2020, which has grown at a rate of 66% over the past five years (Source: *Technopak Report*). We believe these dynamics are advantageous for us given our industry-leading position by market share on leading online marketplaces as of December 31, 2021, and the strong traffic and order generation through our own websites.

Professional, founder-driven management team with deep industry expertise and track record, and backed by marquee private equity investors

We are led by a highly experienced senior management team with our founder and Executive Director, Meena Bindra, continuing to be involved in strategic planning, conceptualization, design and production development. We are led by our Managing Director, Siddharath Bindra, who has been intimately involved in the business for 25 years, has overseen the development of our business strategy and has extensive expertise in sourcing, designing, retailing and establishing distribution channel partnerships. Siddharath Bindra is the architect of our strategic vision and has an impressive track record and a demonstrated ability to successfully create, build and grow our brands and business. He holds several leadership positions in the industry and is the President (North India) of the Clothing Manufacturers Association of India (CMAI) and a member of the National Council of the Retailers Association of India. Furthermore, we are also supported by a strong and experienced management team of cross-functional professionals with expertise covering all aspects of our business, an experienced Board of Directors and marquee investors, such as Highdell Investment Ltd, an affiliate of the Warburg Pincus Group, and Faering Capital India Evolving Fund.

Our Strategies

Sustain the leading position of our flagship brand BIBA to capitalize on the significant potential growth within our category, and further grow our emerging brands

The organised women's apparel market in India is estimated to grow from US$ 5.8 billion in 2020 to US$ 14.3 billion by the end of 2025 (Source*: Technopak Report*), and we intend to focus on establishing our Company as one of the leading women's apparel companies in India. We intend to continue to leverage our in-depth market research, robust technology platform and data analytics by introducing a wide range of products within the Indian wear market and consolidating our leading position.

Our independent growth strategies for our brands and product ranges are set out below:

- BIBA: We aim to continue and sustain our leadership within casual, office and occasion wear. The Indian formal wear market, however, represents a large opportunity for us where there is a lack of a nation-wide brand in the mid-premium to premium segment. Indian wear continues to be an important segment for the women's apparel market in India due to cultural and social values, as well as the designs offered by organized Indian wear brands (Source: *Technopak Report*). We will expand our offering in high demand markets and use cross-selling efforts at existing BIBA stores to drive demand for our formal range. To enhance and diversify our product range, we aim to cater to an even larger proportion of Indian women's wardrobe requirements. In this backdrop, we are well positioned to target the wedding entourage, including the mother, friends, and family, for each of whom we will provide enhanced designs and offerings.

- Rangriti: As our value fashion brand, we aim to increase our footprint with a targeted presence of EBOs in Tier II and Tier III cities. We aim to continue and expand our sales through the online channel (including our brand website and online marketplaces) and target new customers through attractive designs, strong marketing efforts and pricing initiatives.

- BIBA Girls: A key factor driving the Indian kids apparel market is India's young population with over 361 million individuals below the age of 15 as of financial year 2020 (Source*: Technopak Report*). The Indian kidswear apparel market is highly organized with organized players representing 19.4% of the Indian apparel market and the share of the organized market is expected to increase from 19.4% in financial year 2020 to 27.1% by financial year 2025 (Source: *Technopak Report*). We have a first-mover advantage in this market and have already made progress through our brand BIBA Girls (Source: *Technopak Report*) and aim to leverage our strong design capabilities and the brand equity of our flagship BIBA brand to become a leading player in this category.

- Spelle: a key focus for our company is our expansion into adjacent categories. We intend to offer a 'complete look' for our customers across categories, including across beauty and fragrances. We aim to continue to develop our beauty brand through our product offering in our EBOs, as well as launch our brand on our own website, BIBA.in and online marketplaces.

Capitalize on the increasing e-commerce penetration in Indian retail as well as within our category

The penetration of e-commerce in the Indian retail market continues to increase due to a number of factors such as an increasing acceptance of online shopping, the convenience of payment as well as a seamless customer experience (Source: *Technopak Report*). As a result, the e-commerce market in India has witnessed an accelerated growth and is expected to reach 9.6% (or US$ 103.4 billion) of the total retail market by financial year 2025 from its share of 4.6% in financial year 2020 (or US$ 36.6 billion) at a growth rate of 23% (Source: *Technopak Report*). Between financial year 2015 and 2020, e-commerce sales have grown at rate of 44% and it is estimated that in financial year 2025, the share of e-commerce retail in the apparel and accessories segment in India will reach approximately 22% of the market from 17.5% in financial year 2020 (Source: *Technopak Report*).

The outbreak of the COVID-19 pandemic has accelerated the appetite for online purchasing and the e-commerce market has emerged as a crucial channel for apparel and lifestyle retail. We have made significant investments in our IT infrastructure and digital capabilities since 2014 and have enjoyed an industry-leading online presence even prior to 2019 and the shift to online shopping as a result of the outbreak of the pandemic (Source: *Technopak Report*). Partly as a result of these investments, our revenue from operations remained resilient during the pandemic. Our flagship brand BIBA is a renowned brand digitally with a strong follower base on social media channels and we have one of the highest number of followers on Instagram amongst Indian wear brands in India (Source: *Technopak Report*). Our online e-commerce platforms include BIBA.in and Rangriti.com, and in Financial Year 2021, we generated 37.04% of our revenue from operations from online channels, which is the highest amongst our peers (Source: Technopak Report). As of February 2022, our BIBA.in website was the number one ranked brand website in terms of consumer purchases in the women's Indian wear segment (Source: *Technopak Report*). According to the Technopak Report, in January 2022, our websites, BIBA.in and rangriti.com collectively generated approximately 920,000 visits across 507,000 unique visitors, and we have the highest website ranking amongst peers in the fashion and lifestyle category. We intend to capitalize on this position by further increasing sales through our websites and online marketplaces.

Continue momentum in EBO roll-out to expand retail network

As part of our growth strategy, we intend to continue to expand our presence by setting up new EBOs and expand our EBO network in additional regions across India. Distributive growth across India is resulting in the growth of demand from Tier II, Tier III and Tier IV cities which together accounted for 34% of the demand in the apparel market in financial year 2020 and is further expected to grow further in the coming years (Source: *Technopak Report*). Having established EBOs primarily in Tier I cities in India, we intend to expand our focus and establish additional EBOs on the basis of a similar model, across Tier II, Tier III and Tier IV cities in India.

We intend to leverage our substantial past efforts and experience, to expand our presence across several markets in India which we have identified as having potential for opening further EBOs. We expect to leverage our existing extensive store network and our knowledge of various different markets in India to tap this growth opportunity. We believe the significant investments we have previously made in brand building pan-India, understanding the nuances of customer behavior across geographies, researching and assessing the most attractive locations for our EBOs, and building an online business pan-India will enable us to effectively utilise our previously proven playbook in successfully expanding our EBO network. Our expansion into newer markets offers us the potential for market share gains, increased brand recognition and economies of scale. This could allow us to maintain the quality of our operations, whilst also improving brand recall amongst our customers. We intend to leverage the experience of our operations, existing store network and resources to tap into this growth opportunity. In financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, we had a net addition of 37, 49, 17 and 30 stores, respectively, for our BIBA and Rangriti brands, and limited store closures as a result of the COVID-19 pandemic during this period.

Increase the range of our products in adjacent categories to develop the 'complete look' strategy of our flagship brand BIBA

We intend to develop a 'complete look' for our customers and increase the range of products offered by our brands in adjacent categories, including accessories, such as jewellery, footwear, wallets and fragrances. We intend to continue to develop and launch additional products for women's wardrobe requirements with the aim of widening our audience and capitalize on our pan-India distribution network. We assess consumer demand, international and local fashion trends and evolving market preferences in order to evaluate the feasibility of new types of product introductions. In September 2021 we launched our fragrance under our beauty brand, Spelle, in 162 of our EBOs and as of December 31, 2021, have sold over 5,900 units since launch.

Leverage technology to bring cost efficiency and enhance customer experience

We aim to improve our operating efficiency and ensure efficient supply chain management by adopting global best practices. Our investments towards improving our IT infrastructure are aimed towards increasing our productivity and the efficiency of our resources. We also intend to manage our operating costs through leveraging technology as we expect it will not only improve our sales but also ensure customer satisfaction. We also propose to further strengthen our data analytics which will enable a better understanding of the preferences of our customers, improve sales and help in scaling our operations. According to the Technopak Report, as of financial year 2020, we have one of the highest ROCE in our peer group, which reflects our highly efficient capital model when measured against our profitability.

Description of our Business

We are one of the largest lifestyle brands in the women's Indian wear market in India with a rich legacy and a strong online presence. Launched in 1986, our flagship brand BIBA is a 'category creator' in the women's Indian wear segment in India (Source: *Technopak Report*). We have a portfolio of brands led by our flagship brand, BIBA, which was amongst the first national brands in the women's Indian wear market (Source: *Technopak Report*). We develop, design, source, market and sell Indian wear for women and girls across our flagship brand, BIBA, our value fashion brand, Rangriti, and our premium product range, BIBA by Rohit Bal.

Our brands cater to a woman's entire wardrobe with products ranging from casual wear, occasion wear to office wear. We strive to offer our customers high quality products across the value chain through our brands, with our flagship brand BIBA targeting mid-premium to premium segment of the market, our Rangriti brand targeting the budget and value fashion segment of the market and our premium product range BIBA by Rohit Bal catering to the premium segment of the market. Our range of products across the women's Indian wear segment include *salwar kameez dupattas*, Mix n' Match wear, Ready-to-Stitch wear, kidswear, bottom-wear and accessories. We continue to expand our product range to meet a wider set of consumer needs, and have recently started retailing jewellery, footwear, wallets and fragrances.

Suppliers

We have a large network of vendors from whom we directly procure the fabrics, laces, trims and accessories used to manufacture our products. As of December 31, 2021, we have approximately 365 vendors contracted with us and from whom we regularly source our raw materials for manufacturing and other finished goods. We have a dedicated sourcing team that is responsible for sourcing raw materials used to manufacture our products according to our procurement standards, and to monitor the manufacturing of our finished products. As of December 31, 2021, our sourcing team comprised of 61 members. By virtue of our established presence and leading position in the industry and longstanding relationships with our vendors, we believe that we have developed significant recognition and goodwill in the market and are able to place large purchase orders directly with our suppliers. All orders placed by us are based on internal demand projections, carried out over in advance of the estimated delivery date of the final product.

Manufacturing and Distribution Infrastructure

Our procurement, outsourced manufacturing, supply chain and distribution processes are based upon data analytics, with every stage being system-driven. This includes the procurement of materials, allocation of manufacturing to different factories, inventory management and store replenishment. As a result, we are able to accurately forecast, plan and optimize our operations and ensure that we can meet the needs of our customers. We operate a fully integrated supply chain with high-end quality control standards in the procurement of fabric, an essential component used for the manufacturing of our products.

Our manufacturing process is outsourced which provides an attractive return on capital for our business. We engage our manufacturers on contract, so as to maintain our low cost business model, and production is allocated on a purchase order basis. The factories provide us with manufacturing services strictly in compliance our quality standards and requirements. We have longstanding relationships with these manufacturers and as of December 31, 2021, 6 of our contract factories work largely with us alone. As of December 31, 2021, we have 251 fabric suppliers and 114 factories, including 67 stitchers and 47 contract factories for dying and printing.

We also directly procure finished products, such as footwear, bags and wallets, from third party manufacturers which, once delivered to our centralised warehouse, undergo stringent quality checks. After passing these checks, the goods are dispatched to either our EBOs or our third-party managed warehouse for our online retail inventory. Our inventory management processes allow for system-driven distribution and replenishment of inventory and management of our product portfolio through data-driven forecasting of evolving fashion trends across India.

Product Pricing

We arrive at a pricing point for each of our products through a detailed mechanism that takes into consideration a range of factors, including seasonal trends and costs incurred in connection with procurement, production, marketing and other ancillary expenses. Our products are uniformly priced across our EBOs, LFSs, MBOs and the online channel, subject to seasonal trends and discounts, and we strive to ensure that our products remain aspirational yet of value for money for our customers. We exclusively manage and regulate the prices at which our products are sold across our EBOs, LFSs and MBOs and the online channel.

Quality Control and Quality Assurance

We are committed to maintaining high quality standards throughout our sourcing, manufacturing and distribution cycles, and have established quality control measures in various facets of our supply chain, including fabric and garment inspections, quality audits and product quality tracking. We retain control over quality of manufacturing by procuring and providing all raw materials including but not limited to fabrics, laces, trims and other accessories. In addition, as part of our quality control measures, we regularly inspect the premises, facilities and the manufacturing processes of our factories and require them to return all unutilized raw materials.

As of December 31, 2021, we had a dedicated quality assurance team responsible for ensuring compliance with our established quality standards. Moreover, to ensure compliance with our quality management systems and statutory and regulatory compliance, we offer training workshops to our staff on quality standards of our brands and products.

Information Technology

We believe that a robust IT infrastructure is essential for ensuring strong operational efficiencies and enhancing productivity and we continue to focus on building and improving our IT capabilities. In order to better connect with our customers, we regularly update our websites and social media channels to include unique features through which our customers can better engage with our brands and products and can view digital catalogues with our diverse product offering.

Over the years, we have implemented innovative technology initiatives at the front-end and back-end of our operations, including our procurement, manufacturing monitoring, distribution and supply chain operations. We have used Microsoft Dynamics, an enterprise resource planning system ("**ERP**") since 2009 and upgraded to Microsoft Dynamics 2016 in 2017. In 2016, we also upgraded our front-end point-of-sale software to Ginesys across all our EBOs and implemented Miebach, a warehouse management system, which is integrated with Microsoft Dynamics. The system integrates our front-end and back-end operations and ensures product resource synchronization between our EBOs and our warehouse. Through the system, we are able to track the inventory at each of our EBOs on a real-time basis and access the number of sales made at any given point in time.

In 2018, we implemented QlikView, a business intelligence tool, for data analytics and management reporting. We have also implemented artificial intelligence and machine learning-based software for merchandising, assortment planning, distribution and replenishment across our EBO stores and are currently in the process of implementing a new ERP across all of our functions and business processes. These system-driven processes and strong analytical capabilities enable us to make data-based decision-making and forecast cultural and evolving fashion trends across India.

CSR initiatives

As part of our corporate social responsibility initiatives, we are actively involved in promoting education for the girl child and work closely with the Khushi Foundation to adopt a school to promote this cause in the State of Haryana.

For the financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our corporate social responsibility expenses amounted to ₹ 14.63 million, ₹ 2.59 million, ₹ 15.55 million and ₹ 1.75 million, respectively, and accounted for 0.21%, 0.03%, 0.26% and 0.04% of our total expenses, respectively.

Competition

At the time of commencement of our operations, we entered a largely unorganised market and were one of the first brands to develop the women's Indian wear market (Source: *Technopak Report*). Over the years, we have expanded our product offerings beyond women's Indian wear to kid's wear and women's accessories market, and have continued to maintain our position as one of the top brands in the women's Indian wear market (Source: *Technopak Report*). Our products compete with local retailers, online retailers, non-branded products, economy brands and products of other established brands such as TCNS, FabIndia, Soch and Vedant Fashion (Source: *Technopak Report*).

Insurance

Our operations are subject to hazards inherent in storing and transporting our products such as work accidents, fire, burglary, earthquakes, flood and other force majeure events including hazards that may cause loss of life and severe damage to and the destruction of property (including our warehouses) and inventory. Our principal types of insurance coverage include comprehensive general liability coverage, workman compensation insurance, marine insurance, vendor insurance, vehicle insurance and consequential loss for all normal risks associated with our business, including fire, burglary, money, accidents and other natural disasters. We also have director and officer liability insurance policies, group medical claim policy and group personal accident policy for our employees. We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India. See "*Risk Factors – Internal Risk Factors – Risks Related to Our Business – Our insurance coverage may not be sufficient or adequate to cover our losses or liabilities. If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition, cash flows and results of operations may be adversely affected*" on page 46.

Employees

Our employees are one of our most important assets and are critical to us maintaining our competitive position in our key geographical markets and in our industry. As of December 31, 2021, we had 2,107 employees, as set forth below:

Department	Number of employees
Administration	10
Audit	9
Design	36
Directors' Office	7
E-Commerce	31
Finance & Accounts	26
Footwear	2
Human Resources	10
Information Technology	19
Legal	4
Marketplace	9
Marketing	6
Projects & Business Development	13
Retail Merchandise	19
Sales	1,793
Sales & Operations	13
Sourcing	61
Supply Chain	27
Visual Merchandise	12
Total	**2,107**

As of December 31, 2021, in addition to our full-time employees, we engaged 782 personnel (which includes 393 apprentices and 389 contractual employees) on a part-time basis to support our seasonal needs of labour, for example during large-scale product launches, festive periods and discount campaigns.

In addition to compensation that includes salary, allowances (including performance linked bonuses) and reward plans, we provide our employees other benefits which include insurance coverage and paid leave. Our human resource policies focus on recruiting talented and qualified personnel, whom we believe integrate well with our current workforce. We endeavour to develop and train our employees in order to facilitate the growth of our operations. We have instituted inclusivity initiatives for our employees. We have in place a rewards and recognition program and conduct regular events to recognize and award employees based on performance and the impact they have made, irrespective of their seniority, department or location. Our employee induction procedures are focused on taking regular feedback and facilitating interaction between new employees and senior management. We conduct regular training workshops and performance reviews. We have medical and accident insurance for our employees and have also introduced wellness and physical health programs.

For the financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, our employee benefits expense were ₹ 933.43 million, ₹ 1,114.33 million, ₹ 713.43 million and ₹ 655.38 million, respectively, constituting 12.80%, 14.72%, 13.57% and 13.44% of our revenue from operations, respectively.

Intellectual Property

As of December 31, 2021, in India we have over 70 registrations across our brands BIBA, Rangriti and Spelle. Outside India, our trademark is registered in over 70 countries. Our registered trademarks are valid for a period of ten years from the date of application and renewable for a period of ten years, on expiry.

For further details, see "*Government and Other Approvals*" on page 348, "*Our Business Operations – Our Brands*" and "*Risk Factors – If we are unable to obtain, protect or use our intellectual property rights, our business may be adversely affected*." on pages 157 and 42, respectively.

Awards and Accolades

Over the years, we have received several awards and accolades, the most notable of which include:

- "Most Admired Fashion Brand of the Year: Women's Indianwear" – 21st Annual IMAGES Fashion Awards (2022)

- "Best Brand Loyalty Marketing Campaign"– 10th ACEF Asian Leaders Forum & Awards (2021)
- "Best Use of Video Content" (Gold) – Best Social Media Brands (2021)
- "Transformational contribution to Indian Apparel and Retail Industry" (2019)
- Awarded "Most Admirable Indian Wear Brand of the Year " in 5 different years by the Images Fashion Awards (2009, 2011, 2012, 2013 and 2014)
- "Best Ladies Ethnic Brand" – Shoppers' Stop Pinnacle Awards (2004 and 2013)

See "*History and Certain Corporate Matters – Major Events and Milestones – Awards and Accreditations*".

Properties

Our Registered and Corporate Office is located at 13th Floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram, Gurgaon, Haryana – 122102, on premises we utilize on a leasehold basis. In addition, all our EBOs owned by us are located in properties held by us on a leasehold basis.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key laws, guidelines and regulations in India which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter is based on the current provisions of statutes, bills, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. Such information has been obtained from sources available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to prospective investors. Further, they are neither designed nor intended to be a substitute for professional legal advice. For details of the government approvals obtained by our Company, see "Government and Other Approvals" on page 348.

Laws in relation to our business

Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Consumer Protection Act provides for the protection of the interests of consumers and the establishment of authorities for the timely and effective administration and the settlement of consumer disputes. The Act empowers the Central Government to constitute the Central Consumer Protection Authority to regulate matters relating to the violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of the public and consumers, and to promote, protect and enforce the rights of consumers as a class, and conduct inquiries or investigations under the Consumer Protection Act. Further, the Consumer Protection Act enables complainants to file complaints in respect of, *inter alia,* goods suffering defects, services suffering deficiencies, and goods or services hazardous to life and safety. Consumers are also empowered to file product liability actions, for claiming compensation for the harm caused to them by defective products or deficient services, in respect of which such product manufacturers or sellers may be held responsible.

Consumer Protection (E-Commerce) Rules, 2020 (the "E-commerce Rules")

The E-Commerce Rules regulate the marketing, sale and purchase of goods and services over a digital or electronic network. It restricts the use of any unfair trade practice by e-commerce entities and mandates the establishment of an adequate grievance redressal mechanism and the appointment of a grievance officer. Further, the E-Commerce Rules required all e-commerce entities to appoint a nodal person of contact or an alternate senior designated functionary to ensure compliance with its provisions. Contravention of the E-Commerce Rules will attract penal action in accordance with the Consumer Protection Act, 2019.

Legal Metrology Act, 2009 ("Legal Metrology Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodities Rules")

The Legal Metrology Act establishes and enforces standards of weights and measures, and regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The Legal Metrology Act prohibits quoting prices or charges, issuing or exhibiting any price list, invoice, cash memo or other document, publishing any advertisement, or indicating the net quantity of a pre-packaged commodity, otherwise than in accordance with the standard units of weight, measure or numeration. Manufacturers are required to maintain records and registers, and make declarations on pre-packaged commodities, in the manner prescribed under the Legal Metrology Act. Penalties and punishments are prescribed for numerous offences under the Legal Metrology Act, including selling or delivering commodities, articles or things by means other than the standard weight, measure or number, or using non-standard weights, measures or numeration.

The Packaged Commodities Rules were framed under Sections 52(2)(j) and (q) of the Legal Metrology Act and lay down specific provisions applicable to packages intended for retail sale, wholesale and for export and import. Pursuant to the advisory dated December 16, 2016, issued by the Director of Legal Metrology (the "**Advisory"**), the mandatory labelling requirements applicable to pre-packaged commodities under the Packaged Committees Rules are not applicable to garments sold in loose form. The Advisory clarifies that the labelling requirements for garments sold in loose form include the name/description of the product, the size of the product in internationally recognisable size indicators (such as S, M, L, XL, etc.) along with details in metric notation in centimetres or metres, the maximum retail price, and the name, full address and customer care number of the manufacturer.

The Information Technology Act, 2000 (the "Information Technology Act") and certain rules made thereunder

The Information Technology Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The Information Technology Act provides for jurisdiction over any offence or contravention under the Information Technology Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the Information Technology Act empowers the Government to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009, specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The Information Technology Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others. Further, the Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data.

The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediary Rules**") require intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediary Rules, and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it. The IT Intermediary Rules specify the due diligence to be observed by intermediaries, and further require the intermediaries to provide for a grievance redressal mechanism and also appoint a nodal officer and a resident grievance officer.

Personal Data Protection Bill, 2019 ("PDP Bill")

The PDP Bill was introduced to propose a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the Indian Government, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and imposes obligations on data fiduciaries in relation to the handling of such personal data. The joint parliamentary committee on the PDP Bill adopted the final draft of the PDP Bill and tabled its report on the PDP Bill before parliament in 2021. The PDP Bill is scheduled to be tabled before parliament. Further, the joint parliamentary committee has proposed that the name of the bill be changed to the "Data Protection Bill".

Indecent Representation of Women Act, 1986 ("IRWA")

The IRWA prohibits the indecent representation of women through advertisements, publications, writings, paintings, figures or in any other manner, including through the circulation of pamphlets or photographs. Any person in contravention of these requirements of the IRWA is liable to be punished with imprisonment or fines, in the manner set out in the IRWA. These penalties are also applicable to companies, and to any director, manager, secretary or other officer of the company if an offence has been committed with the consent or connivance, or due to the neglect, of such director, manager, secretary or other officer of the company.

Shops and establishments legislations in various states

The provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up require such establishments to be registered. The state shops and establishments legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments legislations, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fines or imprisonment for the violation of their provisions, as well as procedures for appeals in relation to such contraventions.

Laws relating to various municipal corporations

The Constitution (Seventy Fourth Amendment) Act, 1992, and the Twelfth Schedule of the Constitution of India empower state legislatures to endow municipal corporations with various functions and powers in relation to matters including town planning or the supply of water for industrial or commercial purposes. Various municipal corporations are also empowered to issue trade licenses for the operations of a stores established under their jurisdiction.

Plastic Waste Management Rules, 2016

The Plastic Waste Management Rules, 2016, were implemented to provide a regulatory framework for the management of plastic waste generated in the country. They require any person or group of persons or institution generating plastic waste or discarding plastic after its intended use is over, to take steps to minimise the generation of plastic waste, segregate plastic waste at source, not litter plastic waste, and ensure that plastic waste is handed over to the specified persons or authorities.

Labour related legislations

The employment of workers, depending on the nature of the activity, is currently regulated by a wide variety of generally applicable labour legislations, including the Industrial Disputes Act, 1947, the Contract Labour (Regulation and Abolition) Act, 1970, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Trade Unions Act, 1926, the Payment of Bonus Act, 1965, the Equal Remuneration Act, 1976, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Child Labour (Prohibition and Regulation) Act, 1986, the Workmen's Compensation Act, 1923, and the shops and establishments legislations in various states, among others.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- Code on Wages, 2019, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.
- Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.
- Code on Social Security, 2020, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the employees' state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.
- Occupational Safety, Health and Working Conditions Code, 2020, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

Intellectual property laws

Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for the registration and better protection of trade marks for goods and services and for the prevention of the use of fraudulent marks. The registration of a trade mark under the Trade Marks Act confers on the proprietor the exclusive right to the use of the trade mark, and the right to obtain relief in respect of infringement of the trade mark. The registration of a trade mark shall be for a period of ten years, but may be renewed from time to time as prescribed under the Trade Marks Act. The Trade Marks Act also prescribes penalties for the falsification or false application of trade marks. Further, pursuant to the notification of the Trademark (Amendment) Act, 2010, the simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010, also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law with international practice.

The Copyright Act, 1957

The Copyright Act, 1957, along with the Copyright Rules, 2013 ("**Copyright Laws**") governs copyright protection in India. The Copyright Laws protect the legal rights of the creator of an 'original work' by preventing others from reproducing the work in any other way. The intellectual property protected under the Copyright Laws includes literary works, dramatic works, musical works, artistic works, cinematography and sound recordings. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions. Upon registration, the copyright protection for a work exists for a period of 60 years following, the demise of the author. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which expressly amount to an infringement of copyright.

Designs Act, 2000 ("Designs Act")

The Designs Act offers protection to designs, defined as the features of shape, configuration, pattern, ornament or composition of lines or colours applied to any article whether in two dimensional or three dimensional or in both forms, by any industrial process or means. It enables the registration of any new or original design not previously published in any country and which is not contrary to public order or morality. A design may be registered in respect of any article of manufacture.

Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, including the Income Tax Act, 1961, and the relevant goods and services tax legislations, the Competition Act, 2002, the Information Technology Act, 2000, foreign exchange and investment laws, foreign trade laws, and other applicable statutes promulgated by the relevant Central and State Governments.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

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', to reflect our intention to expand our product offerings, 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.

Change in registered office of our Company

Except as disclosed below, our Company has not changed its registered office since its incorporation:

Date of Change	Details of change	Reasons for change
May 10, 2011	Registered office of our Company was changed from 45-54, White Hall, Kemps Corner, 143, AK Marg, Mumbai 400036, to Gala No 7, Todi Industrail Estate, Near P. O., Sun Mill Compound, Lower Parel (West), Mumbai, Mumbai City, Maharashtra 400013.	Ease of business operations
December 8, 2011	Registered office of our Company was changed from Gala No 7, Todi Industrail Estate, Near P. O., Sun Mill Compound, Lower Parel (West), Mumbai, Mumbai City, Maharashtra 400013 to Ground Floor, Reliable House, Hanuman Silk Mill Compound, Kanjurmarg (West), Mumbai, Mumbai City, Maharashtra 400078.	Ease of business operations
November 20, 2013	Registered office of our Company was changed from Ground Floor, Reliable House, Hanuman Silk Mill Compound, Kanjurmarg (West), Mumbai, Mumbai City, Maharashtra 400078 to House No. 16/103, Ground Floor, Rajendra Nagar, Borivali (East), Mumbai, Mumbai City, Maharashtra 400066.	Ease of business operations
March 21, 2016	Registered office of our Company was changed from House No. 16/103, Ground Floor, Rajendra Nagar, Borivali (East), Mumbai, Mumbai City, Maharashtra 400066 to No. 4, Ground Floor, Delstar Premises CHS, NS Patkar Marg, Huges Road, Kemps Corner, Mumbai, Mumbai City, Maharashtra 400036.	Ease of business operations
September 11, 2019	Registered office of our Company was changed from No. 4, Ground Floor, Delstar Premises CHS, NS Patkar Marg, Huges Road, Kemps Corner, Mumbai, Mumbai City, Maharashtra 400036 to 13th Floor, Capital Cyber Scape, Sector-59, Golf Course Extension Road, Gurugram, Gurgaon – 122102, Haryana.	Ease of business operations

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *To carry on the business of manufactures, dealers, merchants, importers, exporters, hirers, makers, repairers, alters, commission agents and agents of all readymade garments, clothes for men, women and children whether fully finished or for any other use and textiles made of synthetics or natural fibers, furnishings, furniture, costume jewellery, leather goods, leather garments, paper goods, paper garments, disposable garments, clothes for whatever use whether for domestic purposes or for industrial purposes.*

2. *To carry on the business of manufacturers, dealers, merchants, importers, exporters, agents or otherwise to deal in footwear, footwear of all kinds, footwear components, footwear uppers, footwear upper parts, footwear soles of all kinds, nature and description, industrial boots, safety boots/shoes, military boots/shoes, sandals, moccasins, slippers, chappals or any component(s), part(s), pair of all kinds, nature and description for men, women and children, whether made of leather, PVC, plastic, rubber canvass, cloth or any such other material, whether natural synthetic or processed or partly of one material or partly of another or other whether man-made or natural or blended material(s).*

3. *To carry on the business of manufacturers, processors, producers, purchasers, sellers, exporters, importers, blenders, makers, researchers and otherwise deal in all kinds of perfumes, essential oils, scents, sprays, fragrances, cosmetics and other personal convenience articles as well as related services thereon including intermediates and their raw materials.*

4. *To carry on the business of manufacturers, traders, fabricators, exporters and importers of all kinds of bags including but not limited to purses, pouches, clutches and other similar items, including intermediates and their raw materials, and all accessories related to fashion & lifestyle products, whether man-made or natural or blended material(s), or otherwise to act as agents, sub-agents, wholesalers, retailers, representatives, commission agents, franchisers and dealers of all kinds of bags & accessories.*

5. *To buy, sell, import, export, distribute and otherwise deal in all kinds and varieties of cosmetics, health care products, oleoresins, beauty and skin care products, perfumes, colognes and tools related to beauty parlours and to act as a purchasers, sellers, blenders, makers, researchers and dealers in cosmetics, perfumes, scents, sprays, nail polish, fragrances, powders, lavenders, hair oils, herbals, creams, creams, ayurvedic and intermediates and their raw materials and to run retail operations in the following categories of business – beauty products and services, apparels and lifestyle products for betterment of body and beauty care.*

6. *To carry on, either directly or providing facilities for others, the business of manufacturers and traders, exporters and importers whether wholesale or retail of all kinds of stationery items, gifts, all kind of gift bags, Gift wrapping paper, Note books, fun books, learning books, Gift card, Gift tag, Gift envelope, soft toys, and other goods made of fabric, and all accessories related to above class of products.*

7. *To carry on the business of manufacturing, importing, exporting, and preparing garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description from or with Knitting, yearn, cloth fabric, weaving other such kinds of process by whatever name called.*

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the ten years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Nature of Amendment
December 5, 2016	Clause V of our Memorandum of Association was amended to reflect the change in our authorised share capital from ₹ 60,000,000 divided into 600,000 equity shares of ₹ 100 each to ₹ 60,000,000 divided into 6,000,000 equity shares of ₹ 10 each, pursuant to the sub-division of the equity shares of our Company.
	Clause V of our Memorandum of Association was amended to reflect the increase in our authorised share capital from ₹ 60,000,000 divided into 6,000,000 equity shares of ₹ 10 each to ₹ 1,200,000,000 divided into 120,000,000 equity shares of ₹ 10 each.
September 27, 2018	The title of Clause III(A) of our Memorandum of Association was replaced by the following: *"The objects to be pursued by the company on its incorporation are:-"*
	Clause III(A) of our Memorandum of Association, containing the main objects to be pursued by our Company, was amended to include the following sub-clauses: 2. *To carry on the business of manufacturers, dealers, merchants, importers, exporters, agents or otherwise to deal in footwear, footwear of all kinds, footwear components, footwear uppers, footwear upper parts, footwear soles of all kinds, nature and description, industrial boots, safety boots/shoes, military boots/shoes, sandals, moccasins, slippers, chappals or any component(s), part(s), pair of all kinds, nature and description for men, women and children, whether made of leather, PVC, plastic, rubber canvass, cloth or any such other material, whether natural synthetic or processed or partly of one material or partly of another or other whether man-made or natural or blended material(s).* 3. *To carry on the business of manufacturers, processors, producers, purchasers, sellers, exporters, importers, blenders, makers, researchers and otherwise deal in all kinds of perfumes, essential oils, scents, sprays, fragrances, cosmetics and other personal*

Date of Shareholders' resolution	Nature of Amendment
	convenience articles as well as related services thereon including intermediates and their raw materials. 4. *To carry on the business of manufacturers, traders, fabricators, exporters and importers of all kinds of bags including but not limited to purses, pouches, clutches and other similar items, including intermediates and their raw materials, and all accessories related to fashion & lifestyle products, whether man-made or natural or blended material(s), or otherwise to act as agents, sub-agents, wholesalers, retailers, representatives, commission agents, franchisers and dealers of all kinds of bags & accessories.*
	Clause III(B) of our Memorandum of Association, containing matters necessary for the furtherance of the main objects of our Company, was amended pursuant to the requirements of the Companies Act, 2013
	Clause III(C) of our Memorandum of Association was deleted, pursuant to the requirements of the Companies Act, 2013
	Clause IV of our Memorandum of Association was replaced by the following: *"The Liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."*
May 9, 2019	Clause II of our Memorandum of Association was amended to reflect the change in the location of our registered office from the state of Maharashtra to the state of Haryana.
July 17, 2020	Clause V of our Memorandum of Association was amended to reflect the increase in our authorised share capital from ₹ 1,200,000,000 divided into 120,000,000 equity shares of ₹ 10 each to ₹ 1,350,000,000 divided into 135,000,000 equity shares of ₹ 10 each.
February 11, 2022	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from 'BIBA Apparels Private Limited' to 'BIBA Apparels Limited', pursuant to the conversion of our Company into a public limited company.
March 15, 2022	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from 'BIBA Apparels Limited' to 'BIBA Fashion Limited'.
	Clause III(A) of our Memorandum of Association, containing the main objects to be pursued by our Company, was amended to include the following sub-clauses: 5. *To buy, sell, import, export, distribute and otherwise deal in all kinds and varieties of cosmetics, health care products, oleoresins, beauty and skin care products, perfumes, colognes and tools related to beauty parlours and to act as a purchasers, sellers, blenders, makers, researchers and dealers in cosmetics, perfumes, scents, sprays, nail polish, fragrances, powders, lavenders, hair oils, herbals, creams, creams, ayurvedic and intermediates and their raw materials and to run retail operations in the following categories of business – beauty products and services, apparels and lifestyle products for betterment of body and beauty care.* 6. *To carry on, either directly or providing facilities for others, the business of manufacturers and traders, exporters and importers whether wholesale or retail of all kinds of stationery items, gifts, all kind of gift bags, Gift wrapping paper, Note books, fun books, learning books, Gift card, Gift tag, Gift envelope, soft toys, and other goods made of fabric, and all accessories related to above class of products.* 7. *To carry on the business of manufacturing, importing, exporting, and preparing garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description from or with Knitting, yearn, cloth fabric, weaving other such kinds of process by whatever name called.*

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2004	First exclusive store opened in Mumbai
2007	Investment in our Company by Future Capital Holdings Limited
2007	Implementation of an ERP to support our expansion
2011	Commenced the sale of kids wear products, which are sold under our brand, BIBA Girls
2012	Commenced business with e-retailer Myntra
2013	Investment in our Company by Highdell, an affiliate of Warburg Pincus Group, and Faering Capital India Evolving Fund
2014	Launched our e-commerce platform
2015	Launched Rangriti, our value fashion brand
2018	Launched our footwear and jewellery range of products
2019	Expanded internationally, entering into an agreement to sell our products in Canada
2020	Entered into an agreement to sell our products in Nepal
2021	Share of revenue from operations from e-commerce increased to 37% in Fiscal 2021 from 19% in Fiscal 2019
2021	Number of exclusive brand outlets set up by our Company reached 427

Awards, accreditations or recognitions

The following are the key awards, accreditations and recognitions received by our Company:

Calendar Year	Particulars
2004	Best ladies ethnic brand at the Shoppers' Stop Pinnacle Awards 2004
2013	Best brand – ladies ethnic wear at the Shoppers Stop Pinnacle Awards 2013
2021	Capability award for best brand loyalty marketing campaign at the ACEF Asian Leaders Forum & Awards
2022	Bronze award in the retail & e-tail category at the 2022 DMA Asia Echo awards
2022	IMAGES most admired fashion brand of the year: women's Indian wear award at the 21st Annual IMAGES Fashion Awards
2022	Best customer experience campaign award at the 2nd edition of the Martech Leadership Awards

Launch of key products or services, entry or exit in new geographies

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the location of plants see "*– Major Events and Milestones of our Company*" and "*Our Business*" on pages 181 and 153 respectively.

Financial or strategic partners

Our Company does not have any financial or strategic partners as on the date of filing this Draft Red Herring Prospectus.

Time or cost overruns

There have been no time or cost overruns pertaining in the setting up of projects by our Company since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. The tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured. For further details about our financing arrangements, see "*Financial Indebtedness*" on page 340.

Revaluation of assets

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries and Associate

As on the date of this Draft Red Herring Prospectus, our Company has two Subsidiaries, namely IMA Clothing Private Limited and BIBA Apparels Trading L.L.C and one Associate, namely Anjuman Brand Designs Private Limited. The details of our Subsidiaries are as follows:

1. IMA Clothing Private Limited ("IMA")

Corporate information

IMA was incorporated as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 3, 2012, issued by the RoC, and bears the corporate identification number U18109DL2012PTC241536. Its registered office is situated at Ground Floor, House No – 60, Ring Road, Lajpat Nagar – 3, New Delhi 110024, India.

Nature of business

IMA is not currently engaged in any business.

Capital structure:

The authorised share capital of IMA is ₹ 38,100,000 divided into 3,010,000 equity shares of ₹ 10 each and 800,000 preference shares of ₹ 10 each. The issued, subscribed and paid-up share capital of IMA is ₹ 25,204,080 divided into 20,408 class A equity shares of ₹ 10 each, 1,700,000 class B equity shares of ₹ 10 each and 800,000 preference shares of ₹ 10 each.

Shareholding pattern

The equity shareholding pattern of IMA as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Class A equity shares (with voting rights)		
Manish Arora	4,898	0.29
Deepak Bhagwani	4,898	0.29
BIBA Fashion Limited	10,408	0.60
Maple Capital Advisors Private Limited	204	0.01
Class B equity shares (with no voting rights)		
BIBA Fashion Limited	1,700,000	98.81
Total	**1,720,408**	**100**

The preference shareholding pattern of IMA as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of preference shares	Percentage of the issued and paid-up preference share capital (%)
BIBA Fashion Limited	800,000	100
Total	**800,000**	**100**

2. Biba Apparels Trading L.L.C ("Biba L.L.C")

Corporate information

Biba L.L.C was incorporated as a single owner limited liability company on October 10, 2021, under the laws of Dubai. Its registration number is 1613851. Its registered office is situated at L1/0015 Burjuman Retail, Burjman, Dubai.

Nature of business

Biba L.L.C is currently engaged in the sale of branded readymade designer apparels and accessories.

Capital structure

The authorised share capital of Biba L.L.C is AED 100,000 divided into 100 shares of AED 1,000 each. Its issued, subscribed and paid-up share capital of Biba L.L.C is AED 100,000 divided into 100 shares of AED 1,000 each.

Shareholding pattern

The shareholding pattern of Biba L.L.C as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of shares	Percentage of the issued and paid-up share capital (%)
BIBA Fashion Limited	100	100
Total	**100**	**100**

Accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company in the Restated Consolidated Summary Statements as per applicable accounting standards.

Business interest in our Company

Other than as mentioned in this section, and in *"Other Financial Information - Related Party Transactions"*, our Subsidiaries or Associate have no business interests in our Company.

Common pursuits

Our Subsidiary, Biba L.L.C, and our Associate are currently engaged in businesses similar to that of our Company. Our Subsidiary, IMA, is currently not engaged in any business but is authorised by its memorandum of association to engage in business similar to that of our Company. Our Company will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise between our Company, our Subsidiaries and our Associate.

Confirmations

Neither our Subsidiaries nor our Associate are listed on any stock exchange in India or abroad.

Further, the securities of our Subsidiaries have not been refused listing by any stock exchange in India or abroad, nor has our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad, to the extent applicable.

Details regarding acquisition or divestment of business or undertakings

Except as disclosed below, there have been no material acquisitions or divestments of business or undertakings by our Company in the last 10 years:

Investment in Anjuman Brand Designs Private Limited ("Anjuman")

Our Company entered into an investment agreement dated September 25, 2014, with Anjuman (a company engaged in the design, manufacture and sale of garments), Anju Modi (the promoter of Anjuman) and Kamesh Khaitan (such investment agreement, the **"Investment Agreement"**). Pursuant to the Investment Agreement, our Company agreed to acquire (i) 190,474 equity shares of Anjuman, from Anjuman, for a consideration of ₹ 15.00 million, (ii) 200 fully convertible debentures bearing 11% interest rate (**"FCDs"**) from Anjuman, from Anjuman, for a subscription price of ₹ 20.00 million, which our Company agreed to mandatorily convert into equity shares on September 30, 2017, and (iii) 342,853 equity shares of Anjuman, from Anju Modi, for a consideration of ₹ 27.00 million. Pursuant to the Investment Agreement, our Company is entitled to nominate one director to the board of directors of Anjuman, where the board comprises three directors, or two directors to the board of directors of Anjuman, where the board comprises seven directors. For as long as our Company holds at least 10% of the share capital of Anjuman, no action or decision relating to various reserved matters, including approval of Anjuman's business plans, any capital expenditure or indebtedness, or amendments to the memorandum of association or articles of association or Anjuman, shall be taken without our prior written consent. Further, our Company has a right of first refusal and tag along rights in relation to sale of equity shares by Anju Modi to any third party, as well as pre-emption and anti-dilution rights.

Investment in IMA Clothing Private Limited ("IMA")

Our Company entered into a joint venture and shareholders agreement dated September 17, 2012, with Manish Arora, Deepak Bhagwani, IMA and Maple Capital Advisors Private Limited (**"Maple"**) (such agreement, the "**JVSA"**), as amended by the addendum to the joint venture and shareholders agreement dated March 22, 2014, ("**Addendum"**) and the amendment to the joint venture and shareholders agreement dated April 10, 2015 (**"Amendment"**).

Pursuant to the JVSA, our Company agreed to acquire 51% stake in IMA and invest up to a total amount of ₹ 27.00 million in IMA, in four tranches as follows: (i) our Company agreed to subscribe to 10,408 class A shares and 1,300,000 class B shares for an amount of ₹ 15.00 million in the first tranche, (ii) our Company agreed to subscribe to 400,000 class B shares for an amount of ₹ 4.00 million in the second tranche, (iii) our Company agreed to subscribe to 400,000 class B shares for an amount of ₹ 4.00 million in the third tranche, and (iv) our Company agreed to subscribe to 400,000 class B shares for an amount of ₹ 4.00 million in the fourth tranche.

Pursuant to the JVSA, our Company has a right of first refusal in the event that the promoters of IMA or Maple sell their class A or class B shares in IMA at any time after the lock-in period specified in the JVSA. Further, in the event that either the promoters of IMA or Maple sell their shares, our Company shall have tag along rights in respect of such sale, as set out under the JVSA. The promoters of IMA are entitled to exercise a right of first refusal in respect of any sale of shares by us after the lock-in period specified in the JVSA, as well as tag along rights in respect of any sale of shares by us. Further, as long as the promoters of IMA and our Company hold 30% of the class A shares, no resolution shall be passed in respect of certain reserved matters, including the appointment or removal of directors, acquisition of new business or re-purchase or buy-back of shares, unless at least one director nominated to the board by us and one director nominated to the board by the promoters of the IMA vote in favour of such resolution.

Pursuant to the Addendum, we are entitled to nominate two directors to the board of directors of IMA. Our representation on the board of IMA is required to be in equal proportion to the representation of IMA's promoters on the board of IMA. Further, pursuant to the Amendment, IMA agreed to issue non cumulative convertible preference shares to our Company, instead of class B equity shares as previously agreed under the JVSA. Further, IMA agreed to convert such non cumulative convertible preferences shares into class B equity shares, upon becoming compliant with the provisions of the Companies Act, 2013, and the rules thereunder in relation to the issuance of shares with differential rights.

Mergers or amalgamation

Our Company has not been party to any merger or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus.

Shareholders' agreements

Details of subsisting shareholder's agreements among our shareholders *vis-a-vis* our Company, which our Company is aware of, as on the date of this Draft Red Herring Prospectus, are provided below:

Share purchase and subscription agreement dated September 14, 2013, entered into by and between our Company, Highdell Investment Ltd ("Highdell"), Faering Capital India Evolving Fund ("Faering", and together with Faering, the "Investors"), our Promoters and Future Lifestyle Fashions Limited ("Future Lifestyles", and together with our Company, the Investors and our Promoters, the "Parties") (such agreement, the "SPSA")

Pursuant to the SPSA, the Investors agreed to subscribe to shares of our Company, and acquire shares of our Company from Meena Bindra and Future Lifestyles in the following manner: (i) Highdell agreed to acquire 109,884 equity shares of face value ₹ 100 of our Company from Future Lifestyles for a total consideration of ₹ 2,224.82 million, (ii) Faering agreed to acquire 11,229 equity shares of face value ₹ 100 of our Company from Future Lifestyles for a total consideration of ₹ 251.26 million, (iii) Highdell agreed to acquire 21,307 equity shares of face value ₹ 100 of our Company from Meena Bindra for a total consideration of ₹ 431.40 million, (iv) Faering agreed to acquire 2,178 equity shares of face value ₹ 100 of our Company from Meena Bindra for a total consideration of ₹ 48.73 million, (v) our Company caused Priyanka Chawla to sell 200 equity shares of face value ₹ 100 of our Company to Highdell for a consideration of ₹ 4.05 million, in accordance with certain terms and conditions, and (vi) Faering agreed to subscribe to 8,938 equity shares of face value ₹ 100 of our Company for a consideration of ₹ 200.00 million, resulting in Highdell agreeing to acquire a total of 131,391 equity shares of face value ₹ 100, and Faering agreeing to subscribe to a total of 22,345 equity shares of face value ₹ 100, constituting 27.45% and 4.67% of the share capital of our Company.

Shareholders agreement dated September 14, 2013, entered into by and between our Company, Highdell Investment Ltd ("Highdell"), Faering Capital India Evolving Fund ("Faering", and together with Faering, the "Investors") and our Promoters (collectively, the "Parties", and such agreement, the "SHA"), as amended by the amendment agreement dated April 11, 2022 entered into by and between the Parties

Pursuant to the acquisition and subscription of shares by Highdell and Faering in accordance with the share purchase and subscription agreement dated September 14, 2013 ("**SPSA**"), our Company, Highdell, Faering and our Promoters entered into the SHA to define their relationship as shareholders of our Company.

Pursuant to the SHA, our Board is required to comprise of upto six directors, where (i) Highdell is entitled to nominate one director as long as it held at least 10% of the share capital of our Company, (ii) Faering is entitled to nominate one director for a period of three years from the completion date set out under the SPSA or until its shareholding in our Company fell below 3%, whichever is earlier, and (iii) our Promoters are entitled to nominate four directors to the Board, including Meena Bindra as the chairperson of our Company and Siddharath Bindra as the Managing Director of our Company. Highdell is entitled to appoint its nominee director to any committee(s) formed by the Board. As long as Highdell held the threshold number of shares set out in the SHA, no resolution or action in respect of certain reserved matters, including, with respect to our Company and subsidiary, amendments to the memorandum of association or articles of association, changes in name, or increase in share capital, was to be taken without the prior written consent of, or an affirmative vote from, our Promoters and Highdell. Further, with respect to all equity shares held by Highdell in excess of 24.50% of the share capital of our Company, Highdell was required to abstain from casting any votes on such shares, and our Promoters were entitled to exercise voting rights in respect of such shares.

The Parties were restricted from transferring their shares except in the manner set out in the SHA. Pursuant to the SHA, Highdell and Faering were entitled to exercise rights including (i) tag along rights, in respect of certain transfers of shares by our Promoters, and (ii) pre-emptive rights in relation to any dilution pursuant to the issue of instruments by our Company.

The SHA further sets out an upside sharing arrangement, pursuant to which Highdell and Faering have agreed to share a percentage of the incremental cash receipts in excess of the pre-determined thresholds set out under the SHA received by them in relation to their respective shareholding in our Company, with our Promoters. Each of Highdell and Faering shall issue the requisite binding and irrevocable fund transfer instructions for the transfer of the payments in relation to this upside sharing arrangement, to our Promoters prior to the listing and trading of equity shares of the Company pursuant to the Offer, and following the receipt of the final listing and trading approvals from the relevant stock exchanges, in the manner mutually agreed among the Promoters and the Investors.

Following the listing of the Equity Shares on the Stock Exchanges pursuant to the completion of the Offer, there shall be no special rights available to any of the Shareholders, except for Highdell's right to nominate a director to the Board of our Company subject to Highdell holding at least 10% of the share capital of our Company, which will be subject to the approval of the shareholders of our Company by way of a special resolution, immediately following the listing of the Equity Shares on a recognised stock exchange pursuant to the Offer. This right is not prejudicial or adverse to the interests of minority / public shareholders.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee

Except as set out above, none of our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Guarantees given by our Promoter Selling Shareholder

As on the date of this Draft Red Herring Prospectus, our Promoter Selling Shareholder has not given any guarantees to third parties.

Other agreements

Agreement dated March 18, 2021, between our Company and Rohit Bal Designs Private Limited ("RBDPL", and such agreement, the "RB Agreement")

Our Company entered into the RB Agreement with RBDPL, whose director Rohit Bal is a designer engaged in the design of clothes, and the absolute owner of the 'Rohit Bal' mark. Pursuant to the RB Agreement, Rohit Bal will design an exclusive collection of designs for our Company, to be marketed by our Company under the name 'BIBA by Rohit Bal'. In accordance with the RB Agreement, Rohit Bal is required to design pre-specified number of sets of churidar-kurta-dupattas and sarees for each season specified in the RB Agreement, and will receive fees in the manner set out under the RB Agreement. Pursuant to the RB Agreement, all designs generated by Rohit Bal for our Company will belong exclusively to, and remain the absolute property of, our Company. Further, Rohit Bal shall not enter into similar arrangements with any third party during the subsistence of the RB Agreement, or sell similar or identical designs to any competing retail brands of our Company at any point of time. The RB Agreement shall expire on September 30, 2024, and our Company is only permitted to market and sell garments or apparel under the label 'BIBA by Rohit Bal' during the period for which the RB Agreement is force. However, our Company has the right to sell unsold inventory with the label 'BIBA by Rohit Bal' for a period of one year after the termination of the RB Agreement, and without the label 'BIBA by Rohit Bal' for a further period of one year.

Except as disclosed in *"- Shareholders' agreements"* and *"- Details regarding acquisition or divestment of business or undertakings"* on pages 185 and 184 respectively, and except as disclosed above, our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business. Additionally, there are no other inter-se agreements or arrangements, deeds of assignment, acquisition agreements or other agreements of similar nature, and no other clauses or covenants which are material and which need to be disclosed or which are, in each case, adverse/ pre-judicial to the interest of minority / public shareholders.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than 15 Directors, provided that our Shareholders may appoint more than 15 Directors after passing a special resolution in a general meeting. As on the date of filing this Draft Red Herring Prospectus, we have six Directors on our Board, of whom three are Independent Directors, and of whom two are woman Directors, including one woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Siddharath Bindra *Designation*: Managing Director *Date of birth*: October 4, 1974 *Address*: F-4, Ansal Villas, Near CKSM Public School, Satbari, Chattarpur, Hauz Khas, South Delhi, Delhi – 110074 India *Occupation*: Business *Current term*: For a period of 5 years, commencing from March 1, 2018 to February 28, 2023 and liable to retire by rotation *Period of directorship*: Director since October 20, 2004* *DIN*: 01680498	47	*Indian Companies:* 1. Meena Agritech Private Limited 2. Khattar Estates Private Limited 3. Kaveri Tradex Private Limited 4. Somany Ceramics Limited *Foreign Companies:* Nil
Meena Bindra *Designation*: Executive Director *Date of birth*: June 16, 1943 *Address*: F-4, Ansal Villa, Satbari, Chattarpur, Hauz Khas, South Delhi, Delhi - 110074 India *Occupation*: Business *Current term*: Since March 10, 2022, and liable to retire by rotation *Period of directorship*: Director since July 10, 2002 *DIN*: 01627149	78	*Indian Companies:* 1. Meena Agritech Private Limited *Foreign Companies:* Nil

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Anish Kumar Saraf *Designation*: Non-Executive Director (*nominee of Highdell*) *Date of birth*: October 30, 1977 *Address*: B-3002, 30th floor, Raheja Vivarea, Sane Guruji Marg, Jacob Circle, Mumbai, Maharashtra - 400011 *Occupation*: Service *Current term*: For a period commencing from May 1, 2019, until such nomination is revoked by Highdell *Period of directorship*: Director since May 1, 2019 *DIN*: 00322784	44	*Indian Companies:* 1. Warburg Pincus India Private Limited 2. PRL Developers Private Limited 3. Kalyan Jewellers India Limited 4. R Retail Ventures Private Limited 5. Parksons Packaging Limited 6. PVR Limited 7. Imagine Marketing Limited 8. Medplus Health Services Limited 9. Good Host Spaces Private Limited *Foreign Companies:* Nil
Gagan Makar Singh *Designation*: Independent Director *Date of birth*: September 24, 1954 *Address*: 422, The Magnolias, DLF Golf Links, Golf Course Road, DLF Phase 5, Galleria DLF-IV, Gurgaon, Haryana – 122009 *Occupation*: Professional *Current term*: For a period of five years, commencing on March 10, 2022 *Period of directorship*: Director since March 10, 2022 *DIN*: 01097014	67	*Indian Companies:* 1. TIMEX Group of India Limited 2. Future Retail Limited *Foreign Companies*: Nil
Pradeep Banerjee *Designation*: Independent Director *Date of birth*: October 19, 1958 *Address*: D-507, Ashok Towers, Dr. S. S. Rao Road, Near ITC Grand Central Hotel, Parel, Mumbai, Maharashtra – 400012 *Occupation*: Service *Current term*: For a period of five years, commencing on March 10, 2022 *Period of directorship*: Director since March 10, 2022 *DIN*: 02985965	63	*Indian Companies:* 1. Chambal Fertilisers and Chemicals Limited 2. Jubilant Ingrevia Limited 3. Whirlpool of India Limited 4. Gabriel India Limited 5. Parksons Packaging Limited 6. Stellar Value Chain Solutions Private Limited *Foreign Companies*: Nil
Saurabh Modi *Designation*: Independent Director *Date of birth*: February 20, 1975	47	*Indian Companies:* 1. Laxmi Marble and Granite Private Limited 2. Oriental Talc Products Private Limited 3. Neerja Education and Hospitality Management Services Private Limited

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Age (years)	Other directorships
Address: D-46-B, Malviya Marg, C-Scheme, Jaipur, Rajasthan – 302001 *Occupation*: Business *Current term*: For a period of five years, commencing on March 10, 2022 *Period of directorship*: Director since March 10, 2022 *DIN*: 00906630		*Foreign Companies*: Nil

**As per the records available on the website of the Ministry of Corporate Affairs, the date of appointment of Siddharath Bindra is July 10, 2002. Our Company filed an application with the Registrar of Companies, Delhi and Haryana at New Delhi, for the correction of the same.*

Brief profiles of our Directors

Siddharath Bindra is the Managing Director on the Board of our Company. He has been a director on our Board since October 20, 2004. He holds a bachelor's degree in commerce from the University of Bombay. He has completed the 'Futures, Options and Financial Derivatives' and 'Capital Markets and Investments' courses from Harvard University. He has 25 years of experience in the textile, apparel and retail industry. He has extensive expertise in sourcing, designing, retailing and establishing distribution channel partnerships. He holds several leadership positions in the industry and is the President (North India) of the Clothing Manufacturers Association of India (CMAI) and a member of the National Council of the Retailers Association of India. He is serving as an Independent Director on the board of Somany Ceramics Limited since May 26, 2019. In 2018, he was awarded the title of 'The Tycoons of Tomorrow' by Forbes India.

Meena Bindra is the founder of our Company and an Executive Director on the Board of our Company. She has been a director on our Board since incorporation. In our Company, she is involved in strategic planning, conceptualization, design and production development. She has over 34 years of experience in the apparel sector. She holds a bachelor's degree in arts (pass) from Miranda College, University of Delhi. She has been awarded the 'Lifetime Achievement Award' by CMAI and Franchise India for her contribution to the growth of the apparel industry in India.

Anish Kumar Saraf is a Non-Executive Director on the Board of our Company. He holds a post graduate diploma in management from the Indian Institute of Management, Ahmedabad and is a qualified chartered accountant with the Institute of Chartered Accountants of India. He has been associated with Warburg Pincus India Private Limited since 2006, where he currently holds the position of managing director.

Gagan Makar Singh is an Independent Director on the Board of our Company. She is a fellow member of the Institute of Chartered Accountants of India, and has passed the final examination held by the Institute of Cost and Works Accountants of India. She has been associated with DCM Benetton India Limited (as a managing director), Jones Lang LaSalle (as a deputy chief executive officer, India), Genesis India (as a finance officer), Ranbaxy Laboratories Limited and Soaltee Hotel Limited (as a group vice president finance).

Pradeep Banerjee is an Independent Director on the Board of our Company. He holds a bachelor of technology degree in chemical engineering from the Indian Institute of Technology, Delhi. He has previously been associated with Hindustan Unilever Limited for over 40 years, where he held a series of positions such as an executive director (supply chain), vice president-technical (home and personal care), vice president-global supply chain for personal care category, vice president for global procurement and a director of the company.

Saurabh Modi is an Independent Director on the Board of our Company. He holds a bachelor's degree in commerce from the University of Mumbai, and a master's degree in commerce from the University of Mumbai. He is an entrepreneur with approximately 25 years of experience in management of businesses in various industries, including mining and education. He has previously served as the managing director of Supreme Marble & Granite Limited, and a director of Neerja Education Management Services and Oriental Talc Products Private Limited. He is the founder chairman of Shri Modi Shikshan Sansthan, a non-profit society that operates Neerja Modi School.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationships between our Directors and Key Managerial Personnel

Except for Meena Bindra and Siddharath Bindra, being mother and son, respectively, none of our Directors are relatives (as defined in the Companies Act, 2013) of each other or of any of our Key Managerial Personnel.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Other than Anish Kumar Saraf, nominated on our board by Highdell, pursuant to the SHA, none of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others. For further details, see "*History and Certain Corporate Matters – Shareholders' agreements*" on page 185.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a resolution of our Shareholders dated March 15, 2022, our Board is authorised to borrow money by way of term loans, fund based, non-fund based credit facilities, working capital facilities or any other kind of financial assistance, whether secured or unsecured, granted by banks and financial institutions or otherwise, subject to an overall limit of ₹ 3,000.00 million.

Terms of appointment of our Directors

a) **Terms of employment of our Executive Directors**

Siddharath Bindra, Managing Director

Siddharath Bindra was reappointed as the Managing Director of our Company pursuant to the resolution passed by our Board on January 16, 2018, for a period of 5 years with effect from March 1, 2018. He is, currently, eligible for the remuneration from our Company in accordance with the Board resolution dated November 29, 2021 and the resolution of our shareholders approved in their annual general meeting held on November 29, 2021. The details of the remuneration that he is entitled to, and the other terms of his employment are enumerated below:

- Salary of ₹ 48 million per annum, inclusive of the perquisites, allowance that may be provided to him plus reimbursement of expenses as may be incurred by him on behalf of the Company;
- 5% annual increment on the consolidated salary; and
- Commission of 0.5% of net profit.

***Meena Bindra*, Executive Director**

Meena Bindra was reappointed as an Executive Director of our Company pursuant to the resolution passed by our Board on March 10, 2022, and the resolution passed by our Shareholders on March 15, 2022. She is currently eligible for remuneration from our Company in accordance with the Board resolution dated March 10, 2022. The details of the remuneration that she is entitled to and the other terms of her employment are enumerated below:

- Salary of ₹ 9 million per annum, inclusive of the perquisites and allowance that may be provided to her plus reimbursement of expenses as may be incurred by her on behalf of the Company.

b) **Sitting fees and commission to Non-Executive Director and Independent Directors**

Pursuant to separate resolutions of our Board each dated March 10, 2022, Gagan Makar Singh, Pradeep Banerjee and Saurabh Modi, our Independent Directors, are entitled to receive consolidated remuneration of ₹ 1.80 million each, inclusive of sitting fees plus reimbursement of expenses as may be incurred by them on behalf of our Company. They are each entitled to receive sitting fees of ₹ 0.08 million for attending each meeting of the Board and Audit Committee, and ₹ 0.05 million for attending each meeting of any other committee constituted by our Board. The remaining amount, other than the sitting fees paid for each meeting, is payable as commission at the end of each year.

Except as disclosed above, our Company has not entered into any contract appointing or fixing the remuneration of a Director, whole-time Director, or manager in the two years preceding the date of this Draft Red Herring Prospectus.

Payments or benefits in kind to our Directors

a) **Executive Directors**

The table below sets forth the details of the gross remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) of our Executive Directors for the Fiscal 2022:

Sr. No.	Name of the Executive Director	Remuneration for Fiscal 2022 (in ₹ million)#
1.	Siddharath Bindra	38.67*
2.	Meena Bindra	9.59

** Does not include the commission of 0.5% of the net profit of the Company for Fiscal 2022 that may be payable to him as per his terms of appointment.*
 # Includes provident fund and excludes provision for future liability in respect of gratuity which is based on actuarial valuation done for the Group as a whole.

b) **Non-Executive Directors**

The table below sets forth the details of the gross remuneration (including sitting fees, commission and perquisites, professional fee, consultancy fee, if any) of our Independent Directors for the Fiscal 2022:

Sr. No.	Name of the Independent Director	Remuneration for Fiscal 2022 (in ₹ million)
1.	Pradeep Banerjee	0.08
2.	Gagan Makar Singh	0.15
3.	Saurabh Modi	0.15

Apart from the above, there is no remuneration payable by our Company to its non-executive directors for Fiscal 2022.

Remuneration paid or payable to our Directors by our Subsidiaries or Associate:

No remuneration has been paid to our Directors by any of our Subsidiaries or Associate in Fiscal 2022.

Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our Directors

Except as set out in "*– Terms of appointment of our Directors*" on page 191, our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors as on date of this Draft Red Herring Prospectus:

Name	No. of Equity Shares	Percentage of the pre-Offer paid up share capital (%)	Percentage of the post-Offer paid up share capital (%)*
Siddharath Bindra	56,501,213	45.18%	[•]
Meena Bindra	6,478,633	5.18%	[•]
Saurabh Modi	1,125,000	0.90%	[•]

***** *Subject to finalisation of Basis of Allotment.*

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees and commission, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration, commission and reimbursement of expenses, if any, payable to them by our Company. Meena Bindra and Siddharath Bindra may be deemed to be interested to the extent of remuneration paid to them for services rendered as officers of our Company. For further details, see "*Other Financial Information – Related Party Transactions*" on page 300. Further, Siddharath Bindra may be deemed to be interested to the extent of the payments made by our Company pursuant to the lease agreement entered into by our Company with Siddharath Bindra, dated January 10, 2020 for the property located at D-2001, 20th Floor, Tower D, Presidia, Sector 62, Gurugram, Haryana.

Our Directors may be interested to the extent of Equity Shares and employee stock options, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For further details, please see "*– Shareholding of Directors in our Company*" on page 192.

Except to the extent of the sale of Equity Shares by Meena Bindra in the Offer for Sale, there is no material existing or anticipated transaction whereby our Directors will receive any portion of the proceeds from the Offer.

As on the date of this Draft Red Herring Prospectus, except for Siddharath Bindra and Meena Bindra, who are the Promoters of our Company, none of our other Directors are interested in the promotion of our Company. For further details, see "*Our Promoters and Promoter Group*" on page 206.

Our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Other confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our Directors in the last three years:

Name	Designation (at the time of appointment / change in designation / cessation)	Date of appointment / change in designation / cessation	Reason
Vishal Kashyap Mahadevia	Non-Executive Director	April 29, 2019	Cessation of directorship due to nomination being withdrawn by appointing authority.
Anish Kumar Saraf	Non-Executive Director	May 1, 2019	Appointment as a Non-Executive Director (Nominee of Highdell)
Sameer Mohan Shroff	Non-Executive Director	February 8, 2022	Cessation of directorship due to pre-occupancy in other assignments.
Gagan Makar Singh	Additional Independent Director	March 10, 2022	Appointment as Additional Independent Director
Pradeep Banerjee	Additional Independent Director	March 10, 2022	Appointment as Additional Independent Director
Saurabh Modi	Additional Independent Director	March 10, 2022	Appointment as Additional Independent Director

Note: *This table does not include details of regularisations of additional Directors.*

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof.

As on the date of filing this Draft Red Herring Prospectus, we have six Directors on our Board, of whom three are Independent Directors, and of whom two are woman Directors, including one woman Independent Director.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board committees:

(a) Audit Committee
(b) Nomination and Remuneration Committee
(c) Stakeholders' Relationship Committee
(d) Corporate Social Responsibility Committee
(e) Risk Management Committee

For purposes of the Offer, our Board has also constituted an IPO Committee.

(a) Audit Committee

The Audit Committee was constituted by a resolution of our Board dated March 10, 2022. It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Gagan Makar Singh	Chairperson	Independent Director
Saurabh Modi	Member	Independent Director
Siddharath Bindra	Member	Managing Director

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference

- to seek information from any employee
- to obtain outside legal or other professional advice
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

B. Role of Audit Committee

(1) oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible

(2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor of our Company and the fixation of the audit fee

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors

(4) formulation of a policy on related party transactions, which shall include materiality of related party transactions

(5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given

(6) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

b. Changes, if any, in accounting policies and practices and reasons for the same

c. Major accounting entries involving estimates based on the exercise of judgment by management

d. Significant adjustments made in the financial statements arising out of audit findings

e. Compliance with listing and other legal requirements relating to financial statements

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report.

(7) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval

(8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter

(9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process

(10) approval of any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed

(11) approval of related party transaction to which the subsidiary is a party

(12) scrutiny of inter-corporate loans and investments

(13) valuation of undertakings or assets of our Company, wherever it is necessary

(14) evaluation of internal financial controls and risk management systems

(15) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

(16) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit

(17) discussion with internal auditors of any significant findings and follow up there on

(18) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board

(19) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern

(20) recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services

(21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

(22) reviewing the functioning of the whistle blower mechanism

(23) monitoring the end use of funds raised through public offers and related matters

(24) overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases

(25) approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate

(26) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision

(27) to formulate, review and make recommendations to the Board to amend the terms of reference of the Audit Committee from time to time

(28) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on our Company and its shareholders; and

(29) carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
- Management letters / letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses
- The appointment, removal and terms of remuneration of the chief internal auditor; and

- Statement of deviations in terms of the SEBI Listing Regulations
  a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
  b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.
- Review the financial statements, in particular, the investments made by any unlisted subsidiary
- Such information as may be prescribed under the Companies Act and the SEBI Listing Regulations

The Company Secretary of our Company shall serve as the secretary of the Audit Committee.

The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution of our Board dated March 10, 2022. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Saurabh Modi	Chairman	Independent Director
Gagan Makar Singh	Member	Independent Director
Pradeep Banerjee	Member	Independent Director

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013, read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees.

(2) The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of our Company and its goals.

(3) For every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates

(4) Formulation of criteria for evaluation of independent directors and the Board

(5) Devising a policy on Board diversity

(6) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director)

(7) Analysing, monitoring and reviewing various human resource and compensation matters;

(8) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

(9) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors

(10) Recommending to the board, all remuneration, in whatever form, payable to non-executive directors and the senior management and other staff, as deemed necessary

(11) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time

(12) Reviewing and approving our Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws

(13) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable

(14) Administering the employee stock option scheme/plan approved by the Board and shareholders of our Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:

i. Determining the eligibility of employees to participate under the ESOP Scheme
ii. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate
iii. Date of grant
iv. Determining the exercise price of the option under the ESOP Scheme
v. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct
vi. The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period
vii. The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee
viii. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period
ix. The grant, vest and exercise of option in case of employees who are on long leave
x. Allow exercise of unvested options on such terms and conditions as it may deem fit
xi. The procedure for cashless exercise of options
xii. Forfeiture/ cancellation of options granted
xiii. Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

  - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action
  - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(15) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of our Company in accordance with the terms of such scheme/plan and any agreements

defining the rights and obligations of our Company and eligible employees under the ESOP scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP scheme

(16) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.

(17) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the SEBI Listing Regulations, as amended or by any other applicable law or regulatory authority.

The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated March 10, 2022. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Gagan Makar Singh	Chairperson	Independent Director
Pradeep Banerjee	Member	Independent Director
Siddharath Bindra	Member	Managing Director

The scope and function of the Stakeholders' Relationship Committee is in accordance with Regulation 20 of the SEBI Listing Regulations. Its terms of reference are as follows:

(1) Resolving the grievances of the security holders of our Company including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders

(2) Review of measures taken for effective exercise of voting rights by shareholders

(3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities

(4) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time

(5) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services

(6) Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders

(7) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the committee by the Board of Directors from time to time

(8) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities

(9) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of our Company

(10) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority; and

(11) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by a resolution of our Board dated June 12, 2014. It was most recently reconstituted by a resolution of our Board dated March 10, 2022. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Siddharath Bindra	Chairman	Managing Director
Pradeep Banerjee	Member	Independent Director
Saurabh Modi	Member	Independent Director

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013. Its terms of reference are as follows:

1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board

2) identify corporate social responsibility policy partners and corporate social responsibility policy programmes

3) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (1) and the distribution of the same to various corporate social responsibility programs undertaken by our Company

4) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities

5) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes

6) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time

7) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

(a) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

(b) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

(c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(d) monitoring and reporting mechanism for the projects or programmes;

(e) details of need and impact assessment, if any, for the projects undertaken by our Company;

8) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

(e) Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board dated March 10, 2022. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations. The current constitution of the Risk Management Committee is as follows:

Name of Director	Position in the Committee	Designation
Siddharath Bindra	Chairman	Managing Director
Saurabh Modi	Member	Independent Director
Gagan Makar Singh	Member	Independent Director

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee shall be responsible for, among other things, the following:

1) To formulate a detailed risk management policy which shall include:

i. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.

ii. Measures for risk mitigation including systems and processes for internal control of identified risks.

iii. Business continuity plan.

2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.

5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

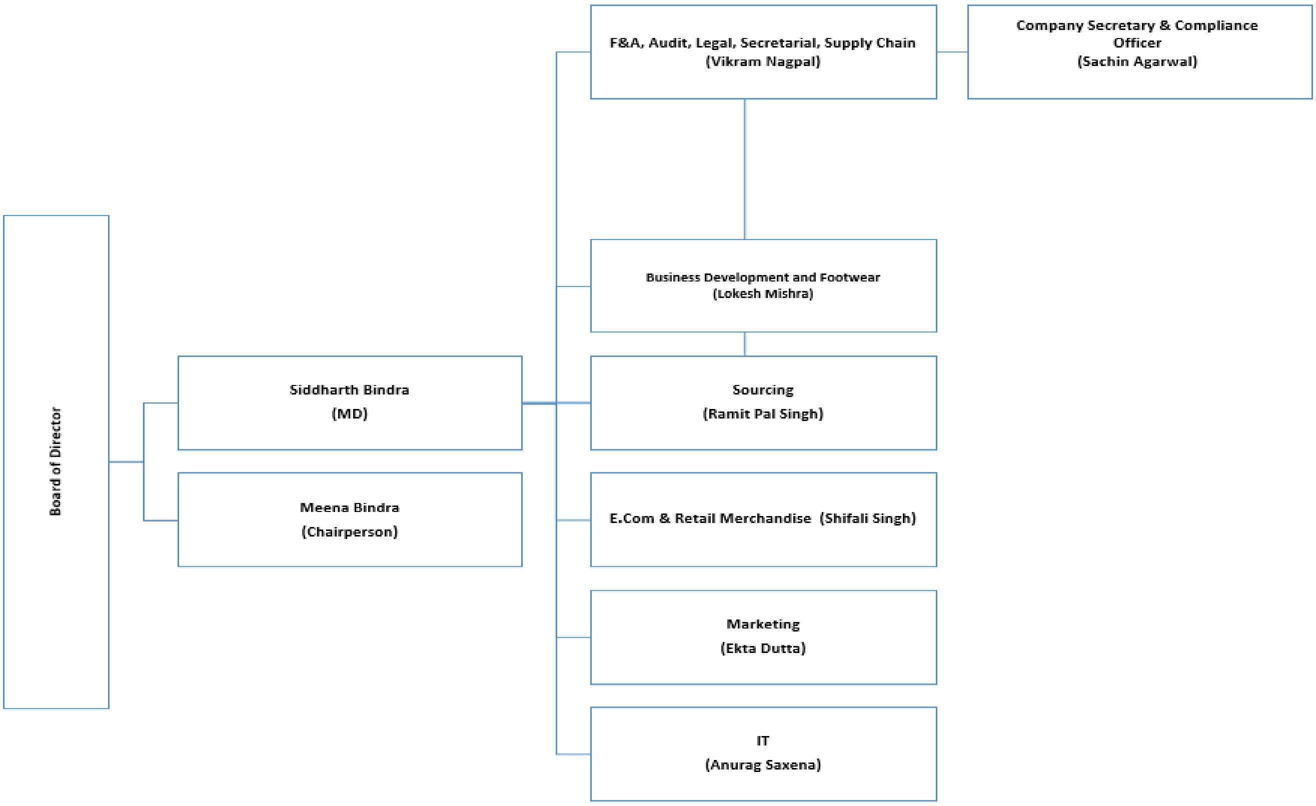
7) The Risk Management committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

8) The Risk Management committee shall have powers to seek information from any employee, obtain outside

legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

9) Perform such other activities as may be delegated by the Board or specified / provided under the SEBI Listing Regulations, as amended or under any other applicable law or by any regulatory authority.

Management organization chart



Key Managerial Personnel

In addition to Siddharath Bindra and Meena Bindra, the Managing Director and Executive Director of our Company, whose details are provided in "– *Brief profiles of our Directors*" on page 190, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

1. **Vikram Nagpal** is the Chief Financial Officer of our Company. He has been associated with our Company since October 15, 2020 and was appointed as a KMP on December 18, 2020. In our Company, he is the head of the finance & accounts, audit, legal & secretarial, and supply chain departments. He holds a bachelor's degree in commerce from the Rajdhani College, University of Delhi, and is an associate member of the Institute of Chartered Accountants of India. Before his association with our Company, he has previously been associated with Deloitte Haskins and Sells, Apollo Tyres Limited, Nokia India Private Limited, Microsoft Corporation India Private Limited and Senco Gold Limited, and has handled functions in relation to finance and accounts, over various roles in his past experience. His remuneration for Fiscal 2022 is ₹ 8.38 million*.

2. **Sachin Agarwal** is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since August 7, 2019 and was appointed as the Company Secretary on September 11, 2019. In our Company, he is the head of the legal and secretarial department. He holds a bachelor's degree in commerce from the Rohilkhand University, Bareilly, a bachelors of law degree from the Chaudhry Charan Singh University, Meerut and a master of laws degree from Kurukshetra University, Kurukshetra. He is an associate member of the Institute of Company Secretaries. Before his association with our Company, he has previously been associated with VLCC Health Care Limited, Videocon Industries Limited, Lava International Limited, Metro Tyres Limited and Barak Valley Cements Limited,

and has handled functions in relation to legal and company secretary. His remuneration for Fiscal 2022 is ₹ 4.25 million*.

3. **Ramit Pal Singh** is the senior vice president and chief sourcing officer of our Company. He has been associated with our Company since October 14, 2019. In our Company, he is the head of the sourcing department. He holds a state board diploma in textile chemistry from the Punjab State Board of Technical Education and Industrial Training. Before his association with our Company, he has previously been associated with J.C. Penny Purchasing Indian Private Limited, Maral Overseas Limited, Matrix Clothing (P) Ltd, DCM Benetton India Ltd and Timberland HK Trading Limited. His remuneration for Fiscal 2022 is ₹ 14.20 million*.

4. **Lokesh Mishra** is the vice president and national head-business development and footwear of our Company. He has been associated with our Company since January 6, 2021 and was appointed as the vice president with effect from January 6, 2021, and heads the business development, footwear and projects departments. He holds a bachelor's degree in arts from University of Delhi and a diploma in management in footwear technology from Footwear Design & Development Institute, Ministry of Commerce, Government of India. Before his association with our Company, he has previously been associated with Metro Shoes Limited, Bata India Limited, Clarks Future Footwear Pvt Ltd., Major Brands (India) Private Limited and RS Seven Lifestyle (P) Ltd. His remuneration for Fiscal 2022 is ₹ 4.87 million*.

5. **Anurag Saxena** is the associate vice president and head – IT of our Company. He has been associated with our Company since May 12, 2014. In our Company, he is the head of the information technology department. He holds a bachelor's degree in science from Himachal Pradesh University and a master's degree in computer applications from Himachal Pradesh University. Before his association with our Company, he has previously been associated with ISG Software (P) Ltd, BBF Industries Limited, Jubilant Organosys Limited, Sigma Corporation (India) Limited, Trident Infotech Limited and SRG Infotec (India) Limited. His remuneration for Fiscal 2022 is ₹ 5.06 million*.

6. **Ekta Dutta** is the associate vice president of marketing of our Company. She has been associated with our Company since December 1, 2012. In our Company, she is the head of the marketing department. She holds a post graduate diploma in management (communications management) from International School of Business and Media, Pune. Before her association with our Company, she has previously been associated with Reliance Industries Limited, Gitanjali Exports Corporation Ltd, Ecompass Events and Percept H Pvt Ltd. Her remuneration for Fiscal 2022 is ₹ 3.96 million*.

7. **Shifali Singh** is the head – ecommerce and chief merchandising officer of our Company. She has been associated with our Company since August 25, 2021. In our Company, she is the head of the retail merchandising (BIBA) and e-commerce departments. She holds a master's degree in business administration from National Institute of Management Calcutta. Before her association with our Company, she has previously been associated with Spencers Retail, Shoppers' Stop Ltd., Myntra Designs Pvt. Ltd. And Planet Sports Pvt. Ltd. Her remuneration for Fiscal 2022 is ₹ 4.95 million*.

**Includes provident fund and excludes provision for future liability in respect of gratuity which is based on actuarial valuation done for the Group as a whole.*

Relationships among Key Managerial Personnel, and with Directors

Except as specified in "*– Relationships between our Directors and Key Managerial Personnel*" on page 190, none of our Key Managerial Personnel are related to each other or to the Directors of our Company.

Arrangements or understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Changes in the Key Managerial Personnel in last three years

Except as mentioned below, and as specified in "– *Changes to our Board in the last three years*" on page 193, there have been no changes in the Key Managerial Personnel in the last three years:

Name	Date of change	Reason
Manu Grover	July 31, 2019	Cessation as company secretary due to personal reasons.
Sachin Agarwal	September 11, 2019	Appointment as Company Secretary
Darpan Vashisht	September 27, 2019	Cessation as chief financial officer due to personal reasons
Sandeep Dattaram Deshpande	February 13, 2020	Appointment as chief financial officer
Sandeep Dattaram Deshpande	September 30, 2020	Cessation as chief financial officer due to personal reasons
Vikram Nagpal	December 18, 2020	Appointment as Chief Financial Officer
Lokesh Mishra	January 6, 2021	Appointment as vice president and national head- business development and footwear
Shifali Singh	August 25, 2021	Appointment as head – ecommerce and chief merchandising officer

The rate of attrition of our Key Managerial Personnel is not high in comparison to the industry in which we operate.

Status of Key Managerial Personnel

As on the date of this Draft Red Herring Prospectus, all our Key Managerial Personnel are permanent employees of our Company.

Retirement and termination benefits

Our Key Managerial Personnel have not entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel is entitled to any benefit upon termination of employment or superannuation.

Shareholding of the Key Managerial Personnel

Except as disclosed under "– *Shareholding of Directors in our Company*" on page 192, none of our other Key Managerial Personnel hold any Equity Shares in our Company.

Contingent and deferred compensation payable to Key Managerial Personnel

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel for Fiscal 2021, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company has no profit-sharing plan in which the Key Managerial Personnel participate. Our Company does not make any bonus payments to our Key Managerial Personnel.

Interest of Key Managerial Personnel

Except as disclosed under "– *Interest of Directors*" on page 193, our Key Managerial Personnel are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

Employee Stock Option Plan

For details about the ESOP Scheme, see *"Capital Structure"* on page 76.

Payment or Benefit to officers of our Company (non-salary related)

Except as stated below, no non-salary related amount or benefit has been paid or given within the two years preceding the date of the Draft Red Herring Prospectus or is intended to be paid or given to any officer of the Company, including our Directors and Key Managerial Personnel:

- Our Company has granted a loan of ₹ 30,000,000 to Ramit Pal Singh. The loan has been divided in the following way: (i) Rs. 10,000,000, which was paid as gross retention bonus, subject to the condition that the Employee stays with the company by till September 30, 2024 (the "**Agreed Date**") and in case he leaves the company before the agreed date due to any reason, the entire amount shall be immediately be refundable; and (ii) an interest free loan of ₹ 20,000,000, which is repayable within a three year period, ending on the Agreed Date. While the repayment period may be extended at the sole discretion of our Company, any such extension beyond the Agreed Date, would attract an interest rate of 12% per annum.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Siddharath Bindra, Meena Bindra, Shradha Bindra, Kaveri Tradex Private Limited and Dhanvan Impex LLP. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 80,966,583 Equity Shares, representing 64.75% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For details, please see "*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in the Company – Build-up of the Promoters' shareholding in our Company*" beginning on page 85.

Details of our Promoters

1. **Siddharath Bindra**

Siddharath Bindra, aged 47 years, is one of our Promoters and is also the Managing Director on our Board. For the complete profile of Siddharath Bindra along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 188.

His permanent account number is 'ACSPB2453N'.

As on date of this Draft Red Herring Prospectus, Siddharath Bindra holds 56,501,213 Equity Shares, representing 45.18% of the issued, subscribed and paid-up equity share capital of our Company.

2. **Meena Bindra**

Meena Bindra, aged 78 years, is one of our Promoters and is also an Executive Director on our Board. For the complete profile of Meena Bindra along with details of her date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 188.

Her permanent account number is 'AFKPB0306H'.

As on date of this Draft Red Herring Prospectus, Meena Bindra holds 6,478,633 Equity Shares, representing 5.18% of the issued, subscribed and paid-up equity share capital of our Company.

3. **Shradha Bindra**

Shradha Bindra, aged 47 years, is one of our Promoters. Details of her date of birth and address are as follows:

Date of Birth: April 12, 1974
Address: House No F-4, Ansal Villa, Satbari, Chattarpur, South Delhi, Delhi – 110074

Shradha Bindra has professional diploma in fashion design and technology from the London Centre for Fashion Studies. She has 26 years of experience in the fields of fashion and design.

Shradha Bindra is a director of the following companies:

1. Kaveri Tradex Private Limited

Her permanent account number is 'AHJPB1556G'.

As on the date of this Draft Red Herring Prospectus, Shradha Bindra holds 3,750,000 Equity Shares, representing 3.00% of the issued, subscribed and paid-up equity share capital of our Company

4. **Kaveri Tradex Private Limited**

Kaveri Tradex Private Limited was incorporated as a private company, limited by shares, under the Companies Act, 1956, and a certificate of incorporation, dated November 30, 2006, was issued by the Registrar of Companies, Delhi & Haryana at New Delhi. The registered office of Kaveri Tradex Private Limited is situated at Bindra Farm, F-4, Ansal Villa, Near CKSM Public School, Satbari, New Delhi, India – 110030. The CIN of Kaveri Tradex Private Limited is 'U52599DL2006PTC156056'.

Kaveri Tradex Private Limited is currently engaged in the business of wholesale trading. There has been no change in activities since the incorporation of Kaveri Tradex Private Limited.

The promoters of Kaveri Tradex Private Limited are Siddharath Bindra and Shradha Bindra.

As on the date of this Draft Red Herring Prospectus, Kaveri Tradex Private Limited holds 4,236,737 Equity Shares, representing 3.39% of the issued, subscribed and paid-up equity share capital of our Company.

The directors on the board of directors of Kaveri Tradex Private Limited are:

S. No.	Name of Director	Designation
1.	Siddharath Bindra	Director
2.	Shradha Bindra	Director

Change in control

There has been no change in the control of Kaveri Tradex Private Limited in the three years immediately preceding the filing of this Draft Red Herring Prospectus.

Shareholding pattern

The shareholding pattern of Kaveri Tradex Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Shareholder	No. of Equity Shares held	Percentage of issued and paid-up share capital (%)
1.	Siddharath Bindra	5,000	49.5
2.	Shradha Bindra	5,100	50.5

5. **Dhanvan Impex LLP**

Dhanvan Impex LLP is a limited liability partnership firm, which was originally incorporated as private limited company as Dhanvan Impex Private Limited on November 30, 2006 and converted to limited liability partnership firm on December 9, 2021 under the Limited Liability Partnership Act, 2008 with its registered office being at Bindra Farm F 4, Ansal Villa Near CSKM School, Satbari, Chhattarpur New Delhi South Delhi, India – 110074. The LLP identification number is AAZ-8275.

Dhanvan Impex LLP is currently engaged in the business of wholesale trading. There has been no change in activities since the incorporation of Dhanvan Impex LLP.

As on the date of this Draft Red Herring Prospectus, Dhanvan Impex LLP holds 10,000,000 Equity Shares, representing 8.00% of the issued, subscribed and paid-up equity share capital of our Company.

Change in control

There has been no change in the control of Dhanvan Impex LLP in the three years immediately preceding the filing of this Draft Red Herring Prospectus.

Partners

The following table sets forth details of the partners of Dhanvan Impex LLP as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Partner	Designation	Capital (in ₹)	Profit/loss sharing ratio
1.	Siddharath Bindra	Designated Partner	100,000	99%
2.	Shradha Bindra	Designated Partner	1,000	1%

Our Company confirms that the permanent account numbers, aadhaar card numbers, driving license numbers, bank account numbers and the passport numbers of Siddharath Bindra, Meena Bindra and Shradha Bindra, as applicable, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus. In addition, our Company confirms that the permanent account number, bank account number and company registration number, of Kaveri Tradex Private Limited and Dhanvan Impex LLP, along with the address of the registrar of companies where they are registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they are the Promoters of our Company and to the extent of their respective shareholding in our Company, their directorship in our Company and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company, the shareholding of their relatives in our Company, or the shareholding of entities in which our Promoters are interested, in our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure*" beginning on page 76.

Further, our Promoters are also directors on the boards, or are shareholders, kartas, trustees, proprietors, members or partners of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see "*Other Financial Information – Related Party Transactions*" on page 300.

Siddharath Bindra and Meena Bindra may also be deemed to be interested to the extent of remuneration, benefits, reimbursement of expenses, and commission payable to them as Directors on our Board and payable to relatives of Directors, in their capacity as employees and Key Managerial Personnel of our Company. For further details, see "*Our Management*" beginning on page 188 and see "*Other Financial Information – Related Party Transactions*" on page 300.

None of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Companies or firms with which our Promoters have disassociated in the last three years

None of our Promoters have disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus.

Payment or Benefits to Promoters or Promoter Group

Except as stated in "*Other Financial Information – Related Party Transactions*" and "*Our Management*" at pages 300 and 188, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoters, are as follows:

Sr. No.	Name of Promoter	Name of Promoter Group Member	Relationship with Promoter (as defined under the Companies Act, 2013)
1.	Meena Bindra	Indu Anand	Sister
2.		Rajendra Gupta	Brother
3.		Rakesh Gupta	Brother
4.		Sudha Jain	Sister
5.	Siddharath Bindra	Anushka Bindra	Daughter
6.		Dhruv Bindra	Son
7.	Shradha Bindra	Anirudh Khaitan	Brother
8.		Kamesh Kumar Khaitan	Father
9.		Karuna Khaitan	Mother
10.		Shruti Tantia	Sister

Note: Meena Bindra is the mother of Siddharath Bindra. Further, Siddharath Bindra is married to Shradha Bindra.

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Anirudh Holdings Private Limited
2. An Platinum Trade And Investment Consultants Private Limited
3. Anshuman Projects Private Limited
4. KK Trades And Commercial Private Limited
5. KY Apparels Private Limited
6. Meena Agritech Private Limited
7. Narah Overseas Private Limited
8. Parvati Holdings Private Limited
9. Penguin Leather Products Private Limited
10. Progressive Infratech Private Limited
11. Rosy Impex (India) Private Limited

12. Vanguard Edu Futures Private Limited
13. Anirudh Khaitan HUF
14. Kamesh Kumar Khaitan HUF
15. Rajendra Gupta HUF
16. Siddharath Bindra HUF

Our Company has, vide an application dated April 11, 2022 under Regulation 300 of the SEBI ICDR Regulations submitted to SEBI, sought an exemption from considering and disclosing (i) Sanjay Bindra and Sudhir Kumar Gupta ("**Relevant Persons**"), (ii) any body corporate in which the Relevant Persons, or any Hindu undivided family or firm where any of the Relevant Persons is a member, hold 20% or more of the equity share capital, (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital, (iv) any Hindu undivided family or firm in which the Relevant Persons may individually or in the aggregate, or together with our Promoters, hold 20% or more of the total capital in accordance with the SEBI ICDR Regulations, as members of the 'promoter group' of the Company. Accordingly, the above list of persons/entities forming part of our Promoter Group does not include these individuals/entities.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered (i) such companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Summary Statements have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards (i.e., Ind AS 24); and (ii) any other companies which are considered material by our Board.

In respect of point (ii) above, our Board, in its meeting held on March 31, 2022, has considered and adopted a policy of materiality for the identification of companies that shall be considered material and disclosed as a 'group company' in this Draft Red Herring Prospectus. In terms of such materiality policy, if a company (a) is a member of the Promoter Group; and (b) has entered into one or more transactions with our Company during the last completed full Financial Year and the most recent period included in the Restated Consolidated Summary Statements, which individually or cumulatively in value exceeds 10% of the consolidated revenue operations of our Company derived from the Restated Consolidated Summary Statements of the last completed full financial year.

Based on the parameters set out above, the following have been identified as Group Companies:

1. Meena Agritech Private Limited;
2. Anjuman Brand Designs Private Limited; and
3. Highdell Investment Ltd

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable) are available at the respective websites indicated below.

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

Details of our Group Companies:

The details of our Group Companies are as provided below:

1. **Meena Agritech Private Limited**

   The registered office of Meena Agritech Private Limited is situated at Bindra Farm, F-4, Ansal Villa, Near CKSM Public School, Satbari, New Delhi 110030.

   Meena Agritech Private Limited's financial information based on its audited standalone financial statements for Fiscals 2021, 2020 and 2019 is available on the website of our Company at www.biba.in/investor-information/financials.

2. **Anjuman Brand Designs Private Limited**

   The registered office of Anjuman Brand Designs Private Limited is situated at A-18, 3rd Floor Friends Colony East New Delhi South Delhi - 110065.

   Anjuman Brand Designs Private Limited's financial information based on its audited standalone financial statements for Fiscals 2021, 2020 and 2019 is available on the website of our Company at www.biba.in/investor-information/financials.

3. **Highdell Investment Ltd**

   The registered office of Highdell is situated at C/o Warburg Pincus Asia Ltd, 8th Floor, Newton Tower, Sir William Newton Street, Port Louis, Mauritius.

Highdell's financial information based on its audited standalone financial statements for Fiscals 2021, 2020 and 2019 is available on the website of our Company at www.biba.in/investor-information/financials.

Common pursuits among Group Companies

Except as disclosed below, there are no common pursuits among any of our Group Companies and our Company:

Anjuman Brand Designs Private Limited Company is engaged in the business of designing, selling and distributing apparels. Our Company will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise. For further details, see "*Risk Factor - Conflicts of interest may arise out of common business objects between our Company, Subsidiaries, Associate and Group Companies.*" on page 50.

Nature and extent of interest of our Group Companies

a. Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b. Interest in the property acquired or proposed to be acquired by the Company

None of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c. Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company:

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Other Financial Information – Related Party Transactions*" on page 300, there are no related business transactions between the Group Companies and our Company.

Business interest of our Group Companies in our Company

Except as disclosed in the section "*Other Financial Information – Related Party Transactions*" and "*History and certain Corporate Matters - Details regarding acquisition or divestment of business or undertakings*" on page 300 and page 184, our Group Companies have no business interests in our Company.

DIVIDEND POLICY

The Board of Directors at its meeting held on March 10, 2022, have adopted a dividend distribution policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, profits earned and available for distribution during the financial year, accumulated reserves, including retained earnings, earning stability, mandatory transfer of profits earned to specific reserves, crystallization of contingent liabilities of our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 340. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend during the financial year, between two annual general meetings as and when they consider fit. We may retain our earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run.

Except as disclosed below, our Company has not declared any dividends on the Equity Shares during the last three Fiscals, and the period from March 31, 2021, until the date of this Draft Red Herring Prospectus:

Particulars	**For the Fiscal**			**Nine months ended December 31, 2021**	**From January 1, 2022 until the date of this Draft Red Herring Prospectus**
	2019(1)	**2020(2)**	**2021**		
Face value per share (in ₹)	10	10	10	10	10
Rate of Dividend (%)	5.90%	1.10%	-	-	-
Total Dividend (in ₹)	85,160,540	15,877,389	-	-	-
No. of Equity Shares	119,729,500	119,729,500	-	-	-
Interim dividend per share (in ₹)	-				
Final Dividend per Equity Share (in ₹)	0.59	0.11	-	-	-
Dividend distribution tax (%)	20.55	20.55			
Dividend distribution tax (in ₹)	14,520,135	2,707,144	-	-	-
Net Dividend paid after Dividend Tax (in ₹)	70,640,405	13,170,245			
Mode of payment of dividend	Electronic bank transfer	Electronic bank transfer			

(1) *The dividends have been declared and paid by our Company for Fiscal 2018 and had been accounted for in Fiscal 2019 in accordance with the guidance under "Indian Accounting Standard 10 - Events after the reporting period"*

(2) *The dividends have been declared and paid by our Company for Fiscal 2019 and had been accounted for in Fiscal 2020 in accordance with the guidance under "Indian Accounting Standard 10 - Events after the reporting period"*

(3) *Record date considered for payment of dividend for Fiscal 2018 and 2019 is September 30, 2018 and September 30, 2019 respectively*

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – Our ability to pay dividends or conduct share buybacks in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and lender consents and we cannot assure you that we will be able to pay dividends or conduct Share buybacks in the future.*" on page 59.

SECTION VII – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

The remainder of this page has intentionally been left blank

Independent Auditors' Examination Report on the restated consolidated summary statements of assets and liabilities as at December 31, 2021, March 31, 2021, 2020 and 2019, restated consolidated summary statement of profits and losses (including other comprehensive income), restated consolidated summary statement of cash flows and changes in equity for nine months ended December 31, 2021 and each of the years ended March 31, 2021, 2020 and 2019, summary statement of significant accounting policies and other explanatory information of Biba Fashion Limited (formerly known as Biba Apparels Limited and Biba Apparels Private Limited) (collectively, the "Restated Consolidated Summary Statements").

To
The Board of Directors
Biba Fashion Limited (formerly known as Biba Apparels Limited and Biba Apparels Private Limited)

Dear Sirs:

1. We have examined the attached Restated Consolidated Summary Statements of Biba Fashion Limited (formerly known as Biba Apparels Limited and Biba Apparels Private Limited) (the "Company") and its subsidiaries (the Company together with its subsidiaries herein after referred to as "the Group") and its associate annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with its proposed Initial Public Offer ("IPO"). The Restated Consolidated Summary Statements, which have been approved by the Board of Directors of the Company at their meeting held on March 31, 2022, have been prepared in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act");
   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Summary Statements

2. The preparation of the Restated Consolidated Summary Statements, which are to be included in the DRHP is the responsibility of the Management of the Company. The Restated Consolidated Summary Statements have been prepared by the Management of the Company on the basis of preparation, as stated in note 2 to the Restated Consolidated Summary Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Summary Statements. The Management is also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Summary Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated February 17, 2022, requesting us to carry out the assignment, in connection with the proposed IPO of the Company;
   b) the Guidance Note. The Guidance Note also requires that we comply with ethical requirements of the Code of Ethics Issued by ICAI.
   c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Summary Statements; and
   d) the requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. The Company proposes to make an IPO which comprises of offer for sale by certain existing shareholders' and fresh issue of its equity shares of Rs. 10 each at such premium arrived at by the book building process (referred to as the 'Issue'), as may be decided by the Company's Board of Directors.

5. These Restated Consolidated Summary Statements have been compiled by the management of the Company from:

a) Audited consolidated financial statements of the Group as at and for the nine months ended December 31, 2021, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 31, 2022.

b) Audited consolidated financial statements of the Group as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on November 29, 2021, September 29, 2020 and August 2, 2019, respectively.

c) Financial statements and other financial information in relation to the Company's subsidiary and associate, as listed below, audited by Other Auditors and included in the consolidated financial statements of the Group as at and for the nine-month ended December 31, 2021 and years ended March 31, 2021, March 31, 2020 and March 31, 2019:

Name of the Entity	Relationship	Name of Audit Firm	Period audited by Other Auditors
IMA Clothing Private Limited	Subsidiary	APAS & Co. LLP	Nine months ended December 31, 2021, years ended March 31, 2021, March 31, 2020 and March 31, 2019
Anjuman Brand Designs Private Limited	Associate	APAS & Co. LLP	Nine months ended December 31, 2021, years ended March 31, 2021, March 31, 2020 and March 31, 2019

d) Financial statements and other financial information in respect of one subsidiary, as at and for the nine months ended December 31, 2021, which is unaudited and is based on financial statements and other financial information adopted by the board of directors, as tabulated below:

(Rs in million)

Name of the subsidiary	Period	Total Assets of subsidiary	Total revenues of subsidiary	Total Net Cash Inflows / (Outflows) of subsidiary
Biba Apparels Trading LLC	As at and for the period September 15, 2021 to December 31, 2021	43.15	Nil	Nil

6. For the purpose of our examination, we have relied on:

a) Auditors' reports issued by us, dated March 31, 2022 on the consolidated financial statements of the Group for nine months ended December 31, 2021 as referred in Paragraph 5 (a) above.

b) Our report on the consolidated financial statements of the Group for nine months ended December 31, 2021 dated March 31, 2022, included the following Emphasis of Matter which did not give rise to any modification:

We draw attention to Note 58 of the accompanying interim consolidated Ind AS financial statement (reproduced in Note 57 of restated consolidated summary statements) which describes the impact of COVID-19 pandemic, and its possible consequential implications, on the Company's operations. Our opinion is not modified in respect of this matter.

c) As indicated in Paragraph 5 (a) above, we did not audit the financial statements of two subsidiaries, and one associate as at and for the nine months ended December 31, whose financial statements reflect total assets, total revenues and net cash inflows / (outflows), share of profit in associate:

(Rs. In million)

As at and for the period ended	**Total assets of subsidiary**	**Total revenue of subsidiary**	**Net cash inflow/ (outflow) of subsidiary**	**Share of profit / (loss) in associate**
9 month ended December 31, 2021	43.37	Nil	Nil	1.59

The financial statements of one subsidiary and one associate referred to in paragraph 5 (c) above have been audited by Other Auditors, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in the financial statements referred to in Para 5(a) above are based solely on the report of Other Auditors.

d) Auditors' Reports issued by the Group's previous auditor, M/s Walker Chandiok & Co. LLP (the "Previous Auditor") dated November 29, 2021, September 29, 2020 and August 2, 2019 on the consolidated financial statements of the Group as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 respectively, referred to in Paragraph 5(b) above.

The Previous Auditor, in their audit reports referred to above, have stated the following other matters:

(i) For the year ended March 31, 2021

We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of INR 0.23 million and net liabilities of INR 57.94 million as at 31 March 2021, total revenues of INR nil and net cash outflows amounting to INR 0.02 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of INR 1.93 million for the year ended 31 March 2021 as considered in the consolidated financial statements in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far it relates to amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the reports of other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

(ii) For the year ended March 31, 2020

We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of INR 0.20 million and net liabilities of INR 57.65 million as at 31 March 2020, total revenues of INR nil and net cash outflows amounting to INR 0.10 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of INR 7.08 million for the year ended 31 March 2020 as considered in the consolidated financial statements in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far it relates to amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the reports of other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

(iii) For the year ended March 31, 2019

We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of INR 11.63 million and net liabilities of INR 58.96 million as at 31 March 2019, total revenues of nil and net cash outflows amounting to INR 0.09 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of INR 1.47 million for the year ended 31 March 2019 as considered in the consolidated financial statements in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far it relates to amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the reports of other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

7. The audit reports on consolidated financial statements of the Group as at and for the years ended March 31, 2021 and March 31, 2020 referred to in paragraph 6 (d) above, included Emphasis of matter in the auditor's reports which do not give rise to any modification:

- For the year ended March 31, 2021

  We draw attention to note 59 of the accompanying financial statement [reproduced in note 58 of the Restated Consolidated Summary Statements] which describes the effect of uncertainties relating to Covid 19 pandemic outbreak on the Group's operations and management's evaluation of its impact on the accompanying financial statements of the Group as at the balance sheet date, the extent of which is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

- For the year ended March 31, 2020

  We draw attention to note 57 of the accompanying financial statement [reproduced in note 58 of the Restated Consolidated Summary Statements] which describes the effect of uncertainties relating to Covid 19 pandemic outbreak on the Group's operations and management's evaluation of its impact on the accompanying financial statements of the Group as at the balance sheet date, the extent of which is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

8. The Previous Auditors have examined the Restated Consolidated Summary Statements as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019. The Previous Auditors vide their examination report dated March 31, 2022 have confirmed that the Restated Consolidated Summary statements for the years ended March 31, 2021, March 31, 2020 and March 31, 2019:

   (i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the nine months ended December 31, 2021;
   (ii) does not contain any qualifications requiring adjustments. However, those qualifications in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, and those qualifications in the report on the internal financial controls with reference to the consolidated financial statements under clause (i) of sub section 3 of Section 143 of the Companies Act 2013 which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Note 58 of the Restated Consolidated Financial Information; and
   (iii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The audits of one of the Company's subsidiaries and one associate for the nine months ended December 31, 2021, financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 was conducted by Other Auditors. The Other Auditors have examined the Restated Standalone Summary Statements in respect of the subsidiary and associate referred to in Paragraph 5 (c) above. The Other Auditors have also confirmed that the December 2021, March 31, 2021, March 31, 2020 and March 31, 2019 Restated Standalone Summary Statements of the subsidiary and associate referred to in Paragraph 5 (c) above:

   (i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the nine months ended December 31, 2021.
   (ii) does not contain any qualifications requiring adjustments; or have been made after giving effect to the matters giving rise to modifications given in paragraph 7 above; and
   (iii) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

10. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports submitted by (a) the Previous Auditor as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019; and (b) Other Auditor as at and for the nine months ended December 31, 2021 and years ended March 31, 2021, March 31, 2020 and March 31, 2019 in respect of the Company's subsidiary, and associate, we report that Restated Consolidated Summary Statements of the Group and Associate:

    i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months ended December 31, 2021;

    ii. does not contain any qualifications requiring adjustments. However, those qualifications in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, and the qualification in the report on the internal financial controls with reference to the consolidated financial statements under clause (i) of sub section 3 of Section 143 of the Companies Act 2013 which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Note 58 of the Restated Consolidated Financial Information.

iii. The restated consolidated summary statement has been prepared in accordance with the Act, ICDR Regulations and the Guidance note.

11. We have not audited any financial statements of the Group as of any date or for any period subsequent to December 31, 2021. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to December 31, 2021.

12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. The Restated Consolidated Summary Statements do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 5(a) and 5 (b) above.

14. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For **S.R. Batliboi & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pankaj Chadha
Partner
Membership Number: 091813
UDIN: 22091813AGDTZG9380
Place of Signature: Gurgaon
Date: March 31, 2022

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Assets and Liabilities
(All amounts in ₹ million unless otherwise stated)

Particulars	Note	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Assets					
Non-current assets					
Property, plant and equipment	**4**	519.92	496.30	605.72	522.34
Right-of-use assets	**49**	2,830.31	2,726.99	3,354.20	3,229.52
Goodwill		-	0.96	0.96	0.96
Other intangible assets	**5**	36.22	38.22	45.16	45.58
Intangible assets under development	**5**	36.64	-	-	-
Investments accounted for using the equity method	**6**	58.92	57.42	59.34	66.02
Financial assets					
(i) Investments	**7**	16.56	15.86	15.37	15.37
(ii) Other financial assets	**8**	225.23	316.82	325.60	311.47
Non-current tax asset (net)	**9**	30.73	36.02	82.50	182.05
Deferred tax assets (net)	**10**	239.22	242.72	193.94	224.80
Other non-current assets	**11**	77.90	30.56	26.96	44.92
Total non-current assets		**4,071.65**	**3,961.87**	**4,709.75**	**4,643.03**
Current assets					
Inventories	**12**	3,073.77	3,201.28	3,780.44	2,814.41
Financial assets					
(i) Trade receivables	**13**	548.69	677.29	331.75	330.26
(ii) Cash and cash equivalents	**14**	123.33	39.68	22.40	67.82
(iii) Bank balances other than (ii) above	**15**	1.56	13.44	1.26	1.50
(iv) Loans	**16**	-	-	-	42.73
(v) Other financial assets	**17**	198.15	154.10	121.78	127.31
Other current assets	**18**	321.02	277.62	347.15	278.11
Total current assets		**4,266.52**	**4,363.41**	**4,604.78**	**3,662.14**
Total assets		**8,338.17**	**8,325.28**	**9,314.53**	**8,305.17**

Continued..

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Assets and Liabilities
(All amounts in ₹ million unless otherwise stated)

Particulars	Note	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Equity and liabilities					
Equity					
Equity share capital	**19**	1,250.63	1,250.63	1,197.30	1,197.30
Other equity	**20**	2,095.13	1,910.77	1,682.12	1,671.06
Equity attributable to equity holders of the parent		**3,345.76**	**3,161.40**	**2,879.42**	**2,868.36**
Non-controlling interests		(38.85)	(38.82)	(38.67)	(39.31)
Total equity		**3,306.91**	**3,122.58**	**2,840.75**	**2,829.05**
Non-current liabilities					
Financial liabilities					
(i) Borrowings	**21**	262.34	233.57	-	1.93
(ia) Lease liabilities	**49**	2,885.99	2,827.46	3,388.02	3,214.66
Provisions	**22**	13.33	25.29	21.96	13.10
Total non-current liabilities		**3,161.66**	**3,086.32**	**3,409.98**	**3,229.69**
Current liabilities					
Financial liabilities					
(i) Borrowings	**23**	438.36	864.24	1,441.60	1,032.54
(ia) Lease liabilities	**49**	510.85	580.74	530.38	474.16
(ii) Trade payables	**24**				
(a) Total outstanding dues of micro enterprises and small enterprises		289.11	136.69	86.70	56.52
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		454.37	372.46	843.05	558.83
(iii) Other financial liabilities	**25**	107.82	94.68	87.51	78.41
Other current liabilities	**26**	41.84	55.74	64.20	36.43
Current tax liabilities	**27**	0.75	-	-	-
Provisions	**28**	26.50	11.83	10.36	9.54
Total current liabilities		**1,869.60**	**2,116.38**	**3,063.80**	**2,246.43**
Total equity and liabilities		**8,338.17**	**8,325.28**	**9,314.53**	**8,305.17**

The accompanying notes form an integral part of the restated consolidated summary statements

For S.R. Batliboi & Co LLP
Chartered Accountants
Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of
BIBA Fashion Limited
(formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)

Pankaj Chadha
Partner
Membership No. 091813

Meena Bindra
Director
(DIN : 01627149)

Siddharath Bindra
Managing Director
(DIN : 01680498)

Place: Gurugram
Date: 31 March 2022

Sachin Agarwal
Company Secretary
(Membership No. - A-17348)
Place: Gurugram
Date: 31 March 2022

Vikram Nagpal
Chief Financial Officer

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Profit and Loss
(All amounts in ₹ million unless otherwise stated)

Particulars	Note	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Income					
Revenue from operations	**29**	4,876.84	5,258.20	7,572.08	7,294.05
Other income	**30**	274.10	433.59	89.38	63.32
Total income		**5,150.94**	**5,691.79**	**7,661.46**	**7,357.37**
Expenses					
Cost of materials consumed	**31**	1,056.80	965.73	2,222.06	1,600.57
Purchase of Stock-in-Trade		27.12	9.80	20.34	5.73
Job work charges	**32**	477.57	665.52	1,213.91	916.29
Changes in inventories of finished goods, stock-in-trade and work-in-progress	**33**	236.55	575.40	(962.99)	(38.35)
Employee benefits expense	**34**	655.38	713.43	1,114.33	933.43
Finance costs	**35**	294.97	430.48	449.86	353.72
Depreciation and amortisation expense	**36**	576.39	833.96	809.27	716.78
Other expenses	**37**	1,576.61	1,703.05	2,604.55	2,577.42
Total expenses		**4,901.39**	**5,897.37**	**7,471.33**	**7,065.59**
Profit/(loss) before share of net profits of investments accounted for using equity method and tax		**249.55**	**(205.58)**	**190.13**	**291.79**
Share of profit/(loss) of associate accounted for using the equity method, net of tax		1.59	(2.16)	(7.10)	(1.90)
Profit/(loss) before tax and exceptional items		**251.14**	**(207.74)**	**183.03**	**289.89**
Exceptional items	**38**	-	0.08	42.73	-
Profit/(loss) before tax		**251.14**	**(207.82)**	**140.30**	**289.89**
Tax expense					
Current tax	**39**	65.59	(40.83)	57.53	128.82
Deferred tax (credit)	**39**	3.14	(48.59)	(6.32)	(41.36)
Profit/(loss) for the period/year		**182.41**	**(118.40)**	**89.09**	**202.43**
Other comprehensive income :					
Items that will not be reclassified to profit and loss					
Re-measurement gains/(losses) on defined benefit obligations		1.76	(0.99)	(4.18)	(2.32)
Income tax effect		(0.44)	0.19	1.05	0.81
Share of other comprehensive income of associate accounted for using the equity method (net of tax)		(0.09)	0.24	0.02	0.03
Total other comprehensive income/ (loss) for the period/year, net of tax		**1.23**	**(0.56)**	**(3.11)**	**(1.48)**
Total comprehensive income/(loss) for the period/year		**183.64**	**(118.96)**	**85.98**	**200.95**

Continued..

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Profit and Loss
(All amounts in ₹ million unless otherwise stated)

Particulars	Note	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Total comprehensive income/(loss) for the period/year		**183.64**	**(118.96)**	**85.98**	**200.95**
Profit/ (loss) attributable to:					
Owners of the Holding Company		182.44	(118.25)	88.45	209.77
Non-controlling interest		(0.03)	(0.15)	0.64	(7.34)
		182.41	**(118.40)**	**89.09**	**202.43**
Other comprehensive income/ (loss) attributable to:					
Owners of the Holding Company		1.23	(0.56)	(3.11)	(1.48)
Non-controlling interest		-	-	-	-
		1.23	**(0.56)**	**(3.11)**	**(1.48)**
Total comprehensive income/(loss) for the period/year attributable to:					
Owners of the Holding Company		183.67	(118.81)	85.34	208.29
Non-controlling interest		(0.03)	(0.15)	0.64	(7.34)
		183.64	**(118.96)**	**85.98**	**200.95**
Earnings per equity share	**40**				
(face value of ₹ 10 per share)					
(EPS for nine months period ended 31 December 2021 is not annualised)					
Basic earnings per share (in ₹)		1.46	(0.96)	0.74	1.69
Diluted earnings per share (in ₹)		1.46	(0.96)	0.74	1.69

The accompanying notes form an integral part of the restated consolidated summary statements

For S.R. Batliboi & Co LLP
Chartered Accountants
Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of
BIBA Fashion Limited
(formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)

Pankaj Chadha
Partner
Membership No. 091813

Meena Bindra
Director
(DIN : 01627149)

Siddharath Bindra
Managing Director
(DIN : 01680498)

Place: Gurugram
Date: 31 March 2022

Sachin Agarwal
Company Secretary
(Membership No. - A-17348)
Place: Gurugram
Date: 31 March 2022

Vikram Nagpal
Chief Financial Officer

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Cash Flows
(All amounts in ₹ million unless otherwise stated)

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
A) Cash flow from operating activities :				
Net profit/(loss) before tax (after exceptional items)	251.14	(207.82)	140.30	289.89
Adjustments for :				
Share of loss of associate accounted for using the equity method	(1.59)	2.16	7.10	1.90
Depreciation and amortisation	576.39	833.96	809.27	716.78
(Gain)/loss on disposal of fixed assets	(0.39)	(0.04)	(1.03)	0.85
Interest income	(1.20)	(1.50)	(2.06)	(6.16)
Employee stock option expense	0.77	0.79	-	-
Interest income on financial asset at amortised cost	(18.36)	(10.14)	(9.18)	(10.70)
Exceptional items	-	0.08	42.73	-
Rent concession on lease rentals	(183.97)	(350.58)	-	-
Excess liabilities and provisions written back	-	-	(14.85)	-
Unrealised foreign exchange loss/(gain)	2.81	0.25	(0.40)	(0.09)
Foreign currency translation reserve	(0.08)	-	-	-
Finance costs	294.97	430.48	449.85	353.72
Gain on termination of right-of-use assets	(57.31)	(56.29)	(25.16)	(23.85)
Miscellaneous balances written off	1.32	75.47	-	-
Provision for doubtful debts	29.65	14.17	4.70	-
Operating profit before working capital changes	**894.15**	**730.99**	**1,401.27**	**1,322.34**
Adjustments for movement in:				
Decrease/(increase) in inventory	127.51	579.16	(966.03)	(18.64)
(Increase)/decrease in trade receivables	118.21	(356.92)	(6.19)	14.68
(Increase)/decrease in loans, financial assets and other assets	(112.15)	(27.76)	16.46	(116.08)
(Decrease)/increase in trade payables	234.33	(420.60)	314.40	118.10
Increase in other liabilities and provisions	(16.27)	16.27	74.27	(17.59)
Cash generated from operating activities	**1,245.78**	**521.14**	**834.18**	**1,302.81**
Income taxes refund/(paid) (net)	(59.63)	87.31	(74.47)	(201.42)
Net cash flow generated from operating activities	**1,186.15**	**608.45**	**759.71**	**1,101.39**
B) Cash flow from investing activities :				
Purchase of property, plant and equipment (including intangible assets and capital advances)	(233.56)	(100.53)	(304.73)	(301.06)
Proceeds from sale of property, plant and equipment	1.37	0.77	4.21	2.42
Interest received	0.51	1.01	2.06	6.16
(Investments)/proceeds in/from fixed deposits	10.85	(11.75)	(0.29)	3.83
Net cash used in investing activities	**(220.83)**	**(110.50)**	**(298.75)**	**(288.65)**
C) Cash flow from financing activities :				
Repayment of long term borrowings	(27.32)	(19.66)	(67.78)	(84.97)
Proceeds from long term borrowings	100.00	296.00	-	-
Proceeds/(repayment) of short term borrowings (net)	(469.14)	(620.14)	479.27	91.12
Finance charges paid other than interest on lease liabilities	(57.96)	(99.46)	(119.88)	(78.77)
Principal payment of lease liabilities	(187.88)	(111.35)	(449.45)	(369.38)
Interest on lease liabilities	(239.37)	(326.06)	(332.65)	(274.47)
Proceeds from shares issued during the year	-	400.00	-	-
Dividend paid (including dividend distribution tax)	-	-	(15.89)	(85.16)
Net cash used in financing activities	**(881.67)**	**(480.67)**	**(506.38)**	**(801.63)**
D) Net increase/(decrease) in cash and cash equivalents (A+B+C)	**83.65**	**17.28**	**(45.42)**	**11.11**
E) Cash and cash equivalents as at the beginning of the period/year	39.68	22.40	67.82	56.71
F) Cash and cash equivalents as at the end of the period/year	**123.33**	**39.68**	**22.40**	**67.82**
Balance with banks				
- with scheduled banks in current accounts	10.22	8.76	17.16	11.80
- with scheduled banks in cash credit account	62.04	7.39	2.74	41.90
Cash on hand	51.07	23.53	2.50	14.12
Total cash and cash equivalents (refer note 14)	**123.33**	**39.68**	**22.40**	**67.82**

Continued…

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Non-cash investing activities				
Acquisition of Right of use assets	(103.32)	627.21	(124.68)	(689.36)
	(103.32)	**627.21**	**(124.68)**	**(689.36)**

Reconciliation of financial liabilities arising from financing activities:

Particulars	Interest accrued	Non-current borrowings*	Current borrowings	Lease liabilities
Opening balance as at 01 April 2018	2.20	155.86	868.70	2,909.42
Add: Interest expense	79.25	-	-	274.47
Cash inflows/outflows:				
Add: loan disbursed	-	-	523.37	-
Add: lease liabilities created on new leases entered during the year	-	-	-	1,316.58
Less: payment of lease liabilities	-	-	-	(643.85)
Less: termination of leases	-	-	-	(167.80)
Less: loan repaid	-	(80.95)	(432.25)	-
Add: other adjustment	-	(4.61)	-	-
Less: interest paid	(78.77)	-	-	-
Closing balance as at 31 March 2019	**2.68**	**70.30**	**959.82**	**3,688.82**
Add: Ind AS 116 impact (refer note 58)				**(86.10)**
Add: interest expense	117.20	-	-	332.65
Cash inflows/outflows:				
Add: loan disbursed	-	-	479.27	-
Add: lease liabilities created on new leases entered during the year	-	-	-	884.91
Less: payment of lease liabilities	-	-	-	(782.10)
Less: termination of leases	-	-	-	(119.78)
Less: loan repaid	-	(67.78)	-	-
Less: interest repaid	(119.88)	-	-	-
Closing balance as at 31 March 2020	**-**	**2.52**	**1,439.09**	**3,918.40**

Continued…

Reconciliation of financial liabilities arising from financing activities:

Closing balance as at 31 March 2020	**-**	**2.52**	**1,439.09**	**3,918.40**
Add: interest expense	104.42	-	-	326.06
Less: rent concession on lease rentals	-	-	-	(350.58)
Cash inflows/outflows:				
Add: lease liabilities created on new leases entered during the year	-	-	-	240.78
Add: loan disbursed	-	296.00	-	-
Less: loan repaid	-	(19.66)	(620.14)	-
Less: payment of lease liabilities	-	-	-	(437.41)
Less: termination of leases	-	-	-	(289.05)
Less: interest paid	(99.46)	-	-	-
Closing balance as at 31 March 2021	**4.96**	**278.86**	**818.95**	**3,408.20**
Add: interest expense	55.60	-	-	239.37
Less: rent concession on lease rentals	-	-	-	(183.97)
Cash inflows/outflows:	-	-	-	-
Add: lease liabilities created on new leases entered during the period	-	-	-	629.45
Add: loan disbursed	-	100.00	259.35	-
Less: loan repaid	-	(27.32)	(729.14)	-
Less: payment of lease liabilities	-	-	-	(427.25)
Less: termination of leases	-	-	-	(268.96)
Less: interest paid	(57.96)	-	-	-
Closing balance as at 31 December 2021	**2.60**	**351.54**	**349.16**	**3,396.84**

* Includes current maturity of long term debt.

The accompanying notes form an integral part of the restated consolidated summary statements

For S.R. Batliboi & Co LLP
Chartered Accountants
Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of
BIBA Fashion Limited
(formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)

Pankaj Chadha
Partner
Membership No. 091813

Meena Bindra
Director
(DIN : 01627149)

Siddharath Bindra
Managing Director
(DIN : 01680498)

Place: Gurugram
Date: 31 March 2022

Sachin Agarwal
Company Secretary
(Membership No. - A-17348)
Place: Gurugram
Date: 31 March 2022

Vikram Nagpal
Chief Financial Officer

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Changes in Equity
(All amounts in ₹ million unless otherwise stated)

A Equity share capital

Particulars	Equity Share Capital
Balance as at 01 April 2018	1,196.60
Change in equity share capital during the year	0.70
Balance as at 31 March 2019	**1,197.30**
Change in equity share capital during the year	-
Balance as at 31 March 2020	**1,197.30**
Change in equity share capital during the year	53.33
Balance as at 31 March 2021	**1,250.63**
Change in equity share capital during the period	-
Balance as at 31 December 2021	**1,250.63**

B Other equity

Particulars	Share application money pending allotment	Securities premium	Foreign Currency translation reserve	Employee Stock option reserve	Reserve and surplus	Total	Non-controlling interest
					Retained earning		
Balance as at 01 April 2018	**9.98**	**-**	**-**	**-**	**1,774.32**	**1,784.30**	**(31.97)**
IND-AS 116 transition adjustment (net of adjustment of deferred tax) (refer note 57)	-	-	-	-	(235.67)	(235.67)	-
Profit/(loss) for the year	-	-	-	-	209.77	209.77	(7.34)
Other comprehensive loss for the year (net of tax)	-	-	-	-	(1.48)	(1.48)	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(27.38)**	**(27.38)**	**(7.34)**
Transactions with owners in their capacity as owners:							
Share issued during the year	(9.98)	9.28	-	-	-	(0.70)	-
Dividend (including dividend distribution tax)	-				(85.16)	(85.16)	-
Balance as at 31 March 2019	**-**	**9.28**	**-**	**-**	**1,661.78**	**1,671.06**	**(39.31)**
Ind AS 116 transition impact - (net of tax) (refer note 58)					**(58.39)**	**(58.39)**	
Balance as at April 01, 2019 (after adjustment of Ind AS 116)	-	**9.28**	**-**	**-**	**1,603.39**	**1,612.67**	**(39.31)**
Profit for the year	-	-	-	-	88.45	88.45	0.64
Other comprehensive loss for the year (net of tax)	-	-	-	-	(3.11)	(3.11)	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**85.34**	**85.34**	**0.64**
Transactions with owners in their capacity as owners:							
Dividend (including dividend distribution tax)	-	-	-	-	(15.89)	(15.89)	-
Balance as at 31 March 2020	**-**	**9.28**	**-**	**-**	**1,672.84**	**1,682.12**	**(38.67)**

Continued…

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Restated Consolidated Summary Statement of Changes in Equity
(All amounts in ₹ million unless otherwise stated)

Particulars	Share application money pending allotment	Securities premium	Foreign Currency translation reserve	Employee Stock option reserve	Reserve and surplus	Total	Non-controlling interest
					Retained earning		
Balance as at 31 March 2020	**-**	**9.28**	**-**	**-**	**1,672.84**	**1,682.12**	**(38.67)**
Loss for the year	-	-	-	-	(118.25)	(118.25)	(0.15)
Other comprehensive loss for the year (net of tax)	-	-	-	-	(0.56)	(0.56)	-
Share option expense for the year	-	-	-	0.79	-	0.79	-
Total comprehensive income for the year	**-**	**-**	**-**	**0.79**	**(118.81)**	**(118.02)**	**(0.15)**
Premium on shares issued during the year	-	346.67	-	-	-	346.67	-
Balance as at 31 March 2021	**-**	**355.95**	**-**	**0.79**	**1,554.03**	**1,910.77**	**(38.82)**
Profit for the period	-	-	-	-	182.44	182.44	(0.03)
Other comprehensive profit for the period (net of tax)	-	-	-	-	1.23	1.23	-
Created during the period	-	-	(0.08)	-	-	(0.08)	
Share option expense for the period	-	-		**0.77**	-	0.77	-
Total comprehensive income for the period	**-**	**-**	**(0.08)**	**0.77**	**183.67**	**184.36**	**(0.03)**
Premium on shares issued during the period	-	-	-	-	-	-	-
Balance as at 31 December 2021	**-**	**355.95**	**(0.08)**	**1.56**	**1,737.70**	**2,095.13**	**(38.85)**

The accompanying notes form an integral part of the restated consolidated summary statements

For S.R. Batliboi & Co LLP
Chartered Accountants
Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of
BIBA Fashion Limited
(formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)

Pankaj Chadha
Partner
Membership No. 091813

Meena Bindra
Director
(DIN : 01627149)

Siddharath Bindra
Managing Director
(DIN : 01680498)

Place: Gurugram
Date: 31 March 2022

Sachin Agarwal
Company Secretary
(Membership No. - A-17348)
Place: Gurugram
Date: 31 March 2022

Vikram Nagpal
Chief Financial Officer

1. Corporate Information

Nature of operations

BIBA Apparels Private Limited was incorporated in India on 10 July 2002 and is primarily engaged in business of manufacturing and retail of Indian wear. The Registered office of the Holding Company is located in Gurugram.
The Company has converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 11 February 2022 and consequently the name of the Company has changed to BIBA Apparels Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies, Delhi on 02 March 2022 and the Company has changed its name to BIBA Fashion Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies, Delhi on 25 March 2022.

BIBA Apparels Trading LLC was incorporated in United Arab Emirates as a wholly owned subsidiary on 10 October 2021 and is primarily engaged in business of retail of Indian wear. The Registered office of the Subsidiary Company is located in Dubai, UAE.

IMA Clothing Private Limited was incorporated in India on 3 September 2012 and is primarily engaged in business of manufacturing and retail of Indian wear. The Registered office of the Subsidiary Company is located in New Delhi.

Anjuman Brand Designs Private Limited was incorporated in India on 20 August 2014 and is primarily engaged in business of manufacturing and retail of Indian wear. The Registered office of the Associate Company is located in New Delhi.

The Restated Consolidated Summary Statement include the financial information of the Parent Company and its subsidiaries (hereinafter referred as ‘the Group’) and it’s associate.

2. Summary of significant accounting policies

a) Overall consideration

The Restated Consolidated Summary Statement have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the restated consolidated financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

Basis of preparation

The Restated Consolidated Summary Statement of the Group and its associate comprise the Restated Consolidated Balance Sheet as at 31 December 2021, 31 March 2021, 31 March 2020, and 31 March 2019, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Cash Flow Statement, the Restated Consolidated Statement of Changes in Equity and Notes forming part of the Restated Consolidated Summary Statement for the period ended 31 December 2021, years ended 31 March 2021, 31 March 2020, and 31 March 2019 (hereinafter collectively referred to as “Restated Consolidated Summary Statement”).

The Restated Consolidated Summary Statement has been prepared in connection with the Holding Company’s proposed Initial Public Offer of equity shares (“IPO”) and in terms of requirements of:
a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act"),
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations")
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).
Accordingly, these Restated Consolidated Summary Statement have been prepared for the above mentioned purpose.

The Restated Consolidated Summary Statement has been compiled from the audited consolidated financial statements as at and for the period ended 31 December 2021, years ended 31 March 2021, 31 March 2020, and 31 March 2019 prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

as amended from time to time, which have been approved by the Board of Directors at their meetings held on 31 March 2022, 29 November 2021, 29 September 2020 and 02 August 2019 respectively.

The accounting policies have been consistently applied by the group in preparation of the Restated Consolidated Summary Statement and are consistent with those adopted in the preparation of consolidated financial statements for the period ended December 31, 2021. This Restated Consolidated Summary Statement do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited consolidated financial statements mentioned above.

The Restated Consolidated Summary Statement have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:
(a) adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
(b) adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financial statements of the Group and its associate for the period ended December 31, 2021, and the requirements of the SEBI Regulations, if any; and
(c) the resultant impact of tax due to the aforesaid adjustments, if any.

Further, these Restated Consolidated Summary Statement are in compliance with the amendments made to Schedule III with effect from 1 April 2021.

The Restated Consolidated Summary Statement have been prepared on the historical cost basis. The Restated Consolidated Summary Statement are presented in INR and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

Basis of consolidation

The Restated Consolidated Summary Statement comprise the financial statements of the Parent Company, its subsidiaries and associate as at period ended 31 December 2021, years ended 31 March 2021, 31 March 2020 and 31 March 2019.

Subsidiary
Subsidiary is an entity (including structured entity) over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Summary Statement from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated Consolidated Summary Statement are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Summary Statement for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial information in preparing the Restated Consolidated Summary Statement to ensure conformity with the Group's accounting policies.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss balance (including other comprehensive income ('OCI')) is attributed to the equity holders of the Holding Company and to the non-controlling interests basis the respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiaries. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

Associate

Investment in entities in which there exists significant influence but not a controlling interest are accounted for under the equity method i.e. the investment is initially recorded at cost, identifying any goodwill/capital reserve arising at the time of acquisition, as the case may be, which will be inherent in investment. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting policies of the Group. The restated consolidated summary statement of profit and loss (including the other comprehensive income) includes the Group's share of the results of the operations of the investee.

b) Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred by the former owners of the acquired entity. Acquisition costs are expensed as incurred.

At the acquisition date, identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

c) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

d) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition, net of accumulated depreciation and accumulated impairment, if any. The cost comprises purchase price, and any cost attributable to bringing the assets to its working condition and intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Capital expenditure incurred on rented properties is classified as 'Leasehold improvements' under property, plant and equipment.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the Written down value method computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013:

Asset category	Estimated useful life (in years)
Computers	3 Years
Furniture and fixtures	10 Years
Vehicles	8 Years
Plant and machinery	15 Years
Office equipment	5 Years

Leasehold improvements are amortised over the lease terms or five years whichever is lower.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition
An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

e) Other Intangible assets

Recognition and initial measurement

Intangible assets comprise brand, software's and non-compete fees which are stated at their cost of acquisition. The cost comprises purchase price, and any cost attributable to bringing the assets to its working condition and intended use. Any trade discount and rebates are deducted in arriving at the purchase price. These are recognised as assets if it is probable that future economic benefits attributable to such assets will flow to the Group and the cost of the assets can be measured reliably.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Subsequent measurement (amortisation)
All intangible assets are amortised on straight line basis on the basis of useful lives (as set out below) except software which is amortised on Written down value basis.

Asset category	Estimated useful life (in years)
Brand	10 years
Software	2.5 years
Non-compete fee	3 years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

f) Revenue recognition

Revenue of the Group arises mainly from the sale of Apparels & accessories.

To determine whether to recognise revenue, the Group follows a 5-step process:

- Identifying the contract with a customer
- Identifying the performance obligations
- Determining the transaction price
- Allocating the transaction price to the performance obligations
- Recognising revenue when/as performance obligation(s) are satisfied.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax (GST).

Revenue from sale of goods is recognised when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Group expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position (see note 26). Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises a receivable in its statement of financial position.

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

g) Inventories

Inventories are valued as follows:

Raw materials are valued at lower of cost and net realisable value. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Cost is determined based on First in First out method.

Work-in-progress and finished goods (including consignment stock) are valued at lower of cost assessed at retail method and net realisable value. Cost includes direct materials, labour, and all other costs of purchase incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

Traded goods are valued at cost including cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on First in First out method.

An inventory provision is recognized for cases where the realizable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory item, the seasonality of the item’s sales profile and losses associated with obsolete/ slow-moving inventory items.

h) Share based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in other equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the restated consolidated summary statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through restated consolidated summary statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

i) Leases

Transition to Ind AS 116 – Leases

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 - Leases which replaces the earlier leases standard, Ind AS 17 – Leases (effective during year ended 31 March 2019), and other interpretations. Ind AS 116 – Leases sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has used the ‘Modified Retrospective Approach’ for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application (1 April 2019). However, for the purpose of preparing Restated Consolidated Summary Statement, Ind AS 116 has been applied using the modified retrospective approach with effect from 1 April 2018.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from Ind AS 17 and Appendix C and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C.

On adoption of Ind AS 116, the Group recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as ‘operating leases’ under the principles of Ind AS 17 “Leases”, except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 01 April 2018. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 01 April 2018 was 8.85%.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 01 April 2018.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

The Group as a lessee

The Group's lease asset classes primarily consist of property leases. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

j) Foreign currency translation

Functional and presentation currency
The financial statements are presented in Indian Rupee ('INR') which is also the functional and presentation currency of the Group.

Transactions and balances
Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the statement of profit and loss in the year in which they arise.

k) Fair value measurement of financial instruments

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

• In the principal market for the asset or liability, or
• In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
• Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
• Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of nature, characteristics and risks of the asset and liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes:

• Disclosure regarding significant estimates and assumptions- Note 2, paragraph u.
• Quantitative disclosures of fair value measurement hierarchy- Note 2, paragraph j.
• Financial instruments (including those carried at amortised cost) - Note 2, paragraph m.

l) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually near year end and when circumstances indicate that the carrying value may be impaired.
Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown in borrowings under financial liabilities in the balance sheet.

n) Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining whether significant influence are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.
The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss outside operating profit.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of profit of an associate' in the statement of profit and loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

o) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement
Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.
With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (f) Revenue recognition.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

De-recognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:
• Financial liabilities at fair value through profit or loss
• Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost (Loans and borrowings)
This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition of financial liabilities
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Swap contracts
A forward contract is recognised as an asset or a liability on the commitment date. Outstanding forward contracts as at reporting date are restated using the mark to market information and resultant gain/(loss) is accounted in statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

p) Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. When estimating the cash flows, the Group is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables
The Group applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets
For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(i) All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
(ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/ expense in the Restated Consolidated Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Restated Consolidated Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:
a. Financial assets measured as at amortised cost, contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

q) Derivative financial instruments
Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognized in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or nonfinancial liability.

For the purpose of hedge accounting, hedges are classified as:
- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment.

There is no other hedge instrument in the Group.

r) Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in equity.

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

s) Employee benefits:

(i) **Defined contribution plans:**

The Group contributes on a defined contribution basis to Employee's Provident Fund and Employee's State Insurance Fund towards post-employment benefits, all of which are administered by the respective Government authorities. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as they accrue.

(ii) **Defined benefit plans:**

The Group has a defined benefit plan namely gratuity for all its employees. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation by an independent actuary at the balance sheet date, which is calculated using projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined. Remeasurements are not reclassified to profit or loss in subsequent periods.

(iii) **Other short-term benefits:**

Expense in respect of other short term benefits including performance bonus is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

t) Contingent liabilities, provisions and contingent assets

The Group makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of the obligation can be made.

A disclosure is made for a contingent liability when there is a:

- possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully with in the control of the Group; or
- present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- present obligation, where a reliable estimate cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefits is probable, related asset is disclosed.

u) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

v) Investment

Investments are classified into long-term investments and current investments based on intent of the management at the time of making the investment. Investments intended to be held for more than one year are classified as long term investments.

Current investments are valued at lower of cost and fair value. The diminution in current investments is charged to the statement of profit and loss and appreciation, if any, is recognized at the time of sale. Long term investments are stated at cost of acquisition unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health and specific prospects of the issuer.

w) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the Statement of Profit and Loss as incurred.

x) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Group is solely into manufacturing and retail of Indian wear. Based on the nature of business and internal reporting provided to the management for evaluation of the performance of the segment, the Group has a single reportable segment.

3. Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Group's Restated Consolidated Summary Statement requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Leases - Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations.

Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding warranties and guarantees. However the actual future outcome may be different from this judgement.

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets.

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Notes to the restated consolidated summary statement
(All amounts in ₹ million unless otherwise stated)

4 Property, plant and equipment

Particulars	Office equipments	Computers	Furniture and fixtures	Leasehold improvements	Vehicles	Plant and machinery	Total
Gross carrying amount							
As at 01 April 2018	128.44	37.44	377.32	343.96	23.30	42.13	**952.59**
Additions	46.66	10.39	87.89	135.65	0.07	4.65	**285.31**
Disposals	22.28	14.84	8.66	12.03	4.44	4.60	**66.85**
At 31 March 2019	**152.82**	**32.99**	**456.55**	**467.58**	**18.93**	**42.18**	**1,171.05**
Additions	34.36	8.00	110.67	129.60	5.76	3.01	**291.40**
Disposals	4.53	0.95	10.25	5.99	-	0.38	**22.10**
At 31 March 2020	**182.65**	**40.04**	**556.97**	**591.19**	**24.69**	**44.81**	**1,440.35**
Additions	14.83	1.07	31.04	30.75	0.15	4.76	**82.60**
Disposals	-	0.05	0.57	46.17	-	1.16	**47.95**
At 31 March 2021	**197.48**	**41.06**	**587.44**	**575.77**	**24.84**	**48.41**	**1,475.00**
Additions	46.49	7.08	58.52	53.99	-	0.99	**167.07**
Disposals	6.05	1.00	18.28	45.55	10.81	0.63	**82.32**
At 31 December 2021	**237.92**	**47.14**	**627.68**	**584.21**	**14.03**	**48.77**	**1,559.75**
Accumulated depreciation							
As at 01 April 2018	76.97	26.11	151.59	217.22	11.62	13.19	**496.70**
Depreciation charge for the year	33.17	8.44	70.72	93.95	3.56	5.75	**215.59**
Disposals	21.98	14.83	7.36	12.03	4.05	3.33	**63.58**
At 31 March 2019	**88.16**	**19.72**	**214.95**	**299.14**	**11.13**	**15.61**	**648.71**
Depreciation charge for the year	35.13	10.62	78.71	68.76	3.79	5.36	**202.37**
Disposals	4.15	0.80	7.63	3.71	-	0.16	**16.45**
At 31 March 2020	**119.14**	**29.54**	**286.03**	**364.19**	**14.92**	**20.81**	**834.63**
Depreciation charge for the year	32.47	5.63	74.72	71.33	3.01	4.13	**191.29**
Disposals	-	0.05	0.37	46.17	-	0.63	**47.22**
At 31 March 2021	**151.61**	**35.12**	**360.38**	**389.35**	**17.93**	**24.31**	**978.70**
Depreciation charge for the period	19.67	3.00	53.07	62.33	1.55	3.35	**142.97**
Disposals	6.05	1.00	18.14	45.55	10.47	0.63	**81.84**
At 31 December 2021	**165.23**	**37.12**	**395.31**	**406.13**	**9.01**	**27.03**	**1,039.83**
Net carrying amount							
As at 31 December 2021	**72.69**	**10.02**	**232.37**	**178.08**	**5.02**	**21.74**	**519.92**
As at 31 March 2021	**45.87**	**5.94**	**227.06**	**186.42**	**6.91**	**24.10**	**496.30**
As at 31 March 2020	**63.51**	**10.50**	**270.94**	**227.00**	**9.77**	**24.00**	**605.72**
As at 31 March 2019	**64.66**	**13.27**	**241.60**	**168.44**	**7.80**	**26.57**	**522.34**

(i) Contractual obligations
Refer note 52 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
(ii) Property, plant and equipment have been pledged as security for liabilities, for details refer note 44.
(iii) On transition to Ind AS (i.e. April 1, 2015), the Group had opted to continue with carrying values of items of property, plant and equipment measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of property, plant and equipment.

5 Other intangible assets

Particulars	Brand	Software	Non compete fee	Total	Intangible Assets under development
Gross carrying amount					
As at 01 April 2018	6.81	38.60	1.11	**46.52**	-
Additions	29.98	6.08	-	**36.06**	-
At 31 March 2019	**36.79**	**44.68**	**1.11**	**82.58**	**-**
Additions	9.34	1.36	-	**10.70**	-
Disposals	2.28	-	-	**2.28**	-
At 31 March 2020	**43.85**	**46.04**	**1.11**	**91.00**	**-**
Additions	-	0.50	-	**0.50**	-
At 31 March 2021	**43.85**	**46.54**	**1.11**	**91.50**	**-**
Additions		**2.03**		**2.03**	**36.64**
At 31 December 2021	**43.85**	**48.57**	**1.11**	**93.53**	**36.64**
Accumulated amortisation					
At 01 April 2018	2.08	23.64	1.11	**26.83**	-
Amortisation charge for the year	3.14	7.03	-	**10.17**	-
At 31 March 2019	5.22	30.67	1.11	**37.00**	-
Amortisation charge for the year	4.31	5.96	-	**10.27**	-
Disposals	1.43	-	-	**1.43**	-
At 31 March 2020	**8.10**	**36.63**	**1.11**	**45.84**	**-**
Amortisation charge for the year	3.64	3.80	**-**	**7.44**	**-**
At 31 March 2021	**11.74**	**40.43**	**1.11**	**53.28**	**-**
Amortisation charge for the period	3.74	0.29		**4.03**	
At 31 December 2021	**15.48**	**40.72**	**1.11**	**57.31**	**-**
Net carrying amount					
At 31 December 2021	**28.37**	**7.85**	**-**	**36.22**	**36.64**
At 31 March 2021	**32.11**	**6.11**	**-**	**38.22**	**-**
At 31 March 2020	**35.75**	**9.41**	**-**	**45.16**	**-**
At 31 March 2019	**31.57**	**14.01**	**-**	**45.58**	**-**

Intangible assets under development ageing schedule

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	36.64	-	-	-	36.64

On transition to Ind AS (i.e. April 1, 2015), the Group had opted to continue with carrying values of items of other intangible assets measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of other intangible assets.

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
6	**Investments accounted for using the equity method**				
	In equity instruments (fully paid)				
	In Associate (unquoted)				
	- Anjuman Brand Designs Private Limited (refer note below) - equity shares of ₹ 10 each 854,926 (31 March 2021: 854,926, 31 March 2020: 854,926 and 31 March 2019: 854,926)	61.51	61.51	61.51	61.51
	Add: loss from associate using equity method of accounting	(2.59)	(4.09)	(2.17)	4.51
		58.92	**57.42**	**59.34**	**66.02**
	Aggregate value of unquoted investments	58.92	57.42	59.34	66.02
7	**Investments**				
	Investments at amortised cost*				
	Tax free bonds (quoted)				
	In Government entities				
	Housing and Urban Development Corporation Limited 4,517 (31 March 2021: 4,517, 31 March 2020: 4,517 and 31 March 2019: 4,517) tax free bonds of ₹ 1,000 each	4.52	4.61	4.61	4.61
	National Bank for Agriculture and Rural Development 10,020 (31 March 2021: 10,020, 31 March 2020: 10,020 and 31 March 2019: 10,020) tax free bonds of ₹ 1,000 each	12.04	11.25	10.76	10.76
		16.56	**15.86**	**15.37**	**15.37**
	Aggregate value of quoted investments	**16.56**	**15.86**	**15.37**	**15.37**
	Market value of quoted investments	**18.30**	**17.66**	**16.72**	**16.68**

* Investment in tax free bonds in government entities are measured at amortised cost as the objective of the management is to hold these investments for collecting contractual cash flows on the specified dates and contractual terms of the investment give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
8	**Other non-current financial assets**				
	Security deposits- Unsecured, considered good	223.26	315.89	324.12	310.51
	Fixed deposits with banks with maturity period of more than 12 months*	1.97	0.93	1.48	0.96
		225.23	**316.82**	**325.60**	**311.47**

*includes fixed deposits pledged with government authorities amounting to ₹ 1.34 million (31 March 2021: ₹ 0.77 million, 31 March 2020: ₹ 0.75 million and 31 March 2019: ₹ 0.75 million)

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
9	**Non-current tax asset (net)**				
	Advance income tax (net of provision)	30.73	36.02	82.50	182.05
		30.73	**36.02**	**82.50**	**182.05**

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
10	**Deferred tax assets**				
	Deferred tax liabilities on account of:				
	Investments accounted for using the equity method	-	-	-	0.92
	Financial assets at amortised cost	-	-	-	3.30
	Deferred tax assets on account of:				
	Investments accounted for using the equity method	0.65	1.03	0.54	-
	Property, plant and equipment	43.85	39.45	33.20	52.75
	Provision for employee benefits	10.41	9.28	8.13	7.91
	Financial assets at amortised cost	32.07	7.77	2.31	-
	Right of use assets net of lease liabilities	130.25	157.21	147.21	168.28
	Fair value of investment	-	-	0.12	0.11
	Amount disallowed under section 40a(ia)	11.45	3.50	1.25	-
	Provision for doubtful debts	4.17	1.72	1.18	-
	Provision for doubtful advance	3.17	0.76	-	-
	Provision for doubtful deposits	2.49	-	-	-
	Foreign exchange loss	0.18	-	-	-
	Loss on derivative asset	0.53	-	-	(0.03)
	Brought forward losses	-	22.00	-	-
		239.22	**242.72**	**193.94**	**224.80**

Movement in deferred tax assets during period ended 31 December 2021

Particulars	As at 1 April 2021	Recognised in OCI	Recognised in profit and loss	As at 31 December 2021
Deferred tax assets				
Property, plant and equipment	39.45	-	4.40	**43.85**
Fair value of investment	-	-	-	**-**
Amount disallowed under section 40a(ia)	3.50	-	7.95	**11.45**
Provision for doubtful debts	1.72	-	2.45	**4.17**
Provision for doubtful advance	0.76	-	2.41	**3.17**
Provision for doubtful deposits	-	-	2.49	**2.49**
Foreign exchange loss	-	-	0.18	**0.18**
Financial assets at amortised cost	7.77	-	24.30	**32.07**
Provision for employee benefits	9.28	(0.44)	1.57	**10.41**
Right of use assets net of lease liabilities	157.21	-	(26.96)	**130.25**
Brought forward losses	22.00	-	(22.00)	**-**
Loss on derivative asset	-	-	0.53	**0.53**
Investments accounted for using the equity method	1.03	-	(0.38)	**0.65**
Total	**242.72**	**(0.44)**	**(3.06)**	**239.22**

BIBA Fashion Limited (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)
Notes to the restated consolidated summary statement
(All amounts in ₹ million unless otherwise stated)

Movement in deferred tax assets during year ended 31 March 2021

Particulars	As at 1 April 2020	Recognised in OCI	Recognised in profit and loss	As at 31 March 2021
Deferred tax assets				
Property, plant and equipment	33.20	-	6.25	**39.45**
Fair value of investment	0.12	-	(0.12)	**-**
Amount disallowed under section 40a(ia)	1.25	-	2.25	**3.50**
Provision for doubtful debts	1.18	-	0.54	**1.72**
Provision for doubtful advance	-	-	0.76	**0.76**
Financial assets at amortised cost	2.31	-	5.46	**7.77**
Provision for employee benefits	8.13	0.19	0.96	**9.28**
Right of use assets net of lease liabilities	147.21	-	10.00	**157.21**
Brought forward losses	-	-	22.00	**22.00**
Investments accounted for using the equity method	0.54	-	0.49	**1.03**
Total	**193.94**	**0.19**	**48.59**	**242.72**

Movement in deferred tax during year ended 31 March 2020

Particulars	As at 31 March 2019 (restated)	Ind AS 116 transition impact*	Revised balance 1 April 2019*	Recognised in OCI	Recognised in profit and loss	As at 31 March 2020
Deferred tax assets						
Property, plant and equipment	52.75	-	52.75	-	(19.55)	**33.20**
Fair value of investment	0.11	-	0.11	-	0.01	**0.12**
Amount disallowed under section 40a(ia)	-	-	-	-	1.25	**1.25**
Provision for doubtful advance	-	-	-	-	1.18	**1.18**
Loss on derivative asset		-	-	-	-	**-**
Provision for employee benefits	7.91	-	7.91	1.05	(0.83)	**8.13**
Deferred lease rent	-	-	-	-	-	**-**
Right of use assets net of lease liabilities	168.28	(41.80)	126.48	-	20.73	**147.21**
Deferred tax liability						
Loss on derivative asset	0.03	-	0.03		(0.03)	**-**
Financial assets at amortised cost	3.30	(3.65)	(0.35)		(1.96)	**(2.31)**
Investments accounted for using the equity method	0.92	0.08	1.00	-	(1.54)	**(0.54)**
Total	**224.80**	**(38.23)**	**186.57**	**1.05**	**6.32**	**193.94**

*Balance as at 1 April 2019 has been considered after adjustment of impact of adoption of Ind AS 116 w.e.f. April 1, 2019 as per audited financial statement for the year March 31, 2020. Refer Part B of Note no 58.

Movement in deferred tax during year ended 31 March 2019

Particulars	As at 1 April 2018	Recognised in OCI	Recognised in profit and loss	Recognised directly in equity	As at 31 March 2019
Deferred tax assets					
Property, plant and equipment	42.79	-	9.96	-	**52.75**
Fair value of investment	0.11	-	-	-	**0.11**
Minimum alternate tax (MAT) advance	-	-	-	-	**-**
Loss on derivative asset	0.17	-	(0.20)	-	**(0.03)**
Provision for employee benefits	6.26	0.81	0.84	-	**7.91**
Deferred lease rent		-	-	-	**-**
Right of use assets net of lease liabilities	7.31	-	34.17	126.81	**168.28**
Deferred tax liability					
Financial assets at amortised cost	(0.48)	-	3.78	-	**3.30**
Investments accounted for using the equity method	1.29	-	(0.37)	-	**0.92**
Total	**55.83**	**0.81**	**41.36**	**126.81**	**224.80**

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
11	**Other non-current asset**				
	(Unsecured, considered good)				
	Capital advances	71.50	23.96	25.24	43.30
	Balances with government authorities	6.40	6.60	1.72	1.62
		77.90	**30.56**	**26.96**	**44.92**

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
12 Inventories*^				
Raw material	177.42	68.39	72.14	69.10
Work-in-progress**	444.90	72.41	526.06	353.88
Finished goods ***	2,441.90	2,955.29	3,097.05	2,329.44
Finished goods-in-transit	9.55	105.19	85.19	61.99
	3,073.77	**3,201.28**	**3,780.44**	**2,814.41**

*Inventories have been pledged as security for borrowings, for details refer note 44.

** Represent inventories with the vendors sent for job work ₹ 444.90 million (31 March 2021: ₹ 72.41 million, 31 March 2020: ₹ 526.06 million and 31 March 2019: ₹ 350.58 million)

***(including stock-in-trade of ₹ 66.85 million (31 March 2021: ₹ 13.41 million, 31 March 2020: ₹ 10.90 million and 31 March 2019: ₹ 8.26 million))

^The Holding company has recorded few class of finished goods at the net realisable value (NRV), as their realisable value is lower than the cost of production. The total NRV adjustments made in the value of such goods is ₹ 0.89 million (31 March 2021: ₹ 6.22 million, 31 March 2020: ₹ 9.37 million and 31 March 2019: ₹ Nil). This was recognised as an expense during the year and included in 'changes in inventories of finished goods' in the restated consolidated statement of profit and loss.

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
13 Trade receivables				
Trade receivables- considered good, unsecured	548.69	677.29	331.75	330.26
Trade receivables - credit impaired, unsecured	16.56	6.84	5.50	3.01
	565.25	684.13	337.25	333.27
Less: loss allowance	16.56	6.84	5.50	3.01
	548.69	**677.29**	**331.75**	**330.26**

Trade receivables ageing schedules

Particular	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
(i) Undisputed Trade Receivables - Considered good Outstanding for the following periods from the due date of payments				
Not Due	336.67	466.15	75.89	188.23
Less than 6 months	191.51	188.69	214.26	115.24
6 months - 1 year	18.42	18.26	31.65	9.50
1-2 years	1.95	2.64	5.81	2.79
2-3 years	0.13	0.87	0.34	1.49
More than 3 years	0.01	0.68	3.80	13.01
Total	**548.69**	**677.29**	**331.75**	**330.26**
(i) Undisputed Trade Receivables - credit impaired Outstanding for the following periods from the due date of payments				
Less than 6 months	1.43	-	-	-
6 months - 1 year	0.40	0.84	-	-
1-2 years	7.77	3.81	-	-
2-3 years	2.08	1.38	-	2.21
More than 3 years	4.88	0.81	5.50	0.80
Total	**16.56**	**6.84**	**5.50**	**3.01**

(i) Trade receivables have been pledged as security for borrowings, for details refer note 44.
(ii) Refer note 42 - Financial risk management for assessment of expected credit loss.
(iii)The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
14	**Cash and cash equivalents**				
	Balance with banks				
	- with scheduled banks in current accounts	10.22	8.76	17.16	11.80
	- with scheduled banks in cash credit account	62.04	7.39	2.74	41.90
	Cash on hand	51.07	23.53	2.50	14.12
		123.33	**39.68**	**22.40**	**67.82**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting date and prior years

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
15	**Bank balances other than cash and cash equivalents (unsecured, considered good)**				
	Deposits with maturity of more than 3 months but less than 12 months*	1.56	13.44	1.14	1.50
	Unpaid dividend account	-	-	0.12	-
		1.56	**13.44**	**1.26**	**1.50**

*includes fixed deposits pledged with government authorities amounting to ₹ 0.90 million (31 March 2021: ₹ 2.49 million, 31 March 2020: ₹ 1.14 million and 31 March 2019: ₹ 1.50 million)

The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
16	**Loans- Current**				
	(unsecured-considered good)				
	Loan to others	-	-	-	42.73
		-	**-**	**-**	**42.73**
17	**Other current financial assets**				
	(Unsecured, considered good)				
	<u>At amortised cost</u>				
	Security deposits	155.43	144.79	119.85	110.47
	Security deposits- Considered doubtful	9.89	-	-	-
	Less: provision for doubtful deposits	(9.89)	-	-	-
	Credit card receivable	6.07	7.42	-	9.49
	Staff advances	36.65	1.89	1.93	2.99
	<u>At fair value through profit and loss</u>				
	Derivative asset	-	-	-	4.36
		198.15	**154.10**	**121.78**	**127.31**

The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
18	**Other current assets**				
	(unsecured considered good, unless otherwise stated)				
	Advances to suppliers- considered good	154.23	85.15	47.01	81.35
	Advances to suppliers- considered doubtful	12.58	3.03	-	-
	Less: provision for doubtful advances	(12.58)	(3.03)	-	-
	Prepaid expenses	16.94	7.67	7.79	10.32
	Balances with government authorities	68.01	61.99	138.61	53.49
	Other advances*	81.84	122.81	153.74	132.95
		321.02	**277.62**	**347.15**	**278.11**

* This includes goods and services tax on sales on return basis.

19 Equity share capital

Particulars	As at 31 December 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares (in million)	Amount	Number of shares (in million)	Amount	Number of shares (in million)	Amount	Number of shares (in million)	Amount
Authorised share capital								
Equity shares of ₹ 10 each (31 March 2021: ₹ 10 each, 31 March 2020: ₹ 10 each and 31 March 2019: ₹ 10 each)	135.00	1,350.00	135.00	1,350.00	120.00	1,200.00	120.00	1,200.00
	135.00	**1,350.00**	**135.00**	**1,350.00**	**120.00**	**1,200.00**	**120.00**	**1,200.00**
Issued, subscribed and paid up share capital								
Equity shares of ₹ 10 each (31 March 2021: ₹ 10 each, 31 March 2020: ₹ 10 each and 31 March 2019: ₹ 10 each)	125.06	1,250.63	125.06	1,250.63	119.73	1,197.30	119.73	1,197.30
	125.06	**1,250.63**	**125.06**	**1,250.63**	**119.73**	**1,197.30**	**119.73**	**1,197.30**

a) Reconciliation of number of shares outstanding at the beginning and end of the year

Particulars	As at 31 December 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares (in million)	Amount	Number of shares (in million)	Amount	Number of shares (in million)	Amount	Number of shares (in million)	Amount
Balance at the beginning	125.06	1,250.63	119.73	1,197.30	119.73	1,197.30	119.66	1,196.60
Add: shares issued during the period/year	-	-	5.33	53.33	-	-	0.07	0.70
Balance at the end	**125.06**	**1,250.63**	**125.06**	**1,250.63**	**119.73**	**1,197.30**	**119.73**	**1,197.30**

b) Details of shareholders holding more than 5% of the shares of the Company*

Name of the shareholder	As at 31 December 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares (in million)	% of holding	Number of shares (in million)	% of holding	Number of shares (in million)	% of holding	Number of shares (in million)	% of holding
Mrs. Meena Bindra	12.73	10.18%	12.66	10.12%	11.73	9.80%	11.73	9.80%
Mr. Siddharath Bindra	50.25	40.18%	50.05	40.02%	49.65	41.47%	49.65	41.47%
Dhanvan Impex Private Limited	10.00	8.00%	10.00	8.00%	10.00	8.35%	10.00	8.35%
Highdell Investment Ltd	36.85	29.46%	36.85	29.46%	32.85	27.43%	32.85	27.43%

*As per the records of the Company, including its register of shareholders/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

c) Terms and rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹ 10 each (31 March 2021: ₹ 10 each, 31 March 2020: ₹ 10 each and 31 March 2019: ₹ 10 each). Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Holding Company, holders of equity shares will be entitled to receive any of the remaining assets of the Holding Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

d) During the year ended 31 March 2017, pursuant to the shareholders approvals under Section 63 and other applicable provisions of the Companies Act, 2013, the Holding Company had issued bonus shares in the ratio of 24:1 (i.e. twenty four bonus equity share of ₹ 10 each for every one fully paid up equity share of ₹ 10 each) to the shareholders on record date of 3 February 2017, by capitalising securities premium account, general reserve and retained earnings by sum of ₹ 186.39 million, ₹ 348.33 million and ₹ 614.01 million respectively.
The Holding Company has not issued any shares pursuant to contract without payment being received in cash, or allotted as fully paid up by way of bonus shares or bought back any shares during the period of immediately preceding five years except bonus shares issued during the year ended 31 March 2017 as mentioned above.

e) Shares reserved for issue under options
For details of shares reserved for issue under the Share based payment plan of the Company, please refer note 50.

f) Shares held by promoters at the end of the year.

Promoter name	**As at 31 December 2021**			**As at 31 March 2021**		
	Number of shares	**% of total shares**	**% Change during the period**	**Number of shares**	**% of total shares**	**% Change during the year**
Mrs. Meena Bindra	12.73	10.18%	0.55%	12.66	10.12%	7.96%
Mr. Siddharath Bindra	50.25	40.18%	0.40%	50.05	40.02%	0.81%
Mrs. Shradha Bindra	3.75	3.00%	0.00%	3.75	3.00%	0.00%
Dhanvan Impex Private Limited	10.00	8.00%	0.00%	10.00	8.00%	0.00%
Kaveri Tradex Private Ltd	4.24	3.39%	-4.47%	4.44	3.55%	0.00%
Total	**80.97**	**64.75%**	**-3.52%**	**80.90**	**64.69%**	**8.77%**

Promoter name	**As at 31 March 2020**			**As at 31 March 2019**		
	Number of shares	**% of total shares**	**% Change during the year**	**Number of shares**	**% of total shares**	**% Change during the year**
Mrs. Meena Bindra	11.73	9.80%	0.00%	11.73	9.80%	0.00%
Mr. Siddharath Bindra	49.65	41.47%	0.00%	49.65	41.47%	0.00%
Mrs. Shradha Bindra	3.75	3.13%	0.00%	3.75	3.13%	0.00%
Dhanvan Impex Private Limited	10.00	8.35%	0.00%	10.00	8.35%	0.00%
Kaveri Tradex Private Ltd	4.44	3.70%	0.00%	4.44	3.70%	0.00%
Total	**79.57**	**66.45%**	0.00%	**79.57**	**66.45%**	0.00%

20 Other equity

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Surplus in the restated consolidated statement of profit and loss				
Balance at the beginning	1,554.03	1,672.84	1,661.78	1,774.32
Add: (Loss)/profit for the period/year	182.44	(118.25)	88.45	209.77
Add: other comprehensive (loss)/ income (net of tax)	1.23	(0.56)	(3.11)	(1.48)
Less: Ind-AS 116 transition adjustments (net of adjustment of deferred tax) (refer note 58)	-	-	(58.39)	(235.67)
Less: dividend (including dividend distribution tax)	-	-	(15.89)	(85.16)
Balance at the end	**1,737.70**	**1,554.03**	**1,672.84**	**1,661.78**
Employee Stock option reserve				
Balance at the beginning	0.79	-	-	-
Add: Recognised during the period/year	0.77	0.79	-	-
	1.56	**0.79**	**-**	**-**
Share application money pending allotment*				
Balance at the beginning	-	-	-	9.98
Add: application money received pending allotment		-	-	-
Less: shares issued during the period/year against share application money received	-	-	-	(9.98)
Balance at the end	**-**	**-**	**-**	**-**
Securities premium				
Balance at the beginning	355.95	9.28	9.28	-
Add: shares issued during the period/year	-	346.67	-	9.28
Balance at the end	**355.95**	**355.95**	9.28	9.28
Foreign currency translation reserve				
Balance at the beginning	-	-	-	-
Add: created during the period	(0.08)	-	-	-
Balance at the end	**(0.08)**	-	**-**	-
Total	**2,095.13**	**1,910.77**	**1,682.12**	**1,671.06**

Note:
*Share application money pending allotment represents amount raised by the Holding Company through preferential allotment of 70,000 equity shares of face value of ₹ 10 each at a premium of ₹ 132.50 per share in 2017-18 against which allotment has been made by the Holding Company in the year ended 31 March 2019.

Nature and purpose of other reserves:
1. Securities premium is used to record the premium on issue of shares. The premium will be utilised in accordance with provisions of the Companies Act 2013.
2. Retained Earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.
3. The share options outstanding account is used to recognise the grant date fair value of options issued to employees under the Company's Employee stock option plan. Refer Note 50.

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
21 Non-current financial liabilities-borrowings				
Secured Loan				
- from banks	351.54	278.86	1.93	74.65
- from others	-	-	0.58	-
Total borrowings	**351.54**	**278.86**	**2.51**	**74.65**
Less: current maturities of long term debt (refer note 23)	89.20	45.29	2.51	72.72
	262.34	**233.57**	**-**	**1.93**

(i) Details of security, repayment terms and interest rate on the borrowings is provided below-

Name of bank and security details	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
ICICI Bank- Term loan	77.14	102.86	-	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Terms of Repayment: Repayable in 14 quarterly instalments commencing from December 2020 and to be repaid by March 2024 Rate of Interest (%): 1 Year MCLR + 2.00%				
Axis Bank- Emergency Credit line guarantee scheme	75.40	77.00	-	-
Security Details: Second pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Terms of Repayment: Repayable in monthly instalments commencing from Dec 2021 and to be repaid by Nov 2025 Rate of Interest (%): 12M MCLR + 0.25%				
Axis Bank- Emergency Credit line guarantee scheme	99.00	99.00	-	-
Security Details: Second pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Terms of Repayment: Repayable in monthly instalments commencing from Jan 2022 and to be repaid by Dec 2025 Rate of Interest (%): 12M MCLR + 0.25%				
Ratnakar Bank Limited - Term loan	-	-	-	70.93
Security Details: First pari passu charged by hypothecation on entire current assets of the Holding Company (both present and future) and first pari passu charge by hypothecation on entire moveable fixed assets of the Holding Company (both present and future) excluding vehicles exclusively charged to lenders and exclusive on assets financed from this loan. Terms of Repayment: Repayable in 12 quarterly instalments commencing from June 2017 and fully repaid on March 2020. Rate of Interest (%): USD 6 months LIBOR + 2.5% to fixed rate (8.95%)				
HDFC Bank Vehicle Loan	-	-	1.93	3.72
Security Details: Hypothecation of vehicle acquired under respective loans Terms of Repayment: Repayable in 37 monthly instalment and fully repaid on March 2021 Rate of Interest (%): 7.38%				

Continued…

Name of bank and security details	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Daimler Financial Services India Private Limited - Vehicle Loan	-	-	0.58	-
Security Details: Hypothecation of vehicle acquired under respective loans Terms of Repayment: Repayable in 10 monthly instalment and fully repaid on June 2020 Rate of Interest (%): Nil				
Kotak Mahindra Bank - Emergency credit line guarantee scheme	100.00	-	-	-
Security Details: Second pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Terms of Repayment: Repayment in 48 equal monthly instalments starting from July 2022 and to be repaid by June 2026 Rate of Interest (%): 1 Year MCLR + 0.25%				

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
22	**Non-current provisions**				
	Provision for gratuity (refer note 48)	13.33	25.29	21.96	13.10
		13.33	**25.29**	**21.96**	**13.10**
23	**Current financial liabilities-borrowings**				
	Current maturities of long-term debt (refer note 21)	89.20	45.29	2.51	72.72
	Cash credit facilities (secured)				
	Foreign currency (USD) loans repayable on demand (from banks)	149.35	-	-	-
	Indian rupee loans repayable on demand (from banks)	199.81	818.95	1,393.24	959.82
	Loan from director^	-	-	45.85	-
		438.36	**864.24**	**1,441.60**	**1,032.54**

(i) Details of security and interest rate on the cash credit facilities is provided below-

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Axis Bank- Cash credit facility (secured)	-	68.72	-	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Rate of Interest: 12M MCLR+ 1%				
HDFC Bank- Cash credit facility(secured)	-	0.23	-	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders). Rate of Interest: 1 Year MCLR				

Continued…

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Kotak Mahindra Bank- Cash credit facility(secured)	-	-	448.29	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: 6M MCLR + 0.85%				
Axis Bank- Foreign Currency Demand Loan (Fully	149.35	-	-	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: 6M LIBOR + 1.4%				
HDFC Bank -Working capital demand loan(secured)	69.69	100.00	-	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: 3M MCLR				
Axis Bank- Working capital demand loan(secured)	-	250.00	396.10	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: 1 year MCLR+0.60%				
Axis Bank- Working capital demand loan (secured)	-	-	-	250.07
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: Ranging between 9.35% to 9.65%				
Kotak Mahindra Bank-Working capital demand loan (secured)	-	200.00	48.85	399.56
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: Ranging between 7.50% to 8.40%				
Citi Bank- Working capital demand loan (secured)	20.12	200.00	500.00	-
Security Details: First pari passu charge on present and future stocks and book debts of the Borrower including card receivables along with present and future movable fixed assets of the Borrower excluding vehicles specifically charged to other lenders.				
Rate of Interest: Ranging between 6.20% to 8.75%				
IDBI Bank Limited- Working capital demand loan	-	-	-	114.76
Security Details: First pari passu charge by way of hypothecation of entire current assets of the Holding Company both present and future, collaterally secured by first pari passu charge on movable fixed assets of the holding Company, both present and future (excluding vehicles exclusively charged to lenders)				
Rate of Interest: 9.10 % per annum				
ICICI Bank- Working capital demand loan (secured)	110.00	-	-	-
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: 6.15%				
HDFC Bank Limited- Working capital demand loan (secured)	-	-	-	195.43
Security Details: First pari passu charge by way of hypothecation of entire current assets and movable fixed assets of the Company, both present and future (excluding vehicles exclusively charged to lenders).				
Rate of Interest: Ranging between 9.05% to 9.20%				

^includes loan from Mrs. Meena Bindra for business purpose and carrying interest @ 8.75% per annum amounting to ₹ Nil (31 March 2021: ₹ Nil, 31 March 2020: ₹ 45.85 million and 31 March 2019: ₹ Nil).

	Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
24	**Trade payables**				
	Total outstanding dues of micro enterprises and small enterprises	289.11	136.69	86.70	56.52
	Total outstanding dues of creditors other than micro enterprises and small enterprises	454.37	372.46	843.05	558.83
		743.48	**509.15**	**929.75**	**615.35**

Trade payable ageing schedules

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
(i) Micro Enterprises and Small Enterprises				
Outstanding for the following periods from the due date of payments/date of transaction				
Unbilled	-	-	-	-
Less than 1 Year	285.74	136.67	86.61	56.52
1-2 years	0.55	0.02	0.09	-
2-3 years	2.07	-	-	-
More than 3 years	0.75	-	-	-
Total	**289.11**	**136.69**	**86.70**	**56.52**
(i) Other than Micro Enterprises and Small Enterprises				
Outstanding for the following periods from the due date of payments				
Unbilled	130.53	73.69	63.82	11.34
Less than 1 Year	303.31	243.16	772.53	536.40
1-2 years	14.78	50.24	4.72	9.81
2-3 years	5.75	2.02	1.24	0.91
More than 3 years	-	3.35	0.74	0.37
Total	**454.37**	**372.46**	**843.05**	**558.83**

25	**Other current financial liabilities**				
	Interest accrued but not due	2.61	4.97	-	2.68
	Deposit from vendors	1.28	7.08	6.92	6.75
	Deposit from franchise stores	66.91	67.14	46.27	28.83
	Deposit from others	-	0.80	0.80	0.80
	Creditors for capital goods	34.91	14.69	33.40	39.35
	Unclaimed dividend*	-	-	0.12	-
	Derivative liability	2.11	-	-	-
		107.82	**94.68**	**87.51**	**78.41**

* The same was not due for deposit to Investor Education and Protection Fund in the year ended 31 March 2020.

26	**Other current liabilities**				
	Statutory dues payable	33.06	34.05	32.95	30.95
	Advance from customers	8.78	21.69	31.25	5.48
		41.84	**55.74**	**64.20**	**36.43**
27	**Current tax liability**				
	Income tax liability (net of advance tax)	0.75	-	-	-
		0.75	**-**	**-**	**-**
28	**Current provisions**				
	Provision for gratuity (refer note 48)	26.50	11.83	10.36	9.54
		26.50	**11.83**	**10.36**	**9.54**

	Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
29	**Revenue from operations**				
	Sale of products				
	- Export	163.50	123.07	153.75	74.91
	- Domestic	4,711.16	5,134.31	7,415.45	7,216.40
		4,874.66	**5,257.38**	**7,569.20**	**7,291.31**
	Other operating revenue				
	- Export incentives	0.20	0.07	0.29	1.03
	- Scrap sale	1.98	0.75	2.59	1.71
		2.18	**0.82**	**2.88**	**2.74**
	Total revenue from operations (refer note 47)	**4,876.84**	**5,258.20**	**7,572.08**	**7,294.05**
30	**Other income**				
	Interest income:				
	-on fixed deposits	0.17	0.34	0.99	0.24
	-on loans	-	-	-	4.83
	-on investment	1.03	1.17	1.07	1.08
	-on financial asset at amortised cost	18.36	10.14	9.18	10.70
	-on income tax refund	2.29	9.63	13.85	-
	Insurance claim received	-	1.04	3.34	0.01
	Excess liabilities and provisions written back	-	-	14.85	-
	Foreign exchange fluctuation gain (net)	-	-	0.40	0.09
	Gain on disposal of property, plant and equipment	0.39	0.04	1.03	-
	Gain on termination of right-of-use assets	57.31	56.29	25.16	23.85
	Rent concession of lease rentals (refer note 49)	183.97	350.58	-	-
	Miscellaneous income	10.58	4.36	19.51	22.52
		274.10	**433.59**	**89.38**	**63.32**
31	**Cost of materials consumed**				
	Raw materials consumed				
	Opening stock	68.39	72.13	69.10	88.81
	Add: purchases	1,165.83	961.99	2,225.09	1,580.86
		1,234.22	1,034.12	2,294.19	1,669.67
	Less: closing stock	177.42	68.39	72.13	69.10
		1,056.80	**965.73**	**2,222.06**	**1,600.57**
	Details of raw material and other consumables consumed				
	Fabric	975.64	925.56	2,044.56	1,357.89
	Accessories and job work	81.16	40.17	174.53	241.62
	Others	-	-	2.97	1.05
	Total	**1,056.80**	**965.73**	**2,222.06**	**1,600.56**
32	**Job work charges**				
	Dyeing and printing charges	153.59	98.51	264.88	256.13
	Stitching charges	323.98	567.01	949.03	660.16
		477.57	**665.52**	**1,213.91**	**916.29**

	Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
33	**Changes in inventories of finished goods, stock-in-trade and work-in-progress**				
	Opening stock:				
	Work-in-progress	72.41	526.06	353.88	319.90
	Finished goods (including stock-in-trade and stock-in-transit)	3,060.49	3,182.24	2,391.43	2,387.06
		3,132.90	**3,708.30**	**2,745.31**	**2,706.96**
	Closing stock:				
	Work-in-progress	444.90	72.41	526.06	353.88
	Finished goods (including stock-in-trade and stock-in-transit)	2,451.45	3,060.49	3,182.24	2,391.43
		2,896.35	**3,132.90**	**3,708.30**	**2,745.31**
		236.55	**575.40**	**(962.99)**	**(38.35)**
34	**Employee benefits expense**				
	Salaries and wages	601.71	650.26	1,007.48	856.64
	Employee stock option expense (refer note 50)	0.77	0.79	-	-
	Gratuity expense (refer note 48)	6.30	8.22	7.49	5.25
	Contribution to provident and other funds (refer note 48)	31.78	36.42	53.34	40.50
	Staff welfare expense	14.82	17.74	46.02	31.04
		655.38	**713.43**	**1,114.33**	**933.43**
35	**Finance cost**				
	Interest expenses on:				
	-term loans and cash credit	55.17	102.11	116.37	79.25
	-others	0.43	2.31	0.84	-
	Interest on lease liabilities	239.37	326.06	332.65	274.47
		294.97	**430.48**	**449.86**	**353.72**
36	**Depreciation and amortisation expenses**				
	Depreciation on property, plant and equipment	142.96	191.29	202.38	215.59
	Amortisation of right-of-use asset	429.40	635.23	596.63	491.01
	Amortisation of other intangible assets	4.03	7.44	10.26	10.18
		576.39	**833.96**	**809.27**	**716.78**

	Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
37	**Other expenses**				
	Franchise/sales commission	700.77	755.32	1,481.10	1,513.88
	Advertisement	275.61	220.21	294.84	294.63
	Goods & service tax input written off	-	25.84	-	-
	Rent and mall maintenance	132.22	118.53	161.85	153.67
	Electricity expenses	55.79	94.00	115.19	106.78
	Bank charges and commission	17.60	29.27	18.31	13.60
	Foreign exchange fluctuation loss (net)	2.81	0.25	-	-
	Rates and taxes	9.28	7.90	22.76	16.46
	Repairs and maintenance - Others	60.75	60.28	75.26	61.03
	Insurance	5.48	6.81	5.05	2.49
	Legal and professional	58.59	56.00	71.81	54.77
	Payment to auditors	2.32	3.73	3.54	3.25
	Communication	5.29	7.48	9.55	9.24
	Travelling and conveyance	14.37	13.20	46.78	39.66
	Membership and subscription	3.69	0.69	4.01	4.65
	Printing and stationery	2.63	3.66	9.33	6.33
	Loss on disposal of property, plant and equipment (net)	-	-	-	0.85
	Assets written off	-	-	3.94	-
	Corporate social responsibility expenses	1.75	15.55	2.59	14.63
	Merchant commission	10.30	12.52	27.19	19.77
	Store expenses	4.55	9.19	20.41	21.80
	Security expenses	2.91	3.77	5.51	6.49
	Outsource salary	48.01	52.11	87.77	84.54
	Business promotion	1.84	5.56	7.44	29.63
	Packing materials	11.73	11.65	19.49	18.46
	Freight, octroi, forwarding charges and entry tax	112.76	124.54	104.80	97.92
	Provision for bad and doubtful debts	10.22	11.14	4.70	-
	Provision for doubtful advances	9.54	3.03	-	-
	Provision for doubtful deposits	9.89	-	-	-
	Preliminary expenses	2.26	-	-	-
	Miscellaneous balances written off	1.32	49.63	-	-
	Miscellaneous expenses	2.33	1.19	1.33	2.89
		1,576.61	**1,703.05**	**2,604.55**	**2,577.42**
38	**Exceptional items**				
	Advances and other receivables written off	-	0.08	42.73	-
		-	**0.08**	**42.73**	**-**

Note : During the period ended 31 December 2021, the Holding Company has written-off advances amounting to ₹ Nil (31 March 2021: ₹ 0.08 million, 31 March 2020 : ₹ 42.73 million and 31 March 2019 : ₹ Nil). These have been recorded as exceptional item in the restated consolidated summary statement of profit and loss.

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
39 Income tax				
(a) Income tax expense recognised in statement of profit and loss				
- Current tax	65.59	(40.83)	57.53	128.82
- Deferred tax	3.14	(48.59)	(6.32)	(41.36)
Income tax expense reported in the statement of profit or loss	**68.73**	**(89.42)**	**51.21**	**87.46**
Income tax expense recognised in other comprehensive income				
- Deferred tax (credit)	(0.44)	0.19	1.05	0.81
Income tax recognised in other comprehensive income	**(0.44)**	**0.19**	**1.05**	**0.81**

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2021: 25.17%, 31 March 2020: 25.17%, 31 March 2019: 34.94%) and the reported tax expense in profit or loss are as follows:

(b) Reconciliation of tax expense and the accounting profit

Particulars	**Period ended 31 December 2021**	**Year ended 31 March 2021**	**Year ended 31 March 2020**	**Year ended 31 March 2019**
Profit/ (loss) before income tax expense (before exceptional items)	249.55	(205.58)	190.13	291.79
Statutory income tax rate	25.17%	25.17%	25.17%	34.94%
Amount of tax at statutory income tax rate	62.81	(51.74)	47.86	101.95
Adjustments:				
Effect of non-deductible expenses	0.64	10.53	2.21	5.56
Tax impact of deduction u/s 80G & 80JJA	-	-	(10.80)	(23.91)
Income exempt from tax	0.26	(0.29)	(0.27)	(0.38)
Tax impact on account of change in income tax rate	-	-	15.05	-
Tax pertaining to earlier years	2.07		-	-
Others	2.94	(47.92)	(2.84)	4.24
Total	**5.92**	**(37.68)**	**3.35**	**(14.49)**
Amount of tax at statutory income tax rate post adjustments	**68.73**	**(89.42)**	**51.21**	**87.46**

40 Earning per share

Particulars	**31 December 2021^**	**31 March 2021**	**31 March 2020**	**31 March 2019**
Net profit attributable to equity shareholders				
Profit/ (loss) after tax	182.41	(118.40)	89.09	202.43
Nominal value of equity share (₹)	10	10	10	10
Total number of equity shares outstanding at the beginning(in million)	125.06	119.73	119.73	119.66
Add: shares issued during the period/year (in million)	-	5.33	-	0.07
Total number of equity shares outstanding at the end (in million)	125.06	125.06	119.73	119.73
Weighted average number of equity shares (in million)	125.06	123.31	119.73	119.73
Basic and diluted earnings per share (₹)*	**1.46**	**(0.96)**	**0.74**	**1.69**

*For the period ended 31 December 2021 and year ended 31 March 2021, the outstanding potential equity shares had an anti-dilutive effect on EPS, hence there was no dilution of EPS in period ended 31 December 2021 & year ended 31 March 2021.

^ EPS for nine months period ended 31 December 2021 is not annualised

41 Financial instruments

(i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

(ii) Financial assets and liabilities measured at fair value - recurring fair value measurements

There are no assets/liabilities carried at fair value as at 31 March 2021 and 31 March 2020

Financial assets measured at fair value - recurring fair value measurements

31 December 2021	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial liabilities				
Derivative liability	-	2.11	-	**2.11**
Total financial liabilities	**-**	**2.11**	**-**	**2.11**
31 March 2019	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets				
Derivative assets	-	4.36	-	**4.36**
Total financial assets	-	4.36	**-**	**4.36**

(iii) Valuation technique used to determine fair value

Fair value of swap contracts is determined using forward rate at balance sheet date, based on dealer or counterparty quotes for similar instruments.

iv) Fair value of instruments measured at amortised cost

Particulars	**Level**	**31 December 2021**		**31 March 2021**		**31 March 2020**		**31 March 2019**	
		Carrying value	**Fair value**	**Carrying value**	**Fair value**	**Carrying value**	**Fair value**	**Carrying value**	**Fair value**
Financial assets									
Investment	Level 1	16.56	18.30	15.86	17.66	15.37	16.72	15.37	16.68
Security deposit	Level 3	378.69	378.69	460.68	460.68	443.96	443.96	420.98	420.98
Total financial assets		**395.25**	**396.99**	**476.54**	**478.34**	**459.33**	**460.68**	**436.35**	**437.66**
Financial liabilities									
Borrowings	Level 3	700.70	700.70	1,097.81	1,097.81	1,441.60	1,441.60	1,034.47	1,034.47
Total financial liabilities		**700.70**	**700.70**	**1,097.81**	**1,097.81**	**1,441.60**	**1,441.60**	**1,034.47**	**1,034.47**

For cash and bank balances, trade receivables, fixed deposits, other receivables, trade payables and other current financial liabilities, the management assessed that their far value is approximate their carrying amounts largely due to the short-term maturities of these instruments.

42 Financial risk management

i) Financial instruments by category

Particulars	31 December 2021		31 March 2021		31 March 2020		31 March 2019	
	Fair Value	Amorti-sed cost	Fair Value	Amorti-sed cost	Fair Value	Amorti-sed cost	Fair Value	Amorti-sed cost
Financial assets								
Investment in tax free bonds	-	16.56	-	15.86	-	15.37	-	15.37
Trade receivables	-	548.69	-	677.29	-	331.75	-	330.26
Loans	-	-	-	-	-	-	-	42.73
Cash and cash equivalents	-	123.33	-	39.68	-	22.40	-	67.82
Other bank balances	-	1.56	-	13.44	-	1.26	-	1.50
Other financial asset	-	423.38	-	470.92	-	447.39	4.36	434.42
Total	**-**	**1,113.52**	**-**	**1,217.19**	**-**	**818.17**	**4.36**	**892.10**
Financial liabilities								
Borrowings (including interest accrued)	-	703.31	-	1,102.77	-	1,441.60	-	1,037.14
Trade payables	-	743.48	-	509.15	-	929.75	-	615.35
Security deposits received	-	68.19	-	75.03	-	53.99	-	36.38
Lease liabilities	-	3,396.83	-	3,408.20	-	3,918.40	-	3,688.82
Other financial liabilities	-	37.02	-	14.69	-	33.53	-	39.35
Total	**-**	**4,948.83**	**-**	**5,109.84**	**-**	**6,377.27**	**-**	**5,417.04**

ii) Risk Management

The Group’s activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Group’s risk management is carried out as per the policies approved by the board of directors.

A) Credit risk

Credit risk is the risk that a customer or counterparty fails to discharge an obligation to the Group. The group’s maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.
- cash and cash equivalents,
- trade receivables,
- loans carried at amortised cost, and
- other bank balances

Credit risk management

(i) Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.
A: Low credit risk
B: Moderate credit risk
C: High credit risk

The Group provides for expected credit loss based on the following:

Asset group	Categorisation of items	Provision for expenses credit loss
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	12 month expected credit loss/life time expected credit loss
High credit risk	Trade receivables	Life time expected credit loss fully provided for.

Assets under credit risk –

Credit rating	Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
A: Low credit risk	Cash and cash equivalents	123.33	39.68	22.40	67.82
	Investments	16.56	15.86	15.37	15.37
	Loans	-	-	-	42.73
	Trade receivables	548.69	677.29	331.75	330.26
	Other bank balances	1.56	13.44	1.26	1.50
	Other financial assets	423.38	470.92	447.39	438.78
B: High credit risk	Trade receivables	16.56	6.84	5.50	3.01

Cash & cash equivalents and bank deposits
Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables
To mitigate the credit risk related to trade receivables, the Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due by 1 year.

Other financial assets measured at amortised cost
Other financial assets measured at amortised cost includes security deposits, loan given etc. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

ii) Concentration of trade receivables

The Group's exposure to credit risk for trade receivables is presented as below. Loans and other financial assets majorly represents loans given and deposits given for business purposes.

Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Franchise stores	0.40	3.75	8.54	17.17
Multi brand outlets	126.44	148.69	74.68	121.78
Wholesale customers	406.51	513.08	228.21	122.07
Others	15.34	11.77	20.32	69.24
Total	**548.69**	**677.29**	**331.75**	**330.26**

a) Credit risk exposure

Trade receivables
In respect of trade receivables, the Group considers provision for lifetime expected credit loss. Given the nature of business operations, the Group’s trade receivables has low credit risk as there is a prompt collection from debtors within a period ranging from three to six months.

Other financial assets measured at amortised cost
Group provides for loss allowance on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draws to apply consistently to entire population. For such financial assets, the Group's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

Reconciliation of loss allowance:

Particulars	**Trade receivable**
Loss allowance as on 1 April 2018	**3.30**
Impairment loss recognised/(reversed) during the year	(0.29)
Loss allowance on 31 March 2019	**3.01**
Impairment loss recognised/(reversed) during the year	4.70
Bad debts recognised during the year out of provision	(2.21)
Loss allowance on 31 March 2020	**5.50**
Impairment loss recognised during the year	11.14
Bad debts recognised during the year out of provision	(9.80)
Loss allowance on 31 March 2021	**6.84**
Impairment loss recognised during the period	10.22
Bad debts recognised during the period out of provision	(0.51)
Loss allowance on 31 December 2021	**16.55**

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

a) Financing arrangements

The Group has access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	**31 December 2021**	**31 March 2021**	**31 March 2020**	**31 March 2019**
- Expiring within one period/year (cash credit and other facilities)	1,730.84	1,051.05	6.77	60.18

b) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

31 December 2021	**Less than 1 year**	**1-2 year**	**More than 2 years**	**Total**
Borrowings (including interest)	464.51	118.60	174.25	**757.36**
Trade payables	743.48	-	-	**743.48**
Security deposits received	68.19	-	-	**68.19**
Other financial liabilities	37.02	-	-	**37.02**
Lease liabilities	786.06	692.76	3,160.71	**4,639.53**
Total	**2,099.26**	**811.36**	**3,334.96**	**6,245.58**

31 March 2021	**Less than 1 year**	**1-2 year**	**More than 2 years**	**Total**
Borrowings (including interest)	885.53	94.42	170.79	**1,150.74**
Trade payables	509.15	-	-	**509.15**
Security deposits received	75.03	-	-	**75.03**
Other financial liabilities	14.69	-	-	**14.69**
Lease liabilities	857.76	707.74	3,088.12	**4,653.62**
Total	**2,342.16**	**802.16**	**3,258.91**	**6,403.23**

31 March 2020	Less than 1 year	1-2 year	More than 2 years	Total
Borrowings (including interest)	1,441.68	-	-	**1,441.68**
Trade payables	929.75	-	-	**929.75**
Security deposits received	53.99	-	-	**53.99**
Other financial liabilities	33.53	-	-	**33.53**
Lease liabilities	850.88	808.73	3,771.43	**5,431.04**
Total	**3,309.83**	**808.73**	**3,771.43**	**7,889.99**

31 March 2019	Less than 1 year	1-2 year	More than 2 years	Total
Borrowings (including interest)	1,032.23	1.98	-	**1,034.21**
Trade payables	615.35	-	-	**615.35**
Security deposits received	36.38	-	-	**36.38**
Other financial liabilities	39.35	-	-	**39.35**
Lease liabilities	769.67	770.12	3,603.20	**5,142.99**
Total	**2,492.98**	**772.10**	**3,603.20**	**6,868.28**

C) Market risk

a) Foreign currency risk

The Group uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency liabilities. The following are outstanding derivatives contracts:

Nature of hedge	31 December 2021		31 March 2021		31 March 2020		31 March 2019	
	Amount in foreign currency (USD)	Amount (INR)	Amount in foreign currency (USD)	Amount (INR)	Amount in foreign currency (USD)	Amount (INR)	Amount in foreign currency (USD)	Amount (INR)
Contract : Forward contract								
Forward contract	2.01	149.35	-	-	-	-	1.03	70.93

Description of hedge: To take protection against appreciation in Indian Rupees against USD payable in respect of foreign exchange borrowings

i) Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Exposure in USD				
Financial Assets				
Trade receivables (in ₹ million)	0.89	0.00	12.37	10.54
Trade receivables (in USD)	0.01	0.00	0.16	0.15
Exposure in CAD				
Financial Assets				
Trade receivables (in ₹ million)	9.22	1.84	-	-
Trade receivables (in CAD)	0.16	0.03	-	-

ii) Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	31 December 2021		31 March 2021		31 March 2020		31 March 2019	
	Exchange rate increase by 1%	Exchange rate decrease by 1%	Exchange rate increase by 1%	Exchange rate decrease by 1%	Exchange rate increase by 1%	Exchange rate decrease by 1%	Exchange rate increase by 1%	Exchange rate decrease by 1%
USD sensitivity*								
Trade receivables (in ₹ million)	0.01	(0.01)	0.00	(0.00)	0.12	(0.12)	0.11	(0.11)
CAD sensitivity*								
Trade receivables (in ₹ million)	0.09	(0.09)	0.02	(0.02)	-	-	-	-

** Holding all other variables constant*

b) Interest rate risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 December 2021, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Variable rate borrowing	700.70	1,097.81	1,439.09	959.82
Fixed rate borrowing*	-	-	2.51	74.65
Total borrowings	**700.70**	**1,097.81**	**1,441.60**	**1,034.47**

*For fixed rate borrowing, the management has assessed that their fair value is almost equivalent to their carrying amounts, largely due to the rate of interest of these instruments, which is approximately equal to market rate of interest for the Group and being entire loan taken from third party.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Interest sensitivity*				
Interest rates – increase by 50 bps basis points	3.50	5.49	7.20	4.80
Interest rates – decrease by 50 bps basis points	(3.50)	(5.49)	(7.20)	(4.80)

** Holding all other variables constant*

ii) Assets

The Group's fixed deposits are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

Exposure

The Group's exposure to price risk arises from investments held and classified as FVTPL.

43 Capital management

(a) Risk management

The Group' s capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	**31 December 2021**	**31 March 2021**	**31 March 2020**	**31 March 2019**
Total borrowings (excluding interest accrued)	700.70	1,097.81	1,441.60	1,034.47
Less: cash and cash equivalent	123.33	39.68	22.40	67.82
Net debt	**577.37**	**1,058.13**	**1,419.20**	**966.65**
Total equity	3,306.91	3,122.58	2,840.75	2,829.05
Net debt to equity ratio	**17.46%**	**33.89%**	**49.96%**	**34.17%**

(b) Dividends

Particulars	**31 December 2021**	**31 March 2021**	**31 March 2020**	**31 March 2019**
Proposed dividend				
Proposed dividend ₹ nil per share (31 March 2021: ₹ nil per share, 31 March 2020: ₹ nil per share and 31 March 2019: ₹ 0.11 per share)	-	-	-	13.18
Dividend distribution tax on proposed dividend	-	-	-	2.71

44 Assets pledged as security*

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Current				
Inventories	3,064.55	3,201.28	3,780.44	2,814.41
Trade receivables	548.69	677.29	331.75	330.26
Cash and cash equivalents and other bank balances	124.66	52.90	23.46	69.32
Loans, other financial assets and other current assets	508.17	431.72	468.94	448.15
Total current assets pledged as security	**4,246.07**	**4,363.19**	**4,604.59**	**3,662.14**
Non-current				
Property, plant and equipment	336.82	302.97	368.95	514.42
Total assets pledged as security	**4,582.89**	**4,666.16**	**4,973.54**	**4,176.56**

* Assets are pledged for Holding Company only against the loans taken by the Holding Company.

45 Group information

(a) Information about subsidiary

The Group's details as at 31 December 2021 is set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of the entity	% equity Interest			
	31 December 2021	31 March 2021	31 March 2020	31 March 2019
IMA Clothing Private Limited Principal Activities: Apparel Industry Country of Incorporation: India	51.51%	51.51%	51.51%	51.51%
BIBA Apparels Trading LLC Principal Activities: Trading of apparels Country of Incorporation: United Arab Emirates	100.00%	-	-	-

(b) Interests in associate

Set out below is the details of associate of the Group as at 31 December 2021. The entity listed below have share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	% equity Interest			
	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Anjuman Brand Designs Private Limited Principal Activities: Apparel Industry Place of business: India Accouting Method: Equity Method	36.82%	36.82%	36.82%	36.82%

Anjuman Brand Designs Private Limited is primarily engaged in the business of manufacturing of garments and providing related consultancy under the brand name of Anju Modi.

Summarised financial information for associate

The tables below provide summarised financial information for the associate. The information disclosed reflects the amounts presented in the financial statements of the associate and not BIBA Fashion Limited's (formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited) share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method.

Summarised balance sheet	**Anjuman Brand Designs Private Limited**			
	31 December 2021	**31 March 2021**	**31 March 2020**	**31 March 2019**
Current assets				
Cash and cash equivalents	3.84	2.55	1.89	1.22
Other assets	41.77	34.99	46.29	54.84
Total current assets	**45.61**	**37.54**	**48.18**	**56.06**
Total non-current assets	**20.07**	**29.61**	**40.17**	**48.85**
Current liabilities				
Financial liabilities(excluding trade payables and lease liabilities)	2.03	1.96	6.69	6.18
Other liabilities	13.36	10.45	19.03	13.20
Total current liabilities	**15.39**	**12.41**	**25.72**	**19.38**
Non-current liabilities				
Financial liabilities(excluding trade payables and lease liabilities)	-	-	0.15	1.00
Other liabilities	10.76	19.30	21.80	24.61
Total non-current liabilities	**10.76**	**19.30**	**21.95**	**25.61**
Net assets	**39.53**	**35.44**	**40.68**	**59.92**

Reconciliation to carrying amounts

Particulars	**Anjuman Brand Designs Private Limited**			
	31 December 2021	**31 March 2021**	**31 March 2020**	**31 March 2019**
Opening net assets	35.45	40.68	62.04	66.04
Profit for the period/year	4.33	(5.88)	(19.29)	(4.07)
Other comprehensive income	(0.25)	0.64	0.07	0.07
Impact of Ind AS 116	-	-	-	(10.58)
Total closing net assets for consolidation	39.53	35.44	42.82	51.46
Group's share in %	36.82%	36.82%	36.82%	36.82%
Group's share in Indian Rupees	14.55	13.05	15.76	18.95
Carrying amount	**14.55**	**13.05**	**15.76**	**18.95**

Investment in Anjuman Brand Design Private Limited includes goodwill of ₹ 47.18 million (31 March 2021: ₹ 47.18 million, 31 March 2020: ₹ 47.18 million and 31 March 2019: ₹ 47.18 million)

Summarised statement of profit and loss

Particulars	**Anjuman Brand Designs Private Limited**			
	31 December 2021	**31 March 2021**	**31 March 2020**	**31 March 2019**
Revenue	40.66	38.68	85.12	102.57
Profit for the period/year	4.33	(5.88)	(19.29)	(4.07)
Other comprehensive income	(0.25)	0.64	0.07	0.07
Total comprehensive income	**4.08**	**(5.24)**	**(19.22)**	**(4.00)**

46 Related party disclosure

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures' the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and period/year end balances with them as identified and certified by the management are given below:

Relationship

A. Subsidiary Company:

IMA Clothing Private Limited
BIBA Apparels Trading LLC (incorporated on 10 October 2021)

B. Associate Company:

Anjuman Brand Designs Private Limited

C. Key managerial personnel:

a) Mrs. Meena Bindra	Director
b) Mr. Siddharath Bindra	Managing Director
c) Mr. Vishal Kashyap Mahadevia (from 20 September 2013 till 29 April 2019)	Director
d) Mr. Anish Kumar Saraf (w.e.f. 01 May 2019)	Director
e) Mr. Sameer Mohan Shroff (w.e.f. 15 October 2020)	Director
f) Mr. Vikram Nagpal (w.e.f. 15 October 2020)	Chief financials officer
g) Mr. Sandeep Dattaram Deshpande (06 January 2020 till 30 September 2020)	Chief financials officer
h) Mr. Darpan Vashisht (from 01 August 2018 till 27 September 2019)	Chief financials officer
i) Mr. Sachin Agarwal (w.e.f. 07 August 2019)	Company Secretary
j) Mr. Manu Grover (from 29 September 2015 to 31 July 2019)	Company Secretary

D. Relatives of key managerial personnel (with whom there were transactions during the period/year):

Mrs. Shradha Bindra (wife of Mr. Siddharath Bindra)

E. Enterprises over which key managerial personnel of the Group and their relatives have significant influence:

Meena Agritech Private Limited

F. Enterprises that exercise significant influence:

Highdell Investment Ltd

i) The following transaction were carried out with related parties in the ordinary course of business

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
A) Key managerial personnel				
Mrs. Meena Bindra				
Remuneration (refer note (a))	7.01	4.78	6.66	7.50
Loan taken	-	13.00	107.00	-
Interest on loan given	-	1.57	2.15	-
Loan repaid	-	58.00	62.00	-
Dividend paid	-	-	1.29	6.92
Receipt against issue of shares	-	70.00	-	-
Mr. Siddharath Bindra				
Remuneration (refer note (a))	26.22	11.08	26.95	31.88
Rent Paid	0.90	0.50	-	-
Loan taken	-	-	5.00	-
Interest on loan given	-	-	0.11	-
Loan repaid	-	-	5.00	-
Dividend paid	-	-	5.46	29.29
Receipt against issue of shares	-	30.00	-	-
Mr. Vikram Nagpal				
Remuneration (refer note (a))	6.76	3.49	-	-
Mr. Sandeep Dattaram Deshpande				
Remuneration (refer note (a))	-	2.86	2.38	-

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Mr. Darpan Vashisht				
Remuneration (refer note (a))	-	-	7.30	8.06
Mr. Sachin Agarwal				
Remuneration (refer note (a))	3.23	3.16	2.38	-
Mr. Manu Grover				
Remuneration (refer note (a))	-	-	0.97	2.61
B) Relatives of key managerial personnel				
Mrs. Shradha Bindra				
Remuneration	3.38	5.18	3.47	4.50
Dividend paid	-	-	0.41	2.21
C) Associate Company				
Anjuman Brand Designs Private Limited				
Design fee	-	-	0.25	-
Purchase of samples	0.06	-	1.20	0.16
Consultancy fee received	-	-	1.00	-
D) Enterprises over which Key managerial personnel of the Company and their relatives have significant influence				
Meena Agritech Private Limited				
Rent paid	-	-	3.20	4.80
E) Enterprises that exercise significant influence:				
Highdell Investment Ltd				
Receipt against issue of shares	-	300.00	-	-
Note (a)				
Breakup for Key management personnel's compensation in the following categories:-				
Short-term employee benefits	41.77	24.19	45.28	48.56
Post-employment benefits *#	1.45	1.17	1.36	1.48
	43.22	**25.36**	**46.64**	**50.04**

* excludes provision for future liability in respect of gratuity which is based on actuarial valuation done for the Group as a whole.

includes provident fund

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
ii) Balances at the period/year end				
A) Enterprises over which key managerial personnel of the Company and their relatives have significant influence				
Meena Agritech Private Limited				
Security deposit	-	-	-	2.40
B) Associate Company				
Anjuman Brand Designs Private Limited				
Investment in equity shares	61.51	61.51	61.51	61.51
Advance given	1.18	1.18	1.18	-
C) Key managerial personnel				
Mrs. Meena Bindra				
Salary payable	0.45	0.37	-	0.36
Loan payable (including interest)	-	-	45.85	-
Mr. Siddharath Bindra				
Salary payable	2.02	0.00	-	1.63

Particulars	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Mr. Vikram Nagpal				
Salary payable	0.83	0.67	-	-
Mr. Sandeep Dattaram Deshpande				
Salary payable	-	-	-	-
Mr. Darpan Vashisht				
Salary payable	-	-	-	1.00
Mr. Sachin Agarwal				
Salary payable	0.36	0.29	-	-
Mr. Manu Grover				
Salary payable	-	-	-	0.23
D) Relatives of key managerial personnel				
Mrs. Shradha Bindra				
Salary payable	0.30	0.43	-	0.23

The following are the details of the transactions eliminated on consolidation as per Ind AS 24 read with ICDR Regulations during the period ended December 31, 2021 & year ended March 31, 2021, March 31, 2020 and March 31, 2019

Transaction by the Holding Company with other Group Companies

i) The following transaction were carried out with related parties in the ordinary course of business				
A) Subsidiary Company:				
IMA Clothing Private Limited				
Loan Given	0.16	0.25	1.22	20.27
Interest on Loan Given	-	-	-	6.77
BIBA Apparels Trading LLC				
Revenue	12.33	-	-	-
Investments made	2.02	-	-	-
Advances given	43.04	-	-	-
ii) Balances at the period/year end				
A) Subsidiary Company:				
IMA Clothing Private Limited*				
Loan receivable (Including interest receivable)	-	-	-	56.57
Investment in equity shares	-	-	9.00	19.00
Investment in preference shares	-	-	8.00	8.00
BIBA Apparels Trading LLC				
Investments	2.02	-	-	-
Advances given	43.04	-	-	-

*The company has recorded provision for doubtful advances amounting to ₹ 0.16 million (31 March 2021: ₹ 0.25 million. 31 March 2020: ₹ 57.79 million and 31 March 2019: Nil) and provision for diminution in value of investment amounting to ₹ Nil(31 March 2021: ₹ 17.00 million, 31 March 2020: ₹ 10.00 million and 31 March 2019: Nil)made in subsidiary company.

(All amounts in ₹ lakhs unless otherwise stated)

47 Ind AS 115 - Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5 step approach:
(i) Identify the contract(s) with customer;
(ii) Identify separate performance obligations in the contract;
(iii) Determine the transaction price;
(iv) Allocate the transaction price to the performance obligations; and
(v) Recognise revenue when a performance obligation is satisfied.

In case of certain contracts with customers, the Group sell the goods to certain multi brand outlets (MBO's), E-com distributors and other distributors with a right to return the unsold goods to the Company. In such cases, the Group acts as an principal and these MBO's and distributors acts as agents in selling these goods to retail customers. Hence, revenue from such sales are grossed up with the commission paid to these MBO's and distributors and commission paid are presented in other expenses.

(a) Disaggregation of revenue

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

For the period ended 31 December 2021

Revenue from operations	Goods	Other operating revenue	Total
Revenue by geography			
Domestic	4,711.16	1.98	4,713.14
Export	163.50	0.20	163.70
Total	**4,874.66**	**2.18**	**4,876.84**
Revenue by time			
Revenue recognised at point in time			4,876.84
Revenue recognised over time			-
Total			**4,876.84**

For the year ended 31 March 2021

Revenue from operations	Goods	Other operating revenue	Total
Revenue by geography			
Domestic	5,134.31	0.75	5,135.06
Export	123.07	0.07	123.14
Total	**5,257.38**	**0.82**	**5,258.20**
Revenue by time			
Revenue recognised at point in time			5,258.20
Revenue recognised over time			-
Total			**5,258.20**

For the year ended 31 March 2020

Revenue from operations	Goods	Other operating revenue	Total
Revenue by geography			
Domestic	7,415.45	2.59	7,418.04
Export	153.75	0.29	154.04
Total	**7,569.20**	**2.88**	**7,572.08**
Revenue by time			
Revenue recognised at point in time			7,572.08
Revenue recognised over time			-
Total			**7,572.08**

(All amounts in ₹ lakhs unless otherwise stated)

For the year ended 31 March 2019

Revenue from operations	Goods	Other operating revenue	Total
Revenue by geography			
Domestic	7,216.40	1.71	7,218.11
Export	74.91	1.03	75.94
Total	**7,291.31**	**2.74**	**7,294.05**
Revenue by time			
Revenue recognised at point in time			7,294.05
Revenue recognised over time			-
Total			**7,294.05**

(b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	21.69	31.25	3.27	6.42
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-	-	-

(c) Assets and liabilities related to contracts with customers

Description	As at 31 December 2021		As at 31 March 2021	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	8.78	-	21.69

Description	As at 31 March 2020		As at 31 March 2019	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	31.25	-	5.48

(d) Reconciliation of revenue recognised in restated consolidated summary statement of profit and loss with contract price

Description	Period ended 31 December 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Contract price	6,361.47	7,802.48	9,324.62	8,244.13
Less: discount, rebates, credits etc.	1,484.63	2,544.28	1,752.53	950.09
Revenue from operations as per restated consolidated summary statement of profit and loss	**4,876.84**	**5,258.20**	**7,572.09**	**7,294.04**

48 Employee benefit obligations

(A) Defined benefit plan:

Particulars	31 December 2021		31 March 2021	
	Current	Non-current	Current	Non-current
Gratuity	13.33	26.50	11.83	25.29
Total	**13.33**	**26.50**	**11.83**	**25.29**

Particulars	31 March 2020		31 March 2019	
	Current	Non-current	Current	Non-current
Gratuity	10.36	21.96	9.54	13.10
Total	**10.36**	**21.96**	**9.54**	**13.10**

(i) **Amount recognised in the restated consolidated summary statement of profit and loss is as under:**

Description	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Current service cost	4.98	6.60	6.25	4.06
Interest cost	1.32	1.62	1.24	1.19
Net impact on profit before tax	**6.30**	**8.22**	**7.49**	**5.25**
Actuarial (gains)/losses recognised	(1.76)	0.99	4.18	2.32
Amount recognised in total comprehensive income	**4.54**	**9.21**	**11.67**	**7.57**

(ii) **Change in the present value of obligation:**

Description	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Present value of defined benefit obligation as	**37.12**	**32.31**	**22.64**	**17.60**
Current service cost	4.98	6.60	6.25	4.06
Interest cost	1.32	1.62	1.24	1.19
Benefits paid	(1.83)	(4.40)	(2.00)	(2.53)
Re-measurement (gains)/ losses on defined benefit obligations	(1.76)	0.99	4.18	2.32
Present value of defined benefit obligation as at the end	**39.83**	**37.12**	**32.31**	**22.64**

(iii) **Breakup of actuarial (gains)/losses:**

Description	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Actuarial (gains)/ losses from change in financial assumption	0.25	0.49	1.40	0.38
Actuarial (gains)/ losses from experience adjustment	(2.01)	0.50	2.78	1.94
Total actuarial loss	**(1.76)**	**0.99**	**4.18**	**2.32**

(iv) **Actuarial assumptions**

Description	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Discount rate	4.75%	5.00%	5.50%	6.75%
Rate of increase in compensation levels	7.00%	7.00%	7.00%	9.00%
Retirement age	55 years	55 years	55 years	55 years
Mortality	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14)Ultimate	Indian Assured Lives Mortality (2006-08)Ultimate

Notes:

1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.

2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

3) The best estimated expense for the next year is ₹ 10.58 million (31 March 2021: ₹14.92 million, 31 March 2020: ₹14.46 million and 31 March 2019: ₹ 10.71 million).

(v) **Sensitivity analysis for gratuity liability**

Description	**31 December 2021**	**31 March 2021**	**31 March 2020**	**31 March 2019**
Impact of change in discount rate				
Present value of obligation at the end of the period/year	39.83	37.12	32.31	22.64
- Impact due to increase of 1 %	(0.83)	(0.79)	(0.67)	(0.38)
- Impact due to decrease of 1 %	0.87	0.83	0.71	0.40
Impact of change in salary increase				
Present value of obligation at the end of the period/year	39.83	37.12	32.31	22.64
- Impact due to increase of 1 %	0.68	0.72	0.60	0.31
- Impact due to decrease of 1 %	(0.65)	(0.69)	(0.57)	(0.29)

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

(vi) **Maturity profile of defined benefit obligation (undiscounted)**

Description	**31 December 2021**	**31 March 2021**	**31 March 2020**	**31 March 2019**
Within next 12 months	13.33	11.83	10.36	9.54
Between 1-5 years	9.11	8.66	7.23	11.03
Beyond 5 years	17.39	16.63	14.73	19.57

The average duration of the defined benefit plan obligation at the end of the reporting period is 17 years (31 March 2021: 17 years, 31 March 2020: 17 years and 31 March 2019: 18 years).

(B) **Defined contribution plan:**

Particulars	**31 December 2021**	**31 March 2021**	**31 March 2020**	**31 March 2019**
a) Provident fund	26.01	29.24	39.87	25.17
b) Employees state insurance corporation	5.77	7.18	13.47	15.33
	31.78	**36.42**	**53.34**	**40.50**

49 Leases

The Group has adopted IND AS 116 "Leases" from 01 April 2019, which has resulted in change in accounting policies in the consolidated financial statements.

Ind AS 116 ‘Leases’ replaces Ind AS 17 ‘Leases’ along with three Interpretations (Appendix A ‘Operating Leases-Incentives’, Appendix B ‘Evaluating the Substance of Transactions Involving the Legal Form of a Lease’ and Appendix C ‘Determining whether an Arrangement contains a Lease’). The Group has used the ‘Modified Retrospective Approach’ for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application (1 April 2019). However, for the purpose of preparing restated consolidated financial information, Ind AS 116 has been applied using the modified retrospective approach with effect from 1 April 2018.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from Ind AS 17 and Appendix C and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C.

On adoption of Ind AS 116, the Group recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as ‘operating leases’ under the principles of Ind AS 17 “Leases”, except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 01 April 2018. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 01 April 2018 was 8.85%.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 01 April 2018.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

(a) **Right-to-use assets**

Particulars	**As at 31 December 2021**	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019**
Balance at the beginning	**2,726.99**	**3,354.20**	**3,229.52**	**2,540.16**
Less: impact due to change in transition date of Ind AS 116	-	-	(106.26)	-
Balance at the beginning (after adjustment of Ind AS 116)*	**2,726.99**	**3,354.20**	**3,123.26**	**2,540.16**
Add: additions on account of new leases entered	744.36	240.78	922.99	1,324.33
Less: terminations	(211.64)	(232.76)	(95.42)	(143.96)
Less: amortisation expense charged on the right-of-use assets	(429.40)	(635.23)	(596.63)	(491.01)
Balance at the end	**2,830.31**	**2,726.99**	**3,354.20**	**3,229.52**

*Balance as at 1 April 2019 has been considered after adjustment of impact of adoption of Ind AS 116 w.e.f. April 1, 2019 as per audited financial statement for the year March 31, 2020. Refer Part B of Note no 58.

(b) **Below are the carrying amounts of lease liabilities and the movements:**

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Balance at the beginning	**3,408.20**	**3,918.40**	**3,688.82**	**2,909.42**
Less: impact due to change in transition date of Ind AS 116	-	-	**(86.10)**	-
Balance at the beginning (after adjustment of Ind AS 116)**	**3,408.20**	**3,918.40**	**3,602.72**	**2,909.42**
Add: additions on account of new leases entered	629.45	240.78	884.91	1,316.58
Less: rent concession on lease rentals ***	(183.97)	(350.58)	-	-
Add: interest expense on lease liabilities	239.37	326.06	332.65	274.47
Less: terminations	(268.96)	(289.05)	(119.78)	(167.80)
Less: lease rental paid	(427.25)	(437.41)	(782.10)	(643.85)
Balance at the end	**3,396.84**	**3,408.20**	**3,918.40**	**3,688.82**

**Balance as at 1 April 2019 has been considered after adjustment of impact of adoption of Ind AS 116 w.e.f. April 1, 2019 as per audited financial statement for the year March 31, 2020. Refer Part B of Note no 58.
***The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24 July 2020 on Ind AS 116 for rent concessions which are granted due to COVID-19 pandemic. Accordingly, it has accounted for ₹183.97 million and ₹ 350.58 million in the financial period ended 31 December 2021 and financial year ended 31 March 2021 respectively under head other income with respect to rent concessions confirmed by the landlord.

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Current	510.85	580.74	530.38	474.16
Non-current	2,885.99	2,827.46	3,388.02	3,214.66
Total	**3,396.84**	**3,408.20**	**3,918.40**	**3,688.82**

(c) The table below describe the nature of leasing activities by type of right-of-use asset recognised on balance sheet

Right of use asset	No of right-of-use assets leased	Range of remaining term	Average remaining lease term
Retail outlets, office premises and warehouse - 31 December 2021	308	1-17 years	4.99
Retail outlets, office premises and warehouse - 31 March 2021	334	1-17 years	4.85
Retail outlets, office premises and warehouse - 31 March 2020	340	1-18 years	5.52
Retail outlets, office premises and warehouse - 31 March 2019	308	1-15 years	5.69

d) **The lease liabilities are secured by the related underlying asset. Future minimum lease payment as at 31 December 2021 were as follows:**

Particulars	Within 1 year	1-2 year	2-3 year	3-4 year	4-5 year	after 5 year	Total
As on 31 December 2021							
Lease payment	786.06	692.76	643.42	573.16	459.66	1,484.47	4,639.53
Finance charges	275.21	234.11	194.36	154.70	121.13	263.19	1,242.70
Net present values	**510.85**	**458.65**	**449.06**	**418.46**	**338.53**	**1,221.28**	**3,396.83**

The lease liabilities are secured by the related underlying asset. Future minimum lease payment as at 31 March 2021 were as follows:

Particulars	Within 1 year	1-2 year	2-3 year	3-4 year	4-5 year	after 5 year	Total
As on 31 March 2021							
Lease payment	857.76	707.74	630.40	571.60	470.66	1,415.47	4,653.63
Finance charges	277.02	244.05	191.71	153.50	117.98	261.17	1,245.43
Net present values	**580.74**	**463.69**	**438.69**	**418.10**	**352.68**	**1,154.30**	**3,408.20**

The lease liabilities are secured by the related underlying asset. Future minimum lease payment as at 31 March 2020 were as follows:

Particulars	Within 1 year	1-2 year	2-3 year	3-4 year	4-5 year	after 5 year	Total
As on 31 March 2020							
Lease payment	850.88	808.73	729.39	647.52	577.09	1,817.44	5,431.05
Finance charges	320.50	273.12	227.58	185.66	146.11	359.66	1,512.63
Net present values	**530.38**	**535.61**	**501.81**	**461.86**	**430.98**	**1,457.78**	**3,918.42**

The lease liabilities are secured by the related underlying asset. Future minimum lease payment as at 31 March 2019 were as follows:

Particulars	Within 1 year	1-2 year	2-3 year	3-4 year	4-5 year	after 5 year	Total
As on 31 March 2019							
Lease payment	769.67	770.12	733.86	612.83	524.16	1,732.35	5,142.98
Finance charges	309.59	266.46	220.68	177.97	141.41	338.04	1,454.15
Net present values	**460.08**	**503.66**	**513.18**	**434.86**	**382.75**	**1,394.31**	**3,688.84**

e) **Lease payments not recognised as a liability**

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Expenses relating to short term leases	1.63	1.56	9.35	21.94
Expenses relating to variable lease payments	70.17	9.47	56.62	15.33
Total	**71.80**	**11.03**	**65.97**	**37.27**

f) The total cash outflow for leases for the period ended 31 December 2021 was ₹ 485.22 million (31 March 2021: ₹ 437.41 million, 31 March 2020: ₹ 782.10 million, 31 March 2019: ₹ 643.85 million)

g) The following are amount recognised in restated consolidated summary statement of profit and loss

Particulars	As at 31 December 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Amortisation expense	429.40	635.23	596.63	491.01
Interest expense on lease	239.37	326.06	332.65	274.47
Less: rent	(413.42)	(437.41)	(782.10)	(643.85)
Less: rent concession on lease rentals	(183.97)	(350.58)	-	-
Less: gain on termination of right-of-use assets	(57.31)	(56.29)	(25.16)	(23.85)
Net amount recognised in summary statement of profit and loss	**14.07**	**117.01**	**122.02**	**97.78**

50 Share based payment
Employee stock options (ESOP)

The Holding Company provides share-based payment scheme to its employees. During the year ended 31 March 2018, an Employee Stock Option Plan was introduced. In the Board meeting held on 04 April 2018, the Board of Directors of the Holding Company ("Board') has approved the BIBA Employees Stock Option Plan 2018 ('ESOP 2018') and grant of options to the eligible employee of the Holding company under the Scheme has been made in the current year. The details of the scheme are explained in the table below:

During the period ended 31 December 2021, the Holding Company has granted Nil (31 March 2021: 1,65,000, 31 March 2020: nil, 31 March 2019: nil) employee stock options ("ESOP") as per scheme approved by Board of Directors, at an exercise price of ₹ 167.64 per option. Further, 60,000 options has been forfeited and no options has been exercised in the period ended 31 December 2021 and no options has been forfeited or exercised in the year ended 31 March 2021. Total ESOP outstanding as at 31 December 2021 are 1,05,000 (31 March 2021 : 1,65,000, 31 March 2020 : Nil and 31 March 2019 : Nil). The vesting period of the ESOP is ranging from 1.37 years to 5 years . The granted options can be exercised after vesting at any time before the expiry of 5 years from vesting date. An amount of ₹ 0.77 million (31 March 2021: ₹ 0.79 million, 31 March 2020: ₹ Nil and 31 March 2019: ₹ Nil) has been recorded for the period ended 31 December 2021 as employee benefits expense, as the proportionate cost of ESOP granted.

a) Employee stock option scheme
As at 31 December 2021 the Group had the following outstanding share based payment arrangements:

Particulars	**Category-1**	**Category-2**	**Category-3**
No. of Options	50,000	30,000	25,000
Method of Accounting	Fair Value	Fair Value	Fair Value
Vesting Date	2022-23 to 2024-25	2023-24 to 2025-26	2022-23 to 2024-25
Exercise Period On initiation of exercise period	2027-28 to 2029-30	2028-29 to 2030-31	2027-28 to 2029-30
Grant Date	18 November 2020	04 January 2021	04 January 2021
Exercise price per share (₹)	167.64	167.64	167.64
Market price on the date of granting of option (₹)	36.46	36.46	36.46
Method of settlement	Equity shares	Equity shares	Equity shares

As at 31 March 2021 the Group had the following outstanding share based payment arrangements:

Particulars	**Category-1**	**Category-2**	**Category-3**	**Category-4**
No. of Options	85,000	30,000	25,000	25,000
Method of Accounting	Fair Value	Fair Value	Fair Value	Fair Value
Vesting Date	2022-23 to 2024-25	2023-24 to 2025-26	2022-23 to 2024-25	2023-24 to 2025-26
Exercise Period On initiation of exercise period	2027-28 to 2029-30	2028-29 to 2030-31	2027-28 to 2029-30	2028-29 to 2030-31
Grant Date	18 November 2020	04 January 2021	04 January 2021	04 January 2021
Exercise price per share (₹)	167.64	167.64	167.64	167.64
Market price on the date of granting of option (₹)	36.46	36.46	36.46	36.46
Method of settlement	Equity shares	Equity shares	Equity shares	Equity shares

b) Movement of options granted

Particulars	31 December 2021		31 March 2021	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options Outstanding at the beginning	1,65,000	167.64	-	-
Options granted (net of lapsed)	-	-	1,65,000	167.64
Options exercised	-	-	-	-
Options forfeited	60,000	-	-	-
Options outstanding at the end	1,05,000	167.64	1,65,000	167.64
Options unvested at the end	1,05,000	167.64	1,65,000	167.64
Option exercisable at the end	-	-	-	-

Particulars	31 March 2020		31 March 2019	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options Outstanding at the beginning	-	-	-	-
Options granted (net of lapsed)	-	-	-	-
Options exercised	-	-	-	-
Options forfeited	-	-	-	-
Options outstanding at the end	-	-	-	-
Options unvested at the end	-	-	-	-
Option exercisable at the end	-	-	-	-

c) Fair Valuation:

The fair valuation of the options used to compute proforma net profit and earnings per share have been done by an independent valuer on the date of grant using Black-Scholes Merton Formula. The key assumption and fair value are as under:

Particulars	Category-1	Category-2	Category-3	Category-4
Risk free Interest Rate (%)	6.00%	6.00%	6.00%	6.00%
Life (Years)	9 years	9 years	9 years	9 years
Expected Volatility (%)	50.00%	50.00%	50.00%	50.00%
Expected Dividend Yield (%)	0.00%	0.00%	0.00%	0.00%
Weighted average Fair Value Per Option (₹)	36.46	36.46	36.46	36.46

51 Contingent liabilities

Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Claims against the group not acknowledged as debts in respect of:				
Income Tax				
Pending before Income Tax Appellate Tribunal {amount paid under protest ₹ 0.36 million (31 March 2021: ₹ 0.36 million, 31 March 2020: ₹ Nil and 31 March 2019: ₹ Nil)}	2.32	2.61	-	-
Pending before Commissioner of Income tax (appeals) {amount paid under protest ₹ Nil (31 March 2021: ₹ Nil, 31 March 2020: ₹ 0.36 million and 31 March 2019: ₹ 0.22 million)}	7.29	7.29	2.61	2.61
Pending before Commissioner of Income tax (appeals)	23.81	23.81	-	-
Value added tax/ CST /Entry tax/ Local body tax				
Pending before Commissioner of West Bengal VAT	14.23	-	10.97	10.97
Pending before Commissioner of Bihar VAT {amount paid under protest ₹ 0.65 million (31 March 2021: ₹ 0.65 million, 31 March 2020: ₹ 0.65 million and 31 March 2019 : Nil)}	1.25	1.25	1.25	1.25
Pending before Commissioner of Delhi VAT	5.17	4.45	0.82	0.82
Pending before Assessing Officer of Haryana VAT	4.72	-	-	-
Pending before Assessing Officer of Rajasthan VAT	0.14	-	-	-
Pending before Assessing Officer of Tamil Nadu VAT {amount paid under protest ₹ 0.63 million (31 March 2021: ₹ Nil, 31 March 2020: ₹ Nil and 31 March 2019: ₹ Nil)}	0.63	-	-	-
Pending before Municipal Commissioner of Thane, Maharashtra {amount paid under protest ₹ 0.46 million (31 March 2021: ₹ Nil, 31 March 2020: ₹ Nil and 31 March 2019: ₹ Nil)}	0.46	-	-	-
Pending before Commissioner of Uttar Pradesh VAT {amount paid under protest ₹ 1.71 million (31 March 2021: ₹1.71 million , 31 March 2020: ₹1.71 million and 31 March 2019: ₹ nil)}	5.49	1.71	1.71	-

*The Hon'ble Supreme Court in its ruling had ruled that various allowances like conveyance allowance, special allowance, education allowance, medical allowance etc., paid uniformly and universally by an employer to its employees would form part of basic wages for computing the provident fund ('PF' or 'the fund') contribution and thereby, has laid down principles to exclude (or include) a particular allowance or payments from 'basic wage' for the purpose of computing PF contribution. The Group pays certain allowances to its employees as a part of its compensation structure, which have not been included in the basic wages for the purpose of computing the PF.

As this ruling has not prescribed any clarification with respect to its application, the Group, based on legal advice and management assessment has applied the aforesaid ruling prospectively. Management believes that this will not result in any material liability on the Group.

Interest and claims by customers may be payable as and when the outcome of the related matters are finally determined. Management based on the legal advice and historic trends, believes that no material liability will develop on the Group in respect of these matters.

52 Capital and other commitments

Particulars	31 December 2021	31 March 2021	31 March 2020	31 March 2019
Estimated amount of contracts remaining to be executed on capital account (net of capital advances)	32.01	3.11	35.70	52.55
Estimated amount of contracts remaining to be executed on account of other purchase commitments	88.52	217.43	130.06	415.20

53 Segment reporting

In accordance with Ind AS 108, the Board of Directors being the Chief operating decision maker of the Group has determined its only business segment as manufacturing and retail of ethnic wear.

Since the Group's business is from manufacturing and retail of ethnic wear and there are no other identifiable reportable segments, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, total amount of charge for depreciation during the period/year is as reflected in the financial statement.

The Group's operations are such that all majority activities are confined only to India. There are no customers accounting for more than 10% of its revenue.

54 Additional information to consolidated financial statements

Name of Entity	Net assets (total assets minus total		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated comprehensive income
Parent Company								
BIBA Fashion Limited								
(formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)								
As at 31 December 2021	3,309.69	100.08%	183.14	100.40%	1.32	107.32%	184.46	100.45%
As at 31 March 2021	3,126.57	100.13%	-115.94	97.93%	-0.80	142.86%	-116.74	98.14%
As at 31 March 2020	2,844.23	100.13%	94.87	106.49%	-3.13	100.64%	91.74	106.69%
As at 31 March 2019	2,827.06	99.93%	219.32	108.35%	-1.51	102.03%	217.81	108.39%
Subsidiary								
IMA Clothing Private Limited								
As at 31 December 2021	0.23	0.01%	-0.05	-0.03%	-	-	(0.05)	-0.03%
As at 31 March 2021	0.10	0.00%	(0.30)	0.25%	-	-	(0.30)	0.25%
As at 31 March 2020	(1.31)	-0.05%	1.32	1.48%	-	-	1.32	1.54%
As at 31 March 2019	(2.52)	-0.09%	(14.99)	-7.41%	-	-	(14.99)	-7.46%
Subsidiary								
BIBA Apparels Trading LLC								
As at 31 December 2021	(0.33)	-0.01%	(2.27)	-1.24%	-	0.00%	(2.27)	-1.24%
As at 31 March 2021	-	0.00%	-	0.00%	-	0.00%	-	0.00%
As at 31 March 2020	-	0.00%	-	0.00%	-	0.00%	-	0.00%
As at 31 March 2019	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Associate								
Anjuman Brand Designs Private Limited								
As at 31 December 2021	(2.59)	-0.08%	1.59	0.87%	-0.09	-7.32%	1.50	0.82%
As at 31 March 2021	(4.09)	-0.13%	(2.16)	1.82%	0.24	-42.86%	(1.92)	1.61%
As at 31 March 2020	(2.17)	-0.08%	(7.10)	-7.97%	0.02	-0.64%	(7.08)	-8.23%
As at 31 March 2019	4.51	0.16%	(1.90)	-0.94%	0.03	-2.03%	(1.87)	-0.93%
Total - As at 31 December 2021	3,307.00	100.00%	182.41	100.00%	1.23	100.00%	183.64	100.00%
Total - As at 31 March 2021	3,122.58	100.00%	(118.40)	100.00%	(0.56)	100.00%	(118.96)	100.00%
Total - As at 31 March 2020	2,840.75	100.00%	89.09	100.00%	(3.11)	100.00%	85.98	100.00%
Total - As at 31 March 2019	2,829.05	100.00%	202.43	100.00%	(1.48)	100.00%	200.95	100.00%

55 During the year ended 31 March 2021, the management of the Holding company has noticed that one of the ex- employees in the finance team of the Holding Company had embezzled funds amounting to ₹30.21 million over a period of four years from FY 2017-18 to FY 2020-21. The suspected employee was primarily responsible for verifying and processing the payments relating to store expenses, which includes store lease, electricity, common area maintenance and other miscellaneous expenses.

The holding company management had involved an independent forensic expert to evaluate the impact of the above embezzlement and had also performed reconciliation of balances with store lease vendors while finalising the financial statements of 31 March 2021. Subsequently, the management has initiated various actions to improve controls over payment to store vendors including segregation of duties relating to vendor master information and automated host to host payments. Basis the above procedures performed and actions taken by the management the control exceptions noted in the auditor's report for the financial year 2020-21 have been remediated by the holding company.

56 The Indian Parliament has approved the Code on Social Security 2020, which would impact Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the Payment of Gratuity Act, 1972, etc. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The impact of the changes, will be assessed and recognised post notification of the relevant provision and related rules are published.

57 The outbreak of Coronavirus Disease 2019 (COVID-19), declared as a pandemic by the World Health Organization, severely impacted the businesses and economic activities around the world including India. During the period ended 31 December 2021 and previous year ended 31 March 2021, both Central and State Governments of India had imposed lockdown and other emergency restrictions which had led to the disruption of all regular business operations. Eruption of second wave of COVID-19 cases subsequent to the year end again resulted in partial lockdown/ restrictions in various states. Since then, the operations of the Group have seen gradual recovery. The Group continues to closely monitor the impact of the aforementioned pandemic and has made a detailed assessment and considered possible effects, if any, on its liquidity position, including recoverability of its assets as at the balance sheet date and currently believes that there will not be any adverse impact on the long term operations, financial position and performance of the Group.

58 Statement of restatement adjustments to audited consolidated financial statements of the Group and its associate

A. Summarised below are the adjustments made to the audited consolidated financial statements as at and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 of the Group and its associate.

A.1 Reconciliation of total equity

	Part A Note no.	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Total equity (shareholder's funds) as per audited consolidated financials		3,122.58	2,840.75	3,117.03
Adjustments:				
Impact of Ind AS 116	**1**	-	-	(442.71)
Tax effects of above adjustments	**2**	-	-	154.73
Total equity (shareholder's funds) as per restated consolidated summary statement		**3,122.58**	**2,840.75**	**2,829.05**

A.2 Reconciliation of total comprehensive income

	Part A Note no.	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
Total comprehensive income as per audited consolidated financials		(118.96)	85.98	253.26
Adjustments:				
Impact of Ind AS 116	**1**	-	-	(80.23)
Tax effects of adjustments	**2**	-	-	27.92
Total adjustments		**-**	**-**	**(52.31)**
Total comprehensive income as per restated consolidated summary statement		**(118.96)**	**85.98**	**200.95**

Part A: Notes to above adjustments:

The Group, in order to comply with Ind AS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', and ICDR Regulations has restated its previously issued consolidated financial statements for years ended March 31, 2021, March 31, 2020 and March 31, 2019. The details in respect of change in accounting policies are as follows:-

1) Application of Ind AS 116 - 'Leases'

The Group has adopted IND AS 116 "Leases" from 01 April 2019, which has resulted in change in accounting policies in the consolidated financial statements.

Ind AS 116 'Leases' replaces Ind AS 17 'Leases' along with three Interpretations (Appendix A 'Operating Leases-Incentives', Appendix B 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease' and Appendix C 'Determining whether an Arrangement contains a Lease'). The Group has used the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application (1 April 2019). However, for the purpose of preparing restated consolidated financial information, Ind AS 116 has been applied using the modified retrospective approach with effect from 1 April 2018.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from Ind AS 17 and Appendix C and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C.
On adoption of Ind AS 116, the Group recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 "Leases", except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 01 April 2018. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 01 April 2018 was 8.85%.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being 01 April 2018.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

2) Deferred tax
For the purpose of this Restated Consolidated Financial Information , deferred tax assets / liabilities has been created as per the requirement of Ind AS 12 " Income Taxes" and above adjustment is on item specified in item 1 above.

Part B: Reconciliation of total equity as per audited financial statements with total equity as per restated consolidated summary statement as at March 31, 2019:

The Group has followed the same accounting policy choices (transition options as per Ind AS 116) as adopted on April 1, 2019 for transition to Ind AS 116, while preparing the restated consolidated summary statement for the period ended December 31, 2021 and each of the year March 31, 2021, March 31, 2020 and March 31, 2019. As specified in the Guidance Note, the equity balance computed under Restated Consolidated Summary Statement for the year ended March 31, 2019 and equity balance computed on transition (using modified retrospective approach) to Ind AS 116 on April 1, 2019, differs due to restatement adjustments made for year ended March 31, 2019. Accordingly, following balances as at March 31, 2019 of the restated consolidated summary statement has not been carried forward to opening balance sheet as at April 1, 2019. The reconciliation is as below:

Particulars	**Right of Use Asset**	**Deferred tax**	**Retained Earnings**	**Lease liability**
Restated balance as at March 31, 2019	3,229.52	224.80	1,661.78	3,688.82
Add: Adjustment on account of transition to Ind AS 116	(106.26)	(38.23)	(58.39)	(86.10)
Balance as at April 1, 2019 after adjustment of impact of adoption of Ind AS 116 w.e.f. April 1, 2019 as per audited financial statement for the year March 31, 2020	**3,123.26**	**186.57**	**1,603.39**	**3,602.72**

Part C: Material re-grouping
Appropriate re-groupings have been made in the restated consolidated summary statement wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to make them comparable for all the period and years presented.

Part D: Non adjusting events
Restated consolidated summary statement does not contain any qualifications requiring adjustments, however, auditor's reports for the year ended March 31, 2021 and March 31, 2020, includes an emphasis of matter on impact of COVID 19 on operations of the Company are as follows:

As at and for the year ended March 31, 2021
We draw your attention to note 57 to the restated consolidated summary statement, which describes the effect of uncertainties relating to COVID-19 pandemic outbreak on the Group’s operations and management’s evaluation of its impact on the accompanying consolidated financial statements of the Group as at balance sheet date, the extent of which is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

As at and for the year ended March 31, 2020

We draw your attention to note 57 to the restated consolidated summary statement, which describes the effect of uncertainties relating to COVID-19 pandemic outbreak on the Group's operations and management's evaluation of its impact on the accompanying consolidated financial statements of the Group as at balance sheet date, the extent of which is significantly dependent on future developments. Our opinion is not modified in respect of this matter.

Auditor's Comments in Annexure to Auditors' Report

In addition to the audit opinion on the consolidated financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 ("the CARO 2016 Order") issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 on the standalone financial statements as at and for the financial years ended 31 March 2021, 31 March 2020 and 31 March 2019 respectively. Certain statements/ comments included in the CARO in the standalone financial statements of the Holding Company, which do not require any adjustments in the restated consolidated summary statement are reproduced below in respect of the financial statements presented.

As at and for the year ended March 31, 2021
Clause x of CARO 2016 Order

No fraud by the Holding Company or on the Holding Company by its officers or employees has been noticed or reported during the year, except for one case of embezzlement of funds amounting to Rs. 30.21 million by a former employee of the Holding Company over a period of four years from FY 2017-18 to FY 2020-21, as further explained in note 55 to the accompanying restated consolidated summary statement. The Holding Company has recorded necessary adjustments for the amount identified in the accompanying restated consolidated summary statement based on the reconciliations performed with vendors and preliminary report of forensic expert, and in view of the management, any further adjustment relating to aforesaid matter on completion of the investigation is not expected to be material. The Holding Company has also filed a first information report ('FIR') against the former employee and taking necessary steps to ensure recovery of such amounts.

Clause (vii)(b) of CARO 2016 Order

The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in million)	Amount paid under Protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Penalty u/s 201(1)	1.18	0.36	AY 2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	Penalty u/s 201(1)	1.43	Nil	AY 2012-13	Income Tax Appellate Tribunal
Income Tax Act, 1961	Penalty u/s 201(1)	4.06	Nil	AY 2013-14	Commissioner of Income-tax (appeals)
Income Tax Act, 1961	Penalty u/s 201(1)	3.24	Nil	AY 2014-15	Commissioner of Income-tax (appeals)
Income Tax Act, 1961	Income Tax	23.81	Nil	AY 2018-19	Assessing officer Income tax
The Bihar Value added Tax Act, 2005	Value added tax	1.25	0.65	FY 2016-17	Joint Commissioner
Delhi Value added Tax Act, 2004	Value added tax	0.89	Nil	FY 2014-15	Commissioner of Delhi Value added Tax Act
Delhi Value added Tax Act, 2004	Value added tax	3.56	Nil	FY 2015-16	Commissioner of Delhi Value added Tax Act
Delhi Value added Tax Act, 2004	Value added tax	742.74	Nil	FY 2016-17	Commissioner of Delhi Value added Tax Act
Uttar Pradesh Value added Tax Act, 2008	Value added tax	1.71	1.71	FY 2016-17	Commissioner of Uttar Pradesh Value added Tax Act

As at and for the year ended March 31, 2020

Clause iv of CARO 2016 Order

In our opinion, the Holding Company has complied with the provisions of Sections 185 of the Act in respect of loans. Further, in our opinion, the Holding Company has not complied with the provisions of Section 186 of the Act in respect of loan. The details of the non-compliance is given below:

Particulars	Name of Company	Amount involved (₹ in million)	Balance as on 31 March 2020 (₹ in million)	Remarks
Loan given at rate of interest lower than prescribed	IMA Clothing Private Limited	57.79	57.79	During the year ended 31 March 2020, the Company has recorded provision for doubtful recovery on the outstanding loan amount including interest accrued.

Clause (vii)(b) of CARO 2016 Order

The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in million)	Amount paid under Protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Default u/s 201(1)	1.18	0.36	AY 2011-12	Commissioner of Income-tax (appeals)
Income-tax Act, 1961	Default u/s 201(1)	1.43	Nil	AY 2012-13	Commissioner of Income-tax (appeals)
West Bengal Value Added Tax Act, 2003	Value added tax	10.10	Nil	FY 2008-09	Commissioner appeals
West Bengal Value added Tax Act, 2003	Value added tax	0.86	Nil	FY 2009-10	Commissioner appeals
The Bihar Value Added Tax Act, 2005	Value added tax	1.25	0.65	FY 2016-17	Joint commissioner
Delhi Value Added Tax Act, 2004	Value added tax	0.82	Nil	FY 2014-15	Additional commissioner, Objection Hearing Authority, Delhi
The Uttar Pradesh value added tax act, 2008	Value added tax	1.71	1.71	FY 2016-17	Additional commissioner of commercial taxes

As at and for the year ended March 31, 2019

Clause (vii)(b) of CARO 2016 Order

Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited to the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows

Statement of arrears of statutory dues outstanding for more than six months

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the	Due date	Date of payment
Professional Tax Act	Professional Tax	0.62	Apr 17 till Mar 18	Various dates	Not paid
Professional Tax Act	Professional Tax	0.36	Apr 18 till Sep 18	Various dates	Not paid

Clause (vii)(b) of CARO 2016 Order

The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in million)	Amount paid under Protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Default u/s 201(1)	1.18	0.22	AY 2011-12	Commissioner of income tax (appeals)
Income-tax Act, 1961	Default u/s 201(1)	1.43	Nil	AY 2012-13	Commissioner of income tax (appeals)
West Bengal Value Added Tax Act, 2003	Value added tax	10.10	Nil	FY 2008-09	Commissioner appeals
West Bengal Value added Tax Act, 2003	Value added tax	0.86	Nil	FY 2009-10	Commissioner appeals
The Bihar Value Added Tax Act, 2005	Value added tax	1.25	Nil	FY 2016-17	Joint commissioner
Delhi Value Added Tax Act, 2004	Value added tax	0.82	Nil	FY 2014-15	Additional commissioner, Objection Hearing Authority, Delhi

Auditor's Comments on internal financial controls with reference to Consolidated Financial Statements

Auditors report on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to standalone financial statements of Holding company expresses a modified opinion as at and for the financial years ended 31 March 2021 which do not require any adjustments in the restated consolidated summary statement are reproduced below in respect of the financial statements presented.

Qualified opinion on internal financial controls over financial reporting:

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at 31 March 2021:

The Holding Company did not have an appropriate internal control system over processing of payments towards rental and other expenses pertaining to leased premises, which has resulted in misappropriation of funds through fraudulent payments, and could lead to potential material misstatements in the value of trade and other payables, and its consequential impact on the Statement of Profit and Loss, as explained in Note 55 to the restated consolidated summary statement.

59 Reconciliation of quarterly bank returns

Name of Bank	Particulars	Quarter	Amount as per books of Accounts	Amount as reported in quarterly returns	Amount of difference
Working Capital Lenders*	Debtors	31 December 2021	548.69	596.85	-48.16
Working Capital Lenders*	Stock	31 December 2021	3,073.77	3,071.01	2.76
Working Capital Lenders*	Debtors	30 September 2021	1,160.65	935.24	225.41
Working Capital Lenders*	Stock	30 September 2021	3,201.28	2,854.89	346.39
Working Capital Lenders*	Debtors	30 June 2021	538.43	595.28	-56.85
Working Capital Lenders*	Stock	30 June 2021	3,201.28	3,105.87	95.41
Working Capital Lenders*	Debtors	31 March 2021	677.29	912.08	-234.79
Working Capital Lenders*	Stock	31 March 2021	3,201.28	3,083.67	117.61
Working Capital Lenders*	Debtors	31 December 2020	892.96	926.34	-33.38
Working Capital Lenders*	Stock	31 December 2020	3,774.12	3,275.69	498.43
Working Capital Lenders*	Debtors	30 September 2020	787.53	919.37	-131.84
Working Capital Lenders*	Stock	30 September 2020	3,780.44	3,324.32	456.12
Working Capital Lenders*	Debtors	30 June 2020	160.89	301.78	-140.89
Working Capital Lenders*	Stock	30 June 2020	3,780.44	3,746.45	33.99
Working Capital Lenders*	Debtors	31 March 2020	331.75	344.32	-12.57
Working Capital Lenders*	Stock	31 March 2020	3,780.44	3,767.43	13.01
Working Capital Lenders*	Debtors	31 December 2019	530.00	511.13	18.87
Working Capital Lenders*	Stock	31 December 2019	2,805.77	3,553.78	-748.01
Working Capital Lenders*	Debtors	30 September 2019	798.86	643.67	155.19
Working Capital Lenders*	Stock	30 September 2019	2,805.77	3,227.09	-421.32
Working Capital Lenders*	Debtors	30 June 2019	408.87	562.85	-153.98
Working Capital Lenders*	Stock	30 June 2019	2,805.77	3,069.75	-263.98
Working Capital Lenders*	Debtors	31 March 2019	328.92	372.22	-43.30
Working Capital Lenders*	Stock	31 March 2019	2,805.77	2,727.01	78.76
Working Capital Lenders*	Debtors	31 December 2018	575.29	523.44	51.85
Working Capital Lenders*	Stock	31 December 2018	2,787.13	2,538.02	249.11
Working Capital Lenders*	Debtors	30 September 2018	590.27	518.74	71.53
Working Capital Lenders*	Stock	30 September 2018	2,787.13	2,490.93	296.20
Working Capital Lenders*	Debtors	30 June 2018	500.77	471.96	28.81
Working Capital Lenders*	Stock	30 June 2018	2,787.13	2,695.89	91.24

*HDFC Bank, Kotak Mahindra Bank, Citi Bank, IDBI Bank Limited, ICICI Bank, Axis Bank, Ratnakar Bank Limited are represented as Working Capital Lenders.

Note for discrepancies:
The Bank returns were prepared and file before the completion of all financial statement closure activities including IND AS related adjustment/reclassification, as applicable, which led to these differences between the final books of accounts and the bank return which were based on provisional books of accounts.

60 Other Statutory Information as at/ for the period ended 31 December 2021, years ended 31 March 2021, 31 March 2020 and 31 March 2019

1) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
2) The Group do not have any transactions with companies struck off.
3) The Group have not traded or invested in Crypto currency or Virtual Currency.
4) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
   b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
5) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
   b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
6) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

For S.R. Batliboi & Co LLP
Chartered Accountants
Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of
BIBA Fashion Limited
(formerly known as BIBA Apparels Limited and BIBA Apparels Private Limited)

Pankaj Chadha
Partner
Membership No. 091813

Meena Bindra
Director
(DIN 01627149)

Siddharath Bindra
Managing Director
(DIN 01680498)

Place: Gurugram
Date: 31 March 2022

Sachin Agarwal
Company Secretary
(Membership No. - A-17348)
Place: Gurugram
Date: 31 March 2022

Vikram Nagpal
Chief Financial Officer

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Consolidated Summary Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Nine months ended December 31, 2021
Basic earnings per share[1] (in ₹)	1.69	0.74	(0.96)	1.46*
Diluted earnings per share[2] (in ₹)	1.69	0.74	(0.96)	1.46*
EBITDA[3] (in ₹ million)	1,297.07	1,352.78	623.11	848.40
Net worth[4] (in ₹ million)	2,868.36	2,879.42	3,161.40	3,345.76
Return on Net Worth[5] (%)	7.31%	3.07%	(3.74)%	5.45%
Net Asset Value per share[6] (in ₹)	23.96	24.05	25.28	26.75

**Not annualised*

Notes:

1. *Basic earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of equity shares outstanding during the year/period.*
2. *Diluted earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of diluted equity shares outstanding during the year/period*
3. *Calculated as restated profit for the year plus income tax expense, plus depreciation and amortization expense, plus finance costs, plus exceptional items less other income*
4. *Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2019, 2020 and 2021. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.*
5. *Restated Consolidated Profit/(loss) attributable to owners of the holding company divided by net worth at the end of the year/period;*
6. *Calculated as Equity attributable to equity holders of the parent as at year/period end divided by total number of Equity Shares outstanding at the end of the year/period.*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements for Fiscals 2019, 2020 and 2021 of our Company (the **"Audited Financial Statements**") are available on our website at www.biba.in.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon, do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Statements and the reports thereon, should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor the BRLMs or any of the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Reconciliation of non-GAAP measures

Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus, are as set out below See *"Risk Factors—Internal Risk Factors—Risks Related to Our Business—We have presented certain supplemental information of our performance and liquidity which is not prepared under or required by Ind AS"* on page 47 for more information:

Reconciliation of restated Profit / (Loss) for the year / period to EBITDA, EBITDA Margin and Return on

Capital Employed

The table below reconciles restated profit / (loss) for the year / period to EBITDA, EBITDA Margin and Return on Capital Employed. EBITDA is calculated as profit/loss for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income, while EBITDA Margin is the percentage of EBITDA divided by revenue from operations. Return on Capital Employed is the percentage of profit before interest, tax and exceptional items divided by capital employed.

Particulars	Financial Year			Nine months ended December 31,
	2019	2020	2021	2021
	(₹ million)			
Restated Profit / (Loss) for the year / period(I)	202.43	89.09	(118.40)	182.41
Current Tax Expense	128.82	57.53	(40.83)	65.59
Deferred Tax (credit)	(41.36)	(6.32)	(48.59)	3.14
Add: Total Tax Expense (II)	**87.46**	**51.21**	**(89.42)**	**68.73**
Add: Exceptional Items (III)	—	42.73	0.08	—
Add: Finance Costs (IV)	353.72	449.86	430.48	294.97
Profit Before Interest, Tax and Exceptional Items (V = I + II + III + IV)	643.61	632.89	222.74	546.11
Add: Depreciation and Amortisation expense (VI)	716.78	809.27	833.96	576.39
Less: Other Income (VII)	63.32	89.38	433.59	274.10
EBITDA (VIII = I + II + III + IV + VI – VII)	**1,297.07**	**1,352.78**	**623.11**	**848.40**
Revenue From Operations (IX)	7,294.05	7,572.08	5,258.20	4,876.84
EBITDA Margin (VIII/IX)	**17.78%**	**17.87%**	**11.85%**	**17.40%**
Total Borrowings (X)	1,034.47	1,441.60	1,097.81	700.70
Tangible Net Worth (Net Worth less Intangible Assets) (XI)	2,822.78	2,834.26	3,123.18	3,272.90
Capital Employed (XII = X + XI)	3,857.25	4,275.86	4,220.99	3,973.60
Return on Capital Employed (XIII = V / XII)	**16.69%**	**14.80%**	**5.28%**	**13.74%**

Reconciliation of Net Worth and Return on Net Worth

The table below provides reconciliation of Net Worth and Return on Net Worth. Return on Net Worth is calculated as the percentage of profit/loss attributable to the owners of the holding company for the year/ period divided by Net Worth. Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2019, 2020 and 2021. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.

Particulars	Financial Year			Nine Months ended December 31,
	2019	2020	2021	2021
	(₹ million, unless otherwise indicated)			
Equity Share Capital (I)	1,197.30	1,197.30	1,250.63	1,250.63
Securities Premium (II)	9.28	9.28	355.95	355.95
Retained Earnings (III)	1,661.78	1,672.84	1,554.03	1,737.70
Employee Stock Option Reserve (IV)	—	—	0.79	1.56
Foreign Currency Translation Reserve (V)	—	—	—	(0.08)
Net Worth (VI = I + II + III + IV + V)	2,868.36	2,879.42	3,161.40	3,345.76
Profit/(loss) attributable to owners of the holding company (VII)	209.77	88.45	(118.25)	182.44
Return on Net Worth (VIII = VII / VI)	**7.31%**	**3.07%**	**(3.74)%**	**5.45%**

Reconciliation of Net Asset Value per share

(in ₹ million, unless otherwise indicated)

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Nine months ended December 31, 2021
Equity attributable to equity holders of the parent (I)	2,868.36	2,879.42	3,161.40	3,345.76
Shares outstanding at end of the year/period (II)	119.73	119.73	125.06	125.06
Net Asset Value per share (I/II)	**23.96**	**24.05**	**25.28**	**26.75**

Reconciliation of Net profit/ (loss) after tax margin

(in ₹ million, unless otherwise indicated)

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Nine months ended December 31, 2021
Restated profit / (loss) for the year / period (I)	202.43	89.09	(118.40)	182.41
Revenue from Operation (II)	7,294.05	7,572.08	5,258.20	4,876.84
Net profit / (loss) after tax margin (I/II)	**2.78%**	**1.18%**	**(2.25)%**	**3.74%**

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures', read with the SEBI ICDR Regulations, for the nine months ended December 31, 2021 and Fiscals 2021, 2020 and 2019, and as reported in the Restated Consolidated Summary Statements, see "*Financial Statements – Restated Consolidated Summary Statements – Note 46: Related Party disclosure*" beginning on page 275.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of December 31, 2021, derived from our Restated Consolidated Summary Statements. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" on pages 302, 214 and 27, respectively:

(in ₹ million)

Particulars	Pre-Offer as at December 31, 2021	As adjusted for the Offer*
Borrowings		
Non-current borrowings (I)	262.34	[●]
Current borrowings (II)	438.36	[●]
Total borrowings (III = I + II)	700.70	**[●]**
Equity		
Equity share capital (IV)	1,250.63	[●]
Other equity (V)	2,095.13	[●]
Non-controlling interest (VI)	(38.85)	[●]
Total equity (VII = IV + V + VI)	3,306.91	**[●]**
Ratio: Non-current borrowings / total equity (I/VII)	**0.08**	**[●]**
Total borrowings / Total Equity (VIII = III / VII)	**0.21**	**[●]**

** The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Summary Statements on page 215.Unless otherwise indicated or the context requires otherwise, the financial information included herein for financial years 2019, 2020 and 2021, and the nine months ended December 31, 2021, is based on our Restated Consolidated Summary Statements, included in this Draft Red Herring Prospectus. For further information, see "Financial Statements" on page 214.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 18. Also read "Risk Factors" and " - Significant Factors Affecting our Results of Operations and Financial Condition" on pages 27 and 306, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that particular year. Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to BIBA Fashion Limited. We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Summary Statements. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Such information may vary from similar information publicly disclosed by us in compliance with applicable regulations in India. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision, and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Summary Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.

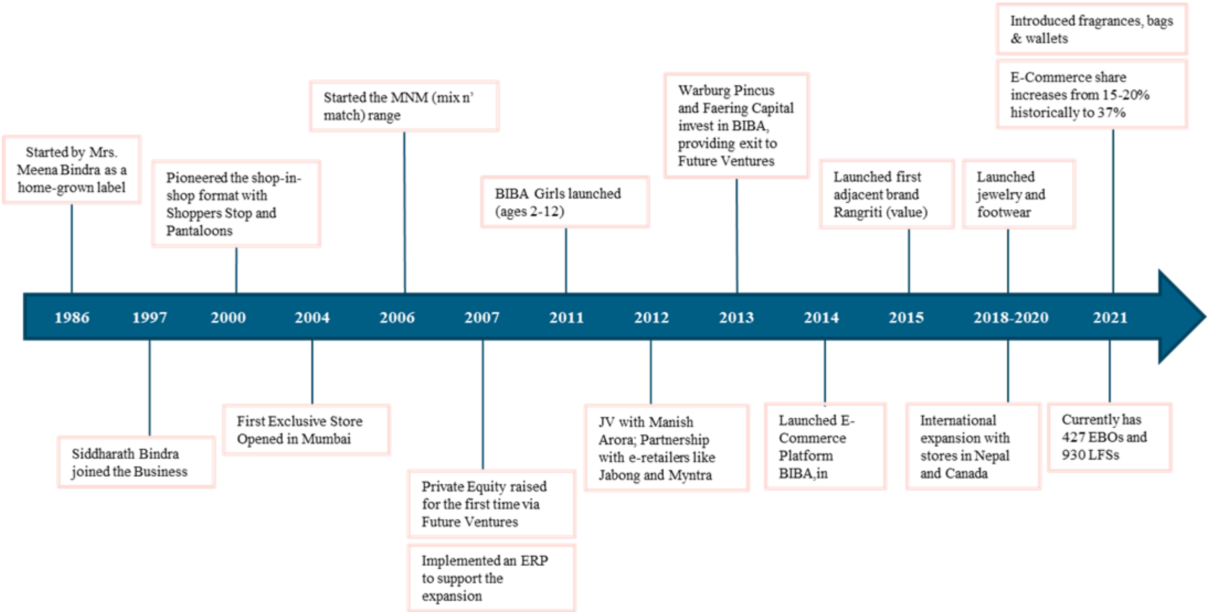
Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Report on Women Indian Wear Retail in India" dated March 2022 (the "Technopak Report"), prepared and issued by Technopak Advisors Private Limited appointed on January 25, 2022, and exclusively commissioned by and paid for by us in connection with the Offer. The Technopak Report is available on the website of our Company at www.biba.in/investor-information. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 15.

OVERVIEW

We are one of the largest lifestyle brands in the women's Indian wear market in India in terms of market share (Source: *Technopak Report*). Launched in 1986, our flagship brand, BIBA, is a 'category creator' in the women's Indian wear segment benefiting from a rich legacy, leading market position across the category and an industry-leading online presence (Source: *Technopak Report*). We develop, design, source, market and sell a wide portfolio of Indian wear for women and girls across multiple brands, namely our flagship brand, BIBA, and our value fashion brand, Rangriti. Our products are specifically tailored for the Indian consumer and according to the Technopak Report, our range of products offer distinct price points for our consumers. Furthermore, our flagship brand, BIBA, has the highest online brand recall amongst Indian wear brands, as of February 2022 (Source: *Technopak Report*).

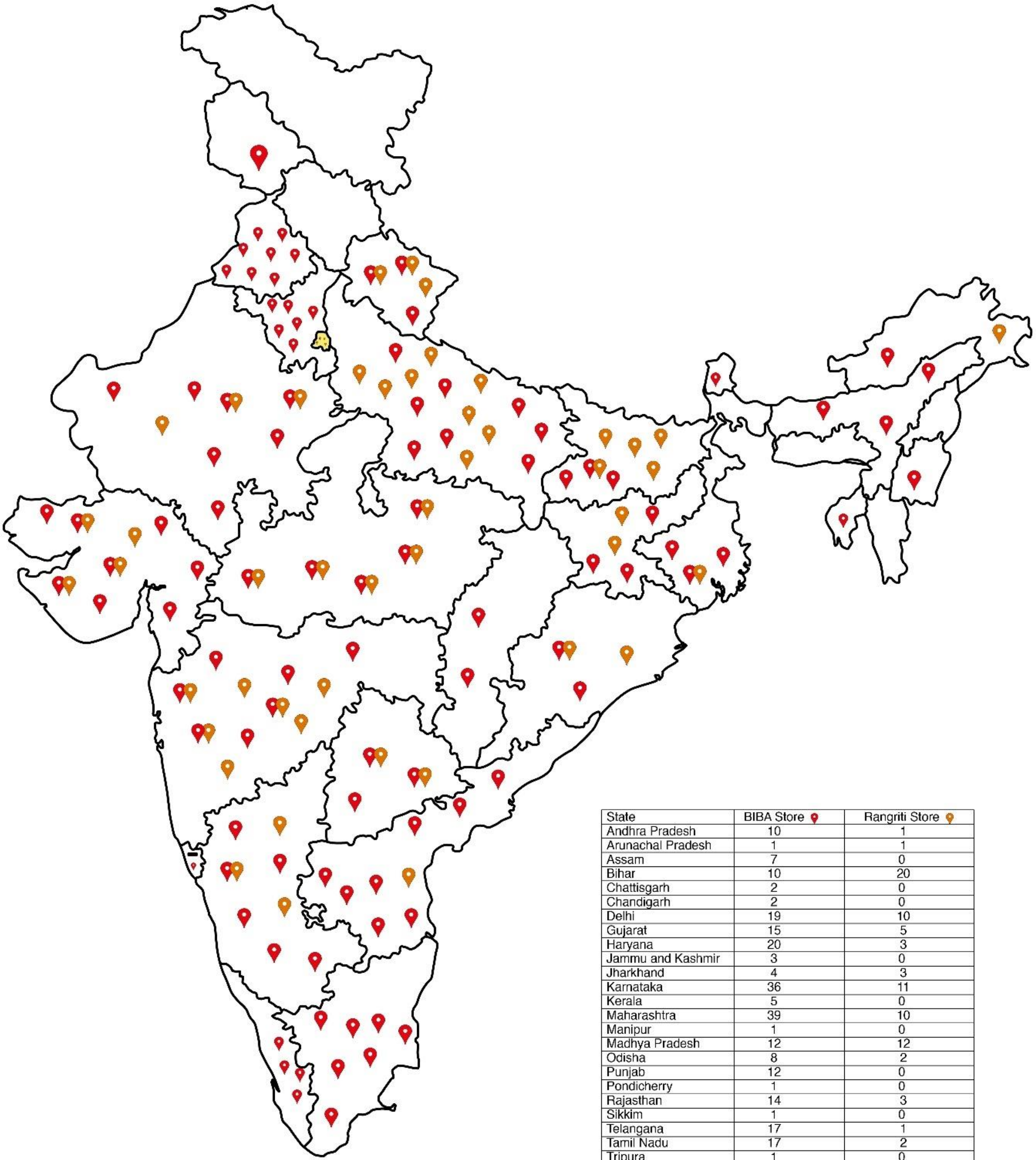
Our brands are designed to cater to almost all of a woman's Indian wear needs, ranging from casual wear, occasion wear to office wear and consequently, our products cater to a broad range of Indian wear consumers in India. We offer our customers well-designed and high-quality products across segments and have one of the widest portfolios of products amongst women's apparel brands in India in terms of SKUs, as of February 2022 (Source: *Technopak Report*). Our range of products across the women's Indian wear market include *salwar kameez dupattas*, Mix-n-Match wear, Ready-to-Stitch wear, kidswear, bottom-wear and accessories. Our product mix has evolved significantly over the past several years and we continue to expand our product range to meet a varied range of consumer needs for our target segment. We also offer consumers a range of products across jewellery, footwear, wallets and fragrances, in line with our strategy to cater to a broad range of the apparel and accessories needs of Indian women, a target demographic we believe we know and understand well given our brand's rich legacy.

A timeline illustrating the significant milestones achieved by us since the launch of our business is set out below:



Our products are available through a pan-India multichannel distribution network that we have built over the years comprising of our exclusive brand outlets ("**EBOs**"), large format stores ("**LFSs**") and multi-brand outlets ("**MBOs**"), as well as online channels comprising of our own websites and other online marketplaces.

As of December 31, 2021, we had 427 EBOs, comprising 308 BIBA-branded outlets and 119 Rangriti-branded outlets across 27 states and 160 cities in India, 930 LFSs across 29 states and 267 cities in India and 30 MBOs. Our well-established EBO network is not only well diversified across all regions of India (Source: *Technopak Report*), but also offers a superior shopping experience for customers. Our EBOs are located nationwide across high streets, malls and residential market areas in major metros, large cities, other tier II and tier III cities and at airports. As of December 31, 2021, our EBOs were located in the following regions of India:



State	BIBA Store	Rangriti Store
Andhra Pradesh	10	1
Arunachal Pradesh	1	1
Assam	7	0
Bihar	10	20
Chattisgarh	2	0
Chandigarh	2	0
Delhi	19	10
Gujarat	15	5
Haryana	20	3
Jammu and Kashmir	3	0
Jharkhand	4	3
Karnataka	36	11
Kerala	5	0
Maharashtra	39	10
Manipur	1	0
Madhya Pradesh	12	12
Odisha	8	2
Punjab	12	0
Pondicherry	1	0
Rajasthan	14	3
Sikkim	1	0
Telangana	17	1
Tamil Nadu	17	2
Tripura	1	0
Uttarakhand	4	2
Uttar Pradesh	28	30
West Bengal	19	3
Grand Total	**308**	**119**

Early on in our journey, we recognized the importance of the online channel and building our digital capabilities. Hence, we also sell our products through our own online websites, www.biba.in and www.rangriti.com, as well as through other third-party online marketplaces such as Myntra, Amazon, Flipkart, Nykaa and Tata Cliq. We have invested in building a significant online presence and launched our first online platform, BIBA.in, and today have an industry-leading online presence within our category (Source: *Technopak Report*). For financial year 2021 and the nine months ended December 31, 2021, 37.04% and 33.79%, respectively, of our revenue from operations was attributable to sales through online channels. According to the Technopak Report, this is one of the highest proportions in the industry for financial year 2021 and superior to our peers in the women's Indian wear segment. We believe that the capabilities that we have built by digitally orienting our business model have conferred upon us a competitive advantage over traditional peers, and will continue to help us identify and exploit fast evolving consumer trends, rapidly build reach and scale, and continue to maintain strong brand equity. Our flagship brand, BIBA, also has the highest online brand recall amongst Indian wear brands, as of February 2022 (Source: *Technopak Report*).

The table below sets forth a break-down of our revenue from operations from our distribution channels for the periods indicated:

	Financial Year 2019		**Financial Year 2020**		**Financial Year 2021**		**Nine Months ended December 31, 2021**	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from Operations**
EBOs	3,230.01	44.28%	3,527.31	46.58%	1,837.86	34.95%	1,911.54	39.20%
LFSs	2,561.99	35.12%	2,612.95	34.51%	1,256.32	23.89%	1,184.52	24.29%
Online[1]	1,145.26	15.70%	1,106.13	14.61%	1,947.30	37.04%	1,647.91	33.79%
Others[2]	356.79	4.90%	325.69	4.30%	216.73	4.12%	132.87	2.72%
Revenue from operations	**7,294.05**	**100.00%**	**7,572.08**	**100.00%**	**5,258.20**	**100.00%**	**4,876.84**	**100.00%**

[1] Includes sales through Company's websites and other third-party online marketplaces
[2] Includes sales through MBOs

While our primary focus has remained on our domestic business, given the large market opportunity within India, we believe overseas markets can be a compelling growth vector for us, particularly in markets which we believe have a large Indian diaspora and/or a population with similar tastes and preferences, as in India. As of December 31, 2021, our products were available in stores in two overseas countries, Canada and Nepal, and in January 2022, we opened our first store in the United Arab Emirates. We also serve customers across various countries including United States and Australia through online channels and plan to open our first EBO in the United States at the end of the first quarter of financial year 2023.

We are led by a highly experienced senior management team with our founder and Executive Director, Meena Bindra, continuing to be involved in strategic planning, conceptualization, design and production development. We are led by our Managing Director, Siddharath Bindra, who has been intimately involved in the business for 25 years, has overseen the development of our business strategy and has extensive expertise in sourcing, designing, retailing and establishing distribution channel partnerships. Siddharath Bindra is the architect of our strategic vision and has demonstrated his ability to successfully create, build and grow our brands and business. Furthermore, we are also supported by an experienced management team of cross-functional professionals with expertise covering all aspects of our business, an experienced Board of Directors and marquee investors, such as Highdell Investment Ltd, an affiliate of the Warburg Pincus Group, and Faering Capital India Evolving Fund.

We aim to leverage the strength of our brands to offer a superior shopping experience to our customers by further developing our leading position across a wide range of apparel and adjacent categories, as well as our distribution channels (both online and offline) and geographies (both domestically and globally). We believe that we are well-positioned to achieve this vision through the investments that we have made in our brands, our understanding of the diverse requirements of our consumers, our strong channel relationships, our strong physical and digital retail infrastructure, our robust design and supply chain capabilities and our highly experienced management team, all of which have shaped our existing track record and our leading position in the Indian wear category.

Our revenue from operations for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, was ₹7,294.05 million, ₹7,572.08 million, ₹5,258.20 million and ₹4,876.84 million, respectively, and our total income for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 7,357.37 million, ₹ 7,661.46 million, ₹ 5,691.79 million and ₹ 5,150.94 million, respectively. Our profit / (loss) before tax for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 289.89 million, ₹ 140.30 million, ₹ (207.82) million and ₹ 251.14 million, respectively. Our profit / (loss) for the period / year for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was ₹ 202.43 million, ₹ 89.09 million, ₹ (118.40) million and ₹ 182.41 million, respectively, representing a net profit / (loss) after tax margin of 2.78%, 1.18%, (2.25)% and 3.74%, respectively. We generated EBITDA of ₹ 1,297.07 million, ₹ 1,352.78 million, ₹ 623.11 million and ₹ 848.40 million for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, respectively, representing an EBITDA Margin of 17.78%, 17.87%, 11.85% and 17.40%, respectively. Our Return on Capital Employed for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was 16.69%, 14.80%, 5.28% and 13.74%, respectively, and our Return on Net Worth for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021 was 7.31%, 3.07%, (3.74)% and 5.45%, respectively.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Expansion of our retail network

Our ability to continue our growth and effectively execute our strategies depends upon the strength of our brands, our product offering and store economics and our ability to open new EBOs and expand our online presence successfully. As of December 31, 2021, we operated 427 EBOs comprising 308 BIBA-branded outlets and 119 Rangriti-branded outlets across 27 states and 160 cities in India. We also sell our products through our own online websites, www.biba.in and www.rangriti.com, as well as through other third-party online marketplaces such as Amazon, Flipkart, Myntra, Nykaa and Tata Cliq.

As a majority of our revenues from operations are generated from our physical stores, our EBOs generally need to be located in high visibility and high traffic locations. Moreover, it is critical for us to obtain commercial property in such areas that meet our criteria for customer traffic, square footage, lease economics and other factors, including our ability to negotiate terms within our financial budgets. Opening a new EBO requires significant resources in terms of lease costs, fit-outs and refurbishments (to align the EBO with our preferred format), hiring costs and ongoing employee benefit expenses. An inabilityto appropriately identify suitable locations, or set-up the most appropriate store-format at a particular location, or to negotiate commercially reasonable lease terms, may increase our payback periods, result in store-closures, and adversely affect our results of operations and financial condition. As we have considerable experience in setting up EBOs across the country, we believe we are well positioned to leverage on all opportunities for further expansion of our retail footprint.

Emergence of new business models and online retail channels

The COVID-19 pandemic has led to an increasing shift in consumer spending on online channels. Having made investments in digital marketing initiatives and towards building a strong e-commerce team, we believe that we are well positioned to take advantage of this emerging shift towards online shopping. An increasing portion of our revenue from operations has been derived from online channels, including our own websites and other third party online marketplaces, with 33.79%, 37.04%, 14.61% and 15.70% of our revenue from operations attributable to sales through online channels for the nine months ended December 31, 2021 and financial years 2021, 2020 and 2019, respectively. According to the Technopak Report, this is one of the highest proportions in the industry for financial year 2021.

Our ability to keep pace with changes in consumer purchasing patterns and preferences may have an impact on our growth. Additionally, our consumers' increasing focus on sustainability may result in less frequent purchases over time across all segments of the market, including casual wear, office wear and occasion wear. This may particularly impact revenues for our Rangriti-branded value products where we assume higher volume margins. Similarly, demand for sustainable products may require changes in fabrics and materials to more environmentally alternatives, which may be costly to procure.

Cost of procuring raw materials and manufacturing our products

We have long-standing relationships with suppliers of our raw materials and contract factories and in the nine month period ended December 31, 2021, we sourced raw materials including fabrics, laces, trims and other accessories and finished products from approximately 251 fabric suppliers and 114 contract factories (comprising 67 stitching factories and 47 dying factories), respectively, and with whom we have direct contracts. Our cost of goods sold is impacted by the amount of raw materials procured by us and the price at which such raw materials are procured may fluctuate from time to time due to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in government policy and regulation. Given our asset-light model, we are dependent on the ability of our contract manufacturers to produce products that consistently meet the requirements of our consumers and are of a high quality standard, and incur expenses towards contract manufacturing. For the financial years 2019, 2020 and 2021 and the nine-months ended December 31, 2021, job work charges incurred by us amounted to ₹ 916.29 million, ₹ 1,213.91 million, ₹ 665.52 million and ₹ 477.57

million, respectively, which constituted 12.56%, 16.03%, 12.66% and 9.79%, of our revenue from operations, respectively. Changes in the quantity of products manufactured through our contract manufacturers and increasing costs payable to manufacturers can impact our profitability and results of operations.

Consumer spending, market trends and the Indian economy

The women's Indian wear segment is the dominant segment of the women's apparel market, amounting to 71% of the market in financial year 2020 (Source: *Technopak Report*). The women's Indian wear market is expected to grow at a CAGR of 9.2% between financial year 2020 and financial year 2025 and the share of organised retail in ethnic and fusion bottom-wear is expected to increase from 32% in financial year 2020 to approximately 45% in financial year 2025 (*Source: Technopak Report*). We intend to capitalize on the growing industry opportunity and leverage our leading position in the women's Indian segment in India, to continue to grow our business. Furthermore, the women's Indian wear market is characterized by changing customer preferences. Our results of operations are dependent on our ability to anticipate, gauge and respond to such changes in customer preferences and design new products or modify our existing products in line with changes in fashion trends as well as customer demands and preferences.

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. We plan our inventory and commence our design process prior to launch and estimate our sales based on the forecasted demand for the forthcoming period. We have inventory manufactured or procured in advance and stored at our warehouses ahead of each upcoming season. Moreover, our success also depends to a significant extent on consumer confidence and spending, which is influenced by general economic conditions, discretionary income levels and our ability to respond to market trends. A range of factors affect the level of customer spending in the retail sector, including recession, inflation, political uncertainty, availability of consumer credit, taxation and unemployment. Our results of operations could be impacted by any of these factors and may decline during recessionary periods or in other periods where one or more macro-economic factors or potential macro-economic factors negatively affect consumer confidence and spending.

Human capital management and expenses

We are a highly people-centric organisation and our extensive retail network (including EBOs) stores is staffed by our own employees. As a result, the success of our operations is reliant on our ability to recruit, train and maintain a skilled workforce that reflects the culture and quality of our brands to our customers. Furthermore, we incur employee benefits expenses towards employee remuneration which includes salaries and wages, contributions to the provident fund, gratuity expenses, employee stock option expenses and staff welfare expenses. The growth of our retail network has resulted in an increase our retail and sales staff and led to a corresponding increase in our employee benefits expenses. For financial years 2019, 2020 and 2021 and the nine-months ended December 31, 2021, our employee benefit expenses were ₹ 933.43 million, ₹ 1,114.33 million, ₹ 713.43 million and ₹ 655.38 million, respectively, which constituted 12.80%, 14.72%, 13.57% and 13.44% of our revenue from operations, respectively. As our employee benefit expenses represent a significant proportion of our revenue from operations, our margins are also highly dependent on changes in these expenses that are outside our control. For instance, any changes in the minimum wage threshold in the states in India in which we operate may negatively affect our employee benefit expenses and resulting profitability. We expect our employee benefit expenses to increase in line with the growth of our operations and execution of our corporate strategy. Therefore, effective manpower planning and maintaining optimal employee strength in corporate, logistics and front-end retail is critical towards maximise revenue per employee.

Operational efficiencies and working capital management

Our supply chain network includes our suppliers, contract manufacturers and distributors and given the high volume of raw materials and finished products that flow through our network, is highly sensitive to changes or interruptions in supply, manufacturing and/or distribution processes, which sensitivities remain largely outside of our control. We are heavily dependent on our logistics providers to efficiently deliver inventory to our retail locations and orders made through the online channel. Moreover, our inventory and profitability levels can be impacted by any significant changes to our operational network.

A significant proportion of our operating costs is attributable to our (i) purchases of stock-in-trade, (ii) cost of materials consumed, which include cost of raw materials and accessories and packing materials, and (iii) job charges, which represent the bulk of our manufacturing costs. Purchases of stock-in-trade include purchases of finished goods from our vendors, including jewellery and footwear, and for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, amounted to ₹ 5.73 million, ₹ 20.34 million, ₹ 9.80 million, and ₹ 27.12 million respectively, which represented 0.08%, 0.27%, 0.19% and 0.56%, respectively, of our revenue from operations. Cost of materials consumed, which include cost of raw materials and accessories and packing materials, comprise costs related to the raw materials used to manufacture our products, as well as accessories and packing materials for our products, which for financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, amounted to ₹ 1,600.57 million, ₹ 2,222.06 million, ₹ 965.73 million and ₹ 1,056.80 million, respectively, which represented 21.94%, 29.35%, 18.37% and 21.67%, respectively, of our revenue from operations.

Working capital management remains critical towards our profitability and our ability to successfully manage our working capital depends on our ability to manage payments across our retail channels, monitor inventory and manage our debtor's days and trade payables to net sales days. For financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, we had trade payables of ₹ 615.35 million, ₹ 929.75 million, ₹ 509.15 million and ₹ 743.48 million, respectively, and trade receivables of ₹ 330.26 million, ₹ 331.75 million, ₹ 677.29 million and ₹ 548.69 million, respectively. Successfully managing our inventory will help us effectively prevent shortfalls and deal with unsold stock, while reducing our debtor days will improve our cash flow cycle and enable us to redeploy working capital in an efficient manner. For financial years 2019, 2020 and 2021 and the nine months ended December 31, 2021, we had average debtor to revenue from operations days of 17 days, 16 days, 35 days and 35 days, respectively, and average trade payables to revenue from operations days of 28 days, 37 days, 50 days and 35 days, respectively.

SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The Restated Consolidated Summary Statements of the Company, its Subsidiaries and its Associate comprise the Restated Consolidated Summary Statements as at December 31, 2021, March 31, 2021, March 31, 2020, and March 31, 2019, the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income ("**OCI**")), the Restated Consolidated Summary Cash Flow Statement, the Restated Consolidated Summary Statement of Changes in Equity and Notes forming part of the restated consolidated summary financial information for the nine months ended December 31, 2021 and the financial years ended March 31, 2021, March 31, 2020, and March 31, 2019 ("**Restated Consolidated Summary Statements**").

The Restated Consolidated Summary Statements has been prepared in connection with the Offer and in terms of the requirements of:

1. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
2. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and
3. the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "**Guidance Note**").

The Restated Consolidated Summary Statements has been compiled from the audited consolidated financial statements as at and for the nine month period ended December 31, 2021 and the financial years ended March 31, 2021, March 31, 2020, and March 31, 2019 prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act. as amended from time to time, which have been approved by the Board of Directors at their meetings held on November 29, 2021, March 10, 2021, September 29, 2020 and August 2, 2019, respectively.

The accounting policies have been consistently applied by us in the preparation of the Restated Consolidated Summary Statements and are consistent with those adopted in the preparation of consolidated financial statements for the nine month period ended December 31, 2021. The Restated Consolidated Summary Statements does not reflect the effects of events that occurred subsequent to the respective dates of board meetings relating to the audited consolidated financial statements mentioned above.

The Restated Consolidated Summary Statements has been prepared so as to contain information or disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

1. adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
2. adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financial statements of us and our Associate for the period ended December 31, 2021, and the requirements of the SEBI Regulations, if any; and
3. the resultant impact of tax due to the aforesaid adjustments, if any.

Further, the Restated Consolidated Summary Statements is in compliance with the amendments made to Schedule III with effect from April 1, 2021.

The Restated Consolidated Summary Statements have been prepared on the historical cost basis. The Restated Consolidated Summary Statements are presented in Indian Rupees, and all values are rounded to the nearest million except where otherwise indicated.

Basis of consolidation

Our Subsidiary

A subsidiary is an entity (including structured entity) over which we have control. We control an entity when we are exposed to, or has rights to, variable returns from our involvement with the entity and has the ability to affect those returns through its power over the investee.

Specifically, we control an investee if and only if we have:

1. Power over the investee (i.e. existing rights that give us the current ability to direct the relevant activities of the investee)
2. Exposure, or rights, to variable returns from our involvement with the investee, and
3. The ability to use its power over the investee to affect our returns.

We re-assess whether or not we control an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when we obtain control over the subsidiary and ceases when we lose control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the restated consolidated financial information from the date we gain control until the date we cease to control the subsidiary.

The Restated Consolidated Summary Statements is prepared using uniform accounting policies for like transactions and other events in similar circumstances. If we use accounting policies other than those adopted in the Restated Consolidated Summary Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial information in preparing the Restated Consolidated Summary Statements to ensure conformity with our accounting policies.

We combine the financial statements of our Company and a subsidiary in a line-by-line manner, adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between our group companies are eliminated.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that are not held by us. Statement of profit and loss balance (including other comprehensive income) is attributed to the equity holders of our Company and to the non-controlling interests basis the respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

We treat transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of us. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in a subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in equity.

Associate

Investment in entities in which there exists significant influence but not a controlling interest are accounted for under the equity method, i.e. the investment is initially recorded at cost, identifying any goodwill or capital reserve arising at the time of acquisition, as the case may be, which will be inherent in investment. The carrying amount of the investment is adjusted thereafter for the post-acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with our accounting policies. The consolidated statement of profit and loss (including OCI) includes our share of the results of the operations of the investee.

Business combinations

We apply the acquisition method in accounting for business combinations. The consideration transferred by us to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred by the former owners of the acquired entity. Acquisition costs are expensed as incurred.

At the acquisition date, identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured as excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, we re-assess whether we have correctly identified all of the assets acquired and all of the liabilities assumed and review the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

Current versus non-current classification

We present assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. We classify all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. We have identified twelve months as our operating cycle.

Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition, net of accumulated depreciation and accumulated impairment, if any. The cost comprises purchase price, and any cost attributable to bringing the assets to its working condition and intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Capital expenditure incurred on rented properties is classified as 'Leasehold improvements' under property, plant and equipment.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the written down value method computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013:

Asset category	Estimated useful life (in years)
Computers	3 years
Furniture and fixtures	10 years
Vehicles	8 years
Plant and machinery	15 years
Office equipment	5 years

Leasehold improvements are amortised over the lease terms or five years whichever is lower.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

Other intangible assets

Recognition and initial measurement

Intangible assets comprise brand, software and non-compete fees which are stated at their cost of acquisition. The cost comprises purchase price, and any cost attributable to bringing the assets to its working condition and intended use. Any trade discount and rebates are deducted in arriving at the purchase price. These are recognised as assets if it is probable that future economic benefits attributable to such assets will flow to us and the cost of the assets can be measured reliably.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Subsequent measurement (amortisation)

All intangible assets are amortised on straight line basis on the basis of useful lives (as set out below) except software which is amortised on written down value basis.

Asset category	Estimated useful life (in years)
Brand	10 years
Software	2.5 years
Non-compete fee	3 years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

Revenue recognition

Our revenue arises mainly from the sale of apparel and accessories.

To determine whether to recognise revenue, we follow a five-step process:

- identifying the contract with a customer;
- identifying the performance obligations;
- determining the transaction price;
- allocating the transaction price to the performance obligations; and
- recognising revenue when/as performance obligation(s) are satisfied.

Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax (GST).

Revenue from sale of goods is recognised when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

We recognise contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position (see note 26). Similarly, if we satisfy a performance obligation before we receive the consideration, we recognise a receivable in our statement of financial position.

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Inventories

Inventories are valued as described below.

Raw materials are valued at lower of cost and net realisable value. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Cost is determined based on the first-in-first-out method.

Work-in-progress and finished goods (including consignment stock) are valued at lower of cost assessed at retail method and net realisable value. Cost includes direct materials, labour, and all other costs of purchase incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

Traded goods are valued at cost including cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on the first-in-first-out method.

An inventory provision is recognized for cases where the realizable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory item, the seasonality of the item's sales profile and losses associated with obsolete or slow-moving inventory items.

Share based payments

Our employees receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in other equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and our best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the restated consolidated summary statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of our best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through restated consolidated summary statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Leases

Transition to Ind AS 116 – Leases

The Ministry of Corporate Affairs, through the Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 – Leases, which replaces the earlier leases standard, Ind AS 17 – Leases (effective during year ended March 31, 2019) and other interpretations. Ind AS 116 – Leases sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

We have used the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). However, for the purpose of preparing restated consolidated financial information, Ind AS 116 has been applied using the modified retrospective approach with effect from April 1, 2018.

For contracts in place at the date of initial application, we have elected to apply the definition of a lease from Ind AS 17 and Appendix C, and have not applied Ind AS 116 to arrangements that were previously not identified as leases under Ind AS 17 and Appendix C.

On adoption of Ind AS 116, we recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 "Leases", except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, we have applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2018. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on April 1, 2018 was 8.85%.

We have elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being April 1, 2018.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, we have relied on our historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

As a lessee

Our lease asset classes primarily consist of property leases. We assess whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, we assess whether: (i) the contract involves the use of an identified asset; (ii) we have substantially all of the economic benefits from use of the asset through the period of the lease; and (iii) we have the right to direct the use of the asset.

At the date of commencement of a lease, we recognize a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, we recognize the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Right of use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if we change our assessment of whether we will exercise an extension or a termination option.

Foreign currency translation

Functional and presentation currency

Our financial statements are presented in Indian Rupee, which is also our functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the statement of profit and loss in the year in which they arise.

Fair value measurement of financial instruments

We measure financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by us.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, we have determined classes of assets and liabilities on the basis of nature, characteristics and risks of the asset and liability and the level of the fair value hierarchy as explained above.

Impairment of non-financial assets

We assess, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, we estimate the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

We base our impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of our CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, we extrapolate cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which we operate, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, we estimate the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually near year end and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown in borrowings under financial liabilities in the balance sheet.

Investment in associates and joint ventures

An associate is an entity over which we have significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The considerations made in determining whether significant influence are similar to those necessary to determine control over the subsidiaries.

Our investments in our Associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in our share of net assets of the associate since the acquisition date. Goodwill relating to the Associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects our share of the results of operations of the Associate. Any change in OCI of those investees is presented as part of our OCI. In addition, when there has been a change recognised directly in the equity of the associate, we recognise our share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between us and the Associate are eliminated to the extent of the interest in the Associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of our net investment in the Associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that we have incurred legal or constructive obligations or made payments on behalf of the Associate. If the Associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of our share of profit or loss of an Associate is shown on the face of the statement of profit and loss outside operating profit.

The financial statements of the associate are prepared for the same reporting period as us. When necessary, adjustments are made to bring the accounting policies in line with those of ours.

After application of the equity method, we determine whether it is necessary to recognise an impairment loss on its investment in our Associate. At each reporting date, we determine whether there is objective evidence that the investment in the Associate is impaired. If there is such evidence, we calculate the amount of impairment as the difference between the recoverable amount of the Associate and its carrying value, and then recognises the loss as 'Share of profit of an Associate' in the statement of profit and loss.

Upon loss of significant influence over the associate, we measure and recognise any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

With the exception of trade receivables that do not contain a significant financing component or for which we have applied the practical expedient, we initially measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which we have applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Our business model for managing financial assets refers to how we manage our financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

(A) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

(B) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from our consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- We have transferred our rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) we have transferred substantially all the risks and rewards of the asset, or (b) we have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When we have transferred our rights to receive cash flows from an asset or enter into a pass-through arrangement, we evaluates if and to what extent we have retained the risks and rewards of ownership. When we have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, we continue to recognise the transferred asset to the extent of our continuing involvement. In that case, we also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that we have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Our financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to us. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Swap contracts

A forward contract is recognised as an asset or a liability on the commitment date. Outstanding forward contracts as at reporting date are restated using the mark to market information and resultant gain/(loss) is accounted in statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with Ind-AS 109, we apply the expected credit loss ("**ECL**") model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to us in accordance with the contract and all the cash flows that we expect to receive. When estimating the cash flows, we are required to consider:

(A) All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets; and
(B) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

We apply approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, we determine whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to us in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

1. All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
2. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

We use a default rate for credit risk to determine impairment loss allowance on portfolio of our trade receivables.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/ expense in the Restated Consolidated Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Restated Consolidated Statement of Profit and Loss. The balance sheet presentation for various financial instruments is as such: financial assets are measured as at amortised cost, contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, we do not reduce impairment allowance from the gross carrying amount.

Derivative financial instruments

Initial recognition and subsequent measurement

We use derivative financial instruments, such as forward currency contracts to hedge our foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognized in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or nonfinancial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment

- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment.

We do not have any other hedge instrument.

Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in OCI or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income tax relating to items recognised outside profit or loss is recognised either in OCI or in equity.

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on our forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

We offset deferred tax assets and deferred tax liabilities if and only if we have a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Employee benefits

Defined contribution plans

We contribute on a defined contribution basis to the Employee's Provident Fund and the Employee's State Insurance Fund for post-employment benefits, all of which are administered by the respective government authorities. We have no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as they accrue.

Defined benefit plans

We have a defined benefit plan namely gratuity for all our employees. The liability for our defined benefit plan of gratuity is determined on the basis of an actuarial valuation by an independent actuary at the year end, which is calculated using projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined. Remeasurements are not reclassified to profit or loss in subsequent periods.

Other short-term benefits

Expense in respect of other short term benefits including performance bonus is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Contingent liabilities, provisions and contingent assets

We make a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of the obligation can be made.

A disclosure is made for a contingent liability when there is a:

- possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully with our control; or
- present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- present obligation, where a reliable estimate cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefits is probable, related asset is disclosed.

Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

Investment

Investments are classified into long-term investments and current investments based on our intent at the time of making the investment. Investments intended to be held for more than one year are classified as long term investments.

Current investments are valued at lower of cost and fair value. The diminution in current investments is charged to the statement of profit and loss and appreciation, if any, is recognized at the time of sale. Long term investments are stated at cost of acquisition unless there is diminution, other than temporary, in their value. Diminution is considered other than temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market value decline and the financial health and specific prospects of the issuer.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. We are solely into manufacturing and retail of ethnic wear. Based on the nature of business and internal reporting for evaluation of the performance of the segment, we have a single reportable segment.

Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of our restated consolidated financial information requires us to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, we assess the expected credit loss on outstanding receivables and advances.

Leases – Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. We make an assessment on the expected lease term on a lease-by-lease basis and thereby assess whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, we consider factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to our operations.

Defined benefit obligation – Our estimate of the defined benefit obligation is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the defined benefit obligation amount and the annual defined benefit expenses.

Fair value measurements –We apply valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Provisions – At each balance sheet date, based on our judgment as well as changes in facts and legal aspects, we assess the requirement of provisions against the outstanding warranties and guarantees. However the actual future outcome may be different from this judgement.

Useful lives of depreciable/amortisable assets – We review our estimate of the useful lives of depreciable or amortisable assets at each reporting date, based on the expected utility of the assets.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE FINANCIAL YEARS

Application of Ind AS 116

We adopted IND AS 116 "Leases" from April 1, 2019, which has resulted in change in accounting policies in the Restated Consolidated Financial Statements. Ind AS 116 'Leases' replaces Ind AS 17 'Leases' along with three interpretations. We have used the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and taken the cumulative adjustment to retained earnings, on the date of initial application. However, for the purpose of preparing the Restated Consolidated Summary Statements, Ind AS 116 has been applied using the modified retrospective approach with effect from April 1, 2018.

For contracts in place at the date of initial application, we have elected to apply the definition of a lease from Ind AS 17 and Appendix C and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C. On adoption of Ind AS 116, we recognised lease liabilities and right-of-use assets in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 "Leases", except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application. On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, we have applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2018. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 01 April 2018 was 8.85%. We have elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116, being April 1, 2018.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, we have relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of Ind AS 116.

NON-GAAP MEASURES

EBITDA and others below, (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non- GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance**.** For details of the reconciliation of our non-GAAP measures, see "*Other Financial Information – Reconciliation of non-GAAP measures*" on page 298.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Set forth below are the principal components of income and expenditure from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations comprises (i) sales (domestic and exported); and (ii) other operating revenue including scrap sales and export incentives.

Other Income

Other income includes (i) income on financial assets (interest on fixed deposits, interest on loans, interest on investments, investments on financial assets at amortised cost, and interest on income tax refund); (ii) insurance claim received; (iii) excess liabilities and provisions written back; (iv) foreign exchange fluctuation gain (net); (v) gain on disposal of property, plant and equipment; (vi) gain on termination of right-of-use assets; (vii) rent concession of lease rentals; and (viii) miscellaneous income.

Expenses

Our expenses comprise (i) cost of materials consumed; (ii) purchases of stock-in-trade; (iii) job work charges; (iv) changes in inventories of finished goods, stock-in-trade and work-in-progress; (v) employee benefit expense; (vi) finance costs; (vii) depreciation and amortisation expenses; and (viii) other expenses.

Cost of Materials Consumed

Cost of materials consumed comprise opening stock of raw materials, purchases and an adjustment for closing stock of raw materials. Cost of materials consumed is primarily towards fabric, accessories and job work.

Purchases of Stock-in-Trade

Purchases of stock-in-trade comprises ready-to-sell products such as jewellery, footwear and perfume.

Job Work Charges

Job work charges comprises drying and printing charges and stitching charges.

Changes in Inventories of Finished Goods and Work-in-Progress

Changes in inventories of finished goods and work-in-progress comprise changes in our (i) inventories of work-in-progress; and (ii) finished goods (comprising stock in trade and stock in transit); calculated based on the opening stock of work-in-progress and finished goods, adjusted for closing stock of work in progress and finished goods.

Employee Benefit Expense

Employee benefit expense comprises (i) salaries and wages; (ii) employee stock option expense; (iii) contribution to provident and other funds; and (iv) staff welfare expenses.

Finance Costs

Finance costs include interest expense on (i) term loans, cash credit and others; and (ii) interest on lease liabilities.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses comprise (i) depreciation of property, plant and equipment (plant and machinery, furniture and fixtures, vehicles, office equipment and computers); (ii) amortisation of right-of-use assets; and (iii) amortisation on other intangible assets.

Other Expenses

Other expenses comprise (i) franchise/sales commission; (ii) advertisement expenses; (iii) goods & service tax input written off; (iv) rent and mall maintenance; (v) electricity expenses; (vi) bank charges and commission; (vii) printing and stationery; (viii) travelling and conveyance; (ix) rates and taxes; (x) legal and professional charges; (xi) payment to auditor; (xii) expenditure on corporate social responsibility; (xiii) cash collection charges; (xiv) net loss on foreign exchange transactions and translation; (xv) loss on sale of property, plant and equipment; (xvi) bank charges; (xvii) property, plant and equipment written off; (xviii) obsolete stock written off; (xix) provision for expected credit impairments; (xx) bad debts; and (xxi) miscellaneous expenses.

RESULTS OF OPERATIONS

NINE MONTHS ENDED DECEMBER 31, 2021 AND FINANCIAL YEAR 2021 COMPARED TO FINANCIAL YEAR 2020

The following table sets forth certain information with respect to our results of operations for the nine months ended December 31, 2021 and financial years 2020 and 2021:

Particulars	Nine Months Ended		Financial Years Ended			
	December 31, 2021		2020		2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Income						
Revenue from operations	4,876.84	94.68%	7,572.08	98.83%	5,258.20	92.38%
Other income	274.10	5.32%	89.38	1.17%	433.59	7.62%
Total income	**5,150.94**	**100%**	**7,661.46**	**100%**	**5,691.79**	**100%**
Expense						
Cost of materials consumed	1,056.80	20.52%	2,222.06	29.00%	965.73	16.97%
Purchases of stock-in-trade	27.12	0.53%	20.34	0.27%	9.80	0.17%
Job work charges	477.57	9.27%	1,213.91	15.84%	665.52	11.69%
Changes in inventories of finished goods, stock in trade and work in progress	236.55	4.59%	(962.99)	(12.57%)	575.40	10.11%
Employee benefits expense	655.38	12.72%	1,114.33	14.54%	713.43	12.53%
Finance costs	294.97	5.73%	449.86	5.87%	430.48	7.56%

Particulars	Nine Months Ended December 31, 2021		Financial Years Ended 2020		2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Depreciation and amortisation expense	576.39	11.19%	809.27	10.56%	833.96	14.65%
Other expenses	1,576.61	30.61%	2,604.55	34.00%	1,703.05	29.92%
Total expenses	**4,901.39**	**95.16%**	**7,471.33**	**97.52%**	**5,897.37**	**103.61%**
(Profit / loss before share of net profits of investments accounted for using equity method and tax	**249.55**	**4.84%**	**190.13**	**2.48%**	**(205.58)**	**(3.61%)**
Share of loss of associate accounted for using the equity method	1.59	0.03%	(7.10)	(0.09%)	(2.16)	(0.04%)
Profit / loss before tax and exceptional items	**251.14**	**4.88%**	**183.03**	**2.39%**	**(207.74)**	**(3.65%)**
Exceptional items	—		42.73	0.56%	0.08	0.00%
Profit / loss before tax	**251.14**	**4.88%**	**140.30**	**1.83%**	**(207.82)**	**(3.65%)**
Tax expenses						
Current tax	65.59	1.27%	57.53	0.75%	(40.83)	(0.72%)
Deferred tax (credit)	3.14	0.06%	(6.32)	(0.08%)	(48.59)	(0.85%)
Total tax expense	68.73	1.33%	**51.21**	**(0.67%)**	**(89.42)**	**(1.57%)**
Profit / (loss) for the period / year	**182.41**	**3.54%**	**89.09**	**1.16%**	**(118.40)**	**(2.08%)**
Other comprehensive income						
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit obligations	1.76	0.03%	(4.18)	(0.05%)	(0.99)	(0.02%)
Share of other comprehensive income of associate accounted for using the equity method	(0.09)	(0.00)%	0.02	0.00%	0.24	0.00%
Income tax effect	(0.44)	(0.01)%	1.05	0.01%	0.19	0.00%
Total other comprehensive income / (loss), net of tax	**1.23**	**0.02%**	**(3.11)**	**(0.04%)**	**(0.56)**	**(0.01%)**
Total comprehensive income / (loss)	**183.64**	**3.57%**	**85.98**	**1.12%**	**(118.96)**	**(2.09%)**

Nine months ended December 31, 2021

Income

Total income was ₹ 5,150.94 million in the nine months ended December 31, 2021.

Revenue from operations

Revenues from operations was ₹ 4,876.84 million in the nine months ended December 31, 2021, comprising sale of products of ₹ 4,874.66 million and other operating revenue of ₹ 2.18 million in the nine months ended December 31, 2021.

Other income

Other income was ₹ 274.10 million in the nine months ended December 31, 2021, primarily comprising rent concession of lease rentals of ₹ 183.97 million, gain on termination of right-of-use assets of ₹ 57.31 million, and interest income on financial assets at amortised cost ₹ 18.36 million in the nine months ended December 31, 2021, respectively.

Expenses

Total expenses were ₹ 4,901.39 million in the nine months ended December 31, 2021, primarily comprising other expenses of ₹ 1,576.61 million, cost of materials consumed of ₹ 1,056.80 million , employee benefits expense of ₹ 655.38 million and depreciation and amortisation expense of ₹ 576.39 million, in the nine months ended December 31, 2021, respectively.

Other expenses

Other expenses were ₹ 1,576.61 million in the nine months ended December 31, 2021, primarily due:

- Franchise / sales commission expenses of ₹ 700.77 million in the nine months ended December 31, 2021.
- Advertisement expenses of ₹ 275.61 million in the nine months ended December 31, 2021.
- Rent and mall maintenance of ₹ 132.22 million in the nine months ended December 31, 2021.
- Freight, octroi, forwarding charges and entry tax expenses of ₹ 112.76 million in the nine months ended December 31, 2021.

Restated Profit Before Tax

For the reasons discussed above, restated profit before tax was ₹ 251.14 million in the nine months ended December 31, 2021.

Tax Expense

Current tax expense was ₹ 65.59 million and deferred tax obligation was ₹ 3.14 million in the nine months ended December 31, 2021, respectively, As a result, total tax expense amounted to ₹ 68.73 million in the nine months ended December 31, 2021.

Restated Profit

We recorded a profit of ₹ 182.41 million in the nine months ended December 31, 2021.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 848.40 million for the nine months ended December 31, 2021 and EBITDA Margin was 17.40% for the nine months ended December 31, 2021.

For reconciliation of EBITDA and EBITDA Margin, see *"Other Financial Information –Reconciliation of Non - GAAP measures - Reconciliation of restated Profit / (Loss) for the year / period to EBITDA, EBITDA Margin and Return on Capital Employed after Tax*" on page 298.

Financial Years Ended March 31, 2021 and March 31, 2020

Income

Total income decreased by 25.71% from ₹ 7,661.46 million in financial year 2020 to ₹ 5,691.79 million in financial year 2021 primarily due to the impact of the COVID-19 crisis and the temporary closure of a number of our stores across India due to lockdown related restrictions on our business operations commencing from end of financial year 2020, as well as reduced store-level operations, including reduced operating hours in line with government guidelines, which resulted in a significant decrease in customer footfalls at our stores given the lockdown, and significant decrease in same-store sales up to the third quarter of financial year 2021.

Revenue from operations

Revenues from operations decreased by 30.56% from ₹ 7,572.08 million in financial year 2020 to ₹ 5,258.20 million in financial year 2021, primarily due to due to severe impact of lockdowns and restrictions imposed due to widespread of Covid-19 account of the COVID-19 pandemic.

Sale of products

Sale of products decreased by 30.54% from ₹ 7,569.20 million in financial year 2020 to ₹ 5,257.38 million in financial year 2021, primarily driven by the impact of COVID-19 and the temporary closure of a number of our stores due to lockdown related restrictions on our business operations. While online revenue increased from financial year 2020 to financial year 2021, it was offset the adverse impact of COVID-19 on our EBO, LFS and other offline retail channels.

- Revenue from EBOs decreased by 47.90% from ₹ 3,527.31 million in financial year 2020 to ₹ 1,837.86 million in financial year 2021.

- Revenue from LFSs decreased by 51.92% from ₹ 2,612.95 million in financial year 2020 to ₹ 1,256.32 million in financial year 2021.

- Revenue from the online channel increased by 76.05% from ₹ 1,106.13 million in financial year 2020 to ₹ 1,947.30 million in financial year 2021.

- Revenue from other channels decreased by 33.46% from ₹ 325.69 million in financial year 2020 to ₹ 216.73 million in financial year 2021.

Other operating revenue

Other operating revenue also decreased by 71.53% from ₹ 2.88 million in financial year 2020 to ₹ 0.82 million in financial year 2021 primarily due to a decrease in scrap and export incentives.

Other income

Other income increased from ₹ 89.38 million in financial year 2020 to ₹ 433.59 million in financial year 2021, primarily due to rent concessions on lease rentals of EBO stores due to COVID-19 lockdowns, which increased from nil in financial year 2020 to ₹ 350.58 million in financial year 2021.

This was partially offset by a decrease in interest income on income tax refunds from ₹ 13.85 million in financial year 2020 to ₹ 9.63 million in financial year 2021 miscellaneous income from ₹ 19.51 million in financial year 2020 to ₹ 4.36 million in financial year 2021.

Expenses

Total expenses decreased by 21.07% from ₹ 7,471.33 million in financial year 2020 to ₹ 5,897.37 million in financial year 2021, primarily due to a reduction in cost of materials consumed, due to the decreased scale of our operations during pandemic.

Cost of materials consumed

Cost of materials consumed significantly decreased by 56.54% from ₹ 2,222.06 million in financial year 2020 to ₹ 965.73 million in financial year 2021 due to a reduced production of finished goods due to adverse impact of the COVID-19 pandemic on sales from operations during the financial year 2021.

Purchase of Stock-in-Trade

Purchase of stock-in-trade decreased from ₹ 20.34 million in financial year 2020 to ₹ 9.80 million in financial year 2021 primarily due to the adverse impact of the COVID-19 pandemic, and lower quantities of stock-in-trade purchased and sold.

Job Work Charges

Job work charges decreased from ₹ 1,213.91 million in financial year 2020 to ₹ 665.52 million in financial year 2021 primarily due the reduced production of finished goods due to adverse impact of the COVID-19 pandemic on operations during the financial year 2021.

Changes in inventories of finished goods, stock-in-trade and work-in-progress

Changes in inventories of finished goods, stock-in-trade and work-in-progress increased from ₹ (962.99) million in financial year 2020 to ₹ 575.40 million in financial year 2021, primarily due to a decrease in change of closing stock of inventories.

Employee benefits expense

Employee benefits expenses decreased by 35.98% from ₹ 1,114.33 million in financial year 2020 to ₹ 713.43 million in financial year 2021, primarily due to a decrease in salaries, wages and bonus (including directors' renumeration) by 35.46% from ₹ 1,007.48 million in financial year 2020 to ₹ 650.26 million in financial year 2021. This also led to slight decreases in contribution to provident and other funds from ₹ 53.34 million in financial year 2020 to ₹ 36.42 million in financial year 2021 and staff welfare expenses from ₹ 46.02 million in financial year 2020 to ₹ 17.74 million in financial year 2021

Finance costs

Finance costs decreased by 4.31% from ₹ 449.86 million in financial year 2020 to ₹ 430.48 million in financial year 2021 primarily due to a decrease interest expense on term loans and cash credit from bank loans from ₹ 116.37 million for the financial year 2020 to ₹ 102.11 million for the financial year 2021.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 3.05% from ₹ 809.27 million in financial year 2020 to ₹ 833.96 million in financial year 2021, primarily on account of an increase in the amortisation of right-of-use assets from ₹ 596.63 million in financial year 2020 to ₹ 635.23 million in financial year 2021, due to an increase in the number of retail premises under lease arrangements. Depreciation of property, plant and equipment decreased slightly from ₹ 202.38 million in financial year 2020 to ₹ 191.29 million in financial year 2021.

Other expenses

Other expenses decreased by 34.61% from ₹ 2,604.55 million in financial year 2020 to ₹ 1,703.05 million in financial year 2021, primarily due to a decrease in:

- Franchise and sales commission expenses by 49.00% from ₹ 1,481.10 million in financial year 2020 to ₹ 755.32 million in financial year 2021 primarily on account of the COVID-19 pandemic affecting revenue from sales and reduced commission on franchise and store sales channels.

- Advertisement expenses by 25.31% from ₹ 294.84 million in financial year 2020 to ₹ 220.21 million in financial year 2021 primarily due to a decision to reduce our advertisement expenses in line with the adverse impact on revenue due to COVID-19.

- Rent and mall maintenance expenses by 26.77% from ₹ 161.85 million in financial year 2020 to ₹ 118.53 million in financial year 2021 on account of negotiations and concessions in respect of lease arrangements (not including those relating to right of use assets and related lease liabilities) due to temporary closures of certain stores as a result of lockdowns imposed in relation to the COVID-19 pandemic.

- Outsource salary expenses by 40.63% from ₹ 87.77 million in financial year 2020 to ₹ 52.11 million in financial year 2021, primarily due to lower volume of sales.

- Travelling and conveyance expenses by 71.78% from ₹ 46.78 million in financial year 2020 to ₹ 13.20 million in financial year 2021 due to restrictions on travel during the COVID-19 pandemic.

- Electricity expenses by 18.40% from ₹ 115.19 million in financial year 2020 to ₹ 94.00 million in financial year 2021 on account of reduced operations and reduced openings of our offices and stores during the COVID-19 pandemic.

Restated Loss Before Tax

For the reasons discussed above, restated loss before tax was ₹ (207.82) million in financial year 2021 compared to a profit of ₹ 140.30 million in financial year 2020.

Tax Expense

Current tax expenses decreased from ₹ 57.53 million in financial year 2020 to ₹ (40.83) million in financial year 2021 and deferred tax (credit) increased from ₹ (6.32) million in financial year 2020 to ₹ (48.59) million in financial year 2021, primarily on account of reduced taxable profit. As a result, total tax expense amounted to ₹ (89.42) million in financial year 2021 compared to ₹ 51.21 million in financial year 2020.

Restated Loss

We recorded a loss for the year of ₹ (118.40) million in financial year 2021 primarily on account of the impact of COVID-19 on our operations and on account of adoption of Ind AS 116, compared to a profit of ₹ 89.09 million in financial year 2020.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 623.11 million in financial year 2021 compared to EBITDA of ₹ 1,352.78 million in financial year 2020, while EBITDA Margin was 11.85% in financial year 2021 compared to 17.87% in financial year 2020.

For reconciliation of EBITDA and EBITDA Margin, see *"Other Financial Information – Reconciliation of Non -GAAP measures - Reconciliation of restated Profit / (Loss) for the year / period to EBITDA, EBITDA Margin and Return on Capital Employed after Tax*" on page 298.

FINANCIAL YEAR 2020 COMPARED TO FINANCIAL YEAR 2019

Particulars	**Financial Years Ended**			
	2019		**2020**	
	(₹ million)	**Percentage of total income**	**(₹ million)**	**Percentage of total income**
Income				
Revenue from operations	7,294.05	99.14%	7,572.08	98.83%
Other income	63.32	0.86%	89.38	1.17%
Total income	**7,357.37**	**100.00%**	**7,661.46**	**100.00%**
Expense				
Cost of materials consumed	1,600.57	21.75%	2,222.06	29.00%
Purchases of stock-in-trade	5.73	0.08%	20.34	0.27%
Job work charges	916.29	12.45%	1,213.91	15.84%
Changes in inventories of finished goods, stock in trade and work in progress	(38.35)	(0.52%)	(962.99)	(12.57%)
Employee benefits expense	933.43	12.69%	1,114.33	14.54%
Finance costs	353.72	4.81%	449.86	5.87%
Depreciation and amortisation expense	716.78	9.74%	809.27	10.56%
Other expenses	2,577.42	35.03%	2,604.55	34.00%
Total expenses	**7,065.59**	**96.03%**	**7,471.33**	**97.52%**

Particulars	Financial Years Ended			
	2019		2020	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Profit before share of net profits of investments accounted for using equity method and tax	**291.79**	**3.97%**	**190.13**	**2.48%**
Share of loss of associate accounted for using the equity method	(1.90)	(0.03%)	(7.10)	(0.09%)
Profit before tax and exceptional items	**289.89**	**3.94%**	**183.03**	**2.39%**
Exceptional items	—	—	(42.73)	(0.56%)
Profit before tax	**289.89**	**3.94%**	**140.30**	**1.83%**
Tax expenses				
Current tax	128.82	1.75%	57.53	0.75%
Deferred tax (credit)	(41.36)	(0.56%)	(6.32)	(0.08)%
Total tax expense	**87.46**	**1.19%**	**51.21**	**0.67%**
Profit for the year	**202.43**	**2.75%**	**89.09**	**1.16%**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of the defined benefit obligations	(2.32)	(0.03%)	(4.18)	(0.05%)
Share of other comprehensive income of associate accounted for using the equity method	0.03	0.00%	0.02	0.00%
Income tax effect	0.81	0.01%	1.05	0.01%
Total other comprehensive income, net of tax	**(1.48)**	**(0.02%)**	**(3.11)**	**(0.04%)**
Total comprehensive income for the period	**200.95**	**2.73%**	**85.98**	**1.12%**

Income

Total income increased by 4.13% from ₹ 7,357.37 million in financial year 2019 to ₹ 7,661.46 million in financial year 2020 primarily due to an increase in the number of EBOs during financial year 2020. We had 380 EBOs as of March 31, 2020 compared to 331 EBOs as of March 31, 2019.

Revenue from Operations

Revenues from operations increased by 3.81% from ₹ 7,294.05 million in financial year 2019 to ₹ 7,572.08 million in financial year 2020, primarily due to an increase in sales. Growth was adversely affected by primarily due to the onset of COVID-19 during the fourth quarter of financial year 2020, and certain markets were adversely impacted by then-ongoing agitations and market disruptions.

Sale of Products

Sale of products increased by 3.81% from ₹ 7,291.31 million in financial year 2019 to ₹ 7,569.20 million in financial year 2020.

- Revenue from EBOs increased by 9.20% from ₹ 3,230.01 million in financial year 2019 to ₹ 3,527.31 million in financial year 2020, primarily due to an increase in the number of stores which led to an increase in sales.

- Revenue from LFSs marginally increased by 1.99% from ₹ 2.561.99 million in financial year 2019 to ₹ 2,612.95 million in financial year 2020, primarily due to an increase in the number of sales through LFSs.

- Revenue from the online channel decreased by 3.42% from ₹ 1,145.26 million in financial year 2019 to ₹ 1,106.13 million in financial year 2020, primarily due to a decrease in number of sales through third party marketplaces.

- Revenue from other channels decreased by 8.72% from ₹ 356.79 million in financial year 2019 to ₹ 325.69 million in financial year 2020, primarily due to the impact of the COVID-19 pandemic on demand in the fourth quarter of financial year 2020.

Other Operating Revenue

Other operating revenue marginally increased by 5.11% from ₹ 2.74 million in financial year 2019 to ₹ 2.88 million in financial year 2020.

Other Income

Other income increased by 41.16% from ₹ 63.32 million in financial year 2019 to ₹ 89.38 million in financial year 2020, primarily due to an increase in interest on income tax refunds from nil in financial year 2019 to ₹ 13.85 million in financial year 2020 and increase in excess liabilities and provisions written back from nil in financial year 2019 to ₹ 14.85 million in financial year 2020, partly offset by a decrease in interest income on loans from ₹ 4.83 million in financial year 2019 to nil in financial year 2020.

Expenses

Total expenses increased by 5.74% from ₹ 7,065.59 million in financial year 2019 to ₹ 7,471.33 million in financial year 2020, primarily due to an increase in cost of materials consumed, purchase of stock in trade and employee benefit expenses driven by an increase in scale of our operations in financial year 2020.

Cost of materials consumed

Cost of materials consumed increased by 38.83% from ₹ 1,600.57 million in financial year 2019 to ₹ 2,222.06 million in financial year 2020 due to an increase higher production of finished goods.

Purchase of Stock-in-Trade

Purchase of stock-in-trade increased from ₹ 5.73 million in financial year 2019 to ₹ 20.34 million in financial year 2020 primarily due to higher purchases of stock-in trade.

Job Work Charges

Job work charges increased from ₹ 916.29 million in financial year 2019 to ₹ 1,213.91 million in financial year 2020 primarily due higher production of finished goods.

Changes in inventories, finished goods, stock-in-trade and work-in-progress

Inventories of finished goods, stock-in trade and work-in-progress reflect a decrease from ₹ (38.35) million in financial year 2019 to ₹ (962.99) million in financial year 2020 attributable to an increase in closing stock of inventories in anticipation of increases in the volume of sales in the following year.

Employee benefits expense

Employee benefits expenses increased by 19.38% from ₹ 933.43 million in financial year 2019 to ₹ 1,114.33 million in financial year 2020, primarily due to an increase in salaries, wages and bonus by from ₹ 856.64 million in financial year 2019 to ₹ 1,007.48 million in financial year 2020, on account of an increase in number of EBOs and an increase in overall headcount in anticipation of higher growth.

Finance costs

Finance costs increased by 27.18% from ₹ 353.72 million in financial year 2019 to ₹ 449.86 million in financial year 2020 primarily due to an increase in interest expense on term loans and cash credit from bank loans from ₹ 79.25 million in financial year 2019 to ₹ 116.37 million in financial year 2020 and an increase in interest on lease liabilities from ₹ 274.47 million in financial year 2019 to ₹ 332.65 million in financial year 2020.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 12.90% from ₹ 716.78 million in financial year 2019 to ₹ 809.27 million in financial year 2020, primarily on account of an increase in the depreciation of right of use assets from ₹ 491.01 million in financial year 2019 to ₹ 596.63 million in financial year 2020, due to an increase in the number of retail premises under lease arrangements.

Other expenses

Other expenses remained stable, slightly increasing by 1.05% from ₹ 2,577.42 million in financial year 2019 to ₹ 2,604.55 million in financial year 2020, in line with relatively higher volumes in financial year 2020 over Financial year 2019.

- Franchise and sales commission expenses decreased by 2.17% % from ₹ 1,513.88 million in financial year 2019 to ₹ 1,481.10 million in financial year 2020 primarily on account of an increase in sales through LFS.

- Legal and professional expenses increased by 31.11% from ₹ 54.77 million in financial year 2019 to ₹ 71.81 million in financial year 2020 primarily on account of an increase in litigation involving the Company.

- Merchant commission increased by 37.53% from ₹ 19.77 million in financial year 2019 to ₹ 27.19 million in financial year 2020 primarily on account of an increase in sales.

- Advertisement expenses marginally increased by 0.07% from ₹ 294.63 million in financial year 2019 to ₹ 294.84 million in financial year 2020.

- Rent and mall maintenance expenses increased by 5.32% from ₹ 153.67 million in financial year 2019 to ₹ 161.85 million in financial year 2020 primarily on account of an increase in number of EBOs.

- Outsource salary expenses by increased 3.82% from ₹ 84.54 million in financial year 2019 to ₹ 87.77 million in financial year 2020 primarily on account of an increase in sales.

- Travelling and conveyance expenses increased by 17.95% from ₹ 39.66 million in financial year 2019 to ₹ 46.78 million in financial year 2020 primarily on account of an increase in business travel.

- Bank charges and commission increased by 34.63% from ₹ 13.60 million in financial year 2019 to ₹ 18.31 million in financial year 2020 primarily on account of an increase in charges payable towards sales made on a cash-on-delivery (COD) basis and merchant commission charges.

- Electricity expenses increased by 7.88% from ₹ 106.78 million in financial year 2019 to ₹ 115.19 million in financial year 2020 primarily on account of increase in number of stores.

Restated Profit before tax

For the reasons discussed above, restated profit before tax was ₹ 140.30 million in financial year 2020 compared to ₹ 289.89 million in financial year 2019.

Tax Expense

Current tax expenses decreased from ₹ 128.82 million in financial year 2019 to ₹ 57.53 million in financial year 2020 and deferred tax (credit) decreased from ₹ (41.36) million in financial year 2019 to ₹ (6.32) million in financial year 2020, primarily on account of decrease in taxable profit. As a result, total tax expense amounted to ₹ 51.21 million in financial year 2020 compared to ₹ 87.46 million in financial year 2019.

Restated Profit for the Year

We recorded a restated profit for the year of ₹ 89.09 million in financial year 2020 compared to ₹ 202.43 million in financial year 2019.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 1,352.78 million in financial year 2020 compared to EBITDA of ₹ 1,297.07 million in financial year 2019, while EBITDA Margin was 17.87% in financial year 2020 compared to 17.78% in financial year 2019.

For reconciliation of EBITDA and EBITDA Margin, see *"Other Financial Information – Reconciliation of Non -GAAP measures - Reconciliation of restated Profit / (Loss) for the year / period to EBITDA, EBITDA Margin and Return on Capital Employed after Tax*" on page 298.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through capital infusion by investors and internal accruals. From time to time, we may obtain loan facilities to finance our short-term working capital requirements.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Financial Year			Nine Months ended December 31, 2021
	2019	2020	2021	
	(₹ million)			
Net cash flow generated from operating activities	1,101.39	759.71	608.45	1,186.15
Net cash used in investing activities	(288.65)	(298.75)	(110.50)	(220.83)
Net cash used in financing activities	(801.63)	(506.38)	(480.67)	(881.67)
Net increase / (decrease) in cash and cash equivalents	11.11	(45.42)	17.28	83.65
Cash and cash equivalents at the beginning of the period / year	56.71	67.82	22.40	39.68
Cash and cash equivalents at the end of the period /year	67.82	22.40	39.68	123.33

Operating Activities

Nine Months ended December 31, 2021

In the nine months ended December 31, 2021, net cash flow generated from operating activities was ₹ 1,186.15 million. Profit before tax (after exceptional items) was ₹ 251.14 million and adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortisation of ₹ 576.39 million, finance charges of ₹ 294.97 million, write-off of miscellaneous balances of ₹ 1.32 million and provisions for doubtful debts of ₹ 29.65 million. This was partially offset by share of loss of associate accounted for using the equity method of ₹ 1.59 million, interest income on financial assets at amortised costs of ₹ 18.36 million, rent concession on lease rentals of ₹ 183.97 million and gain on termination of right-of-use assets of ₹ 57.31 million. This was offset by income tax paid (net) aggregating to ₹ (59.63) million.

Financial Year 2021

In financial year 2021, net cash flow generated from operating activities was ₹ 608.45 million. Net loss before tax (after exceptional items) was ₹ 207.82 million and adjustments to reconcile loss before tax to operating profit before working capital changes primarily consisted of share of loss of associate accounted for using the equity method of ₹ 2.16 million, depreciation and amortisation of ₹ 833.96 million, exceptional items of ₹ 0.08 million, finance charges of ₹ 430.48 million, write-off of miscellaneous balances of ₹ 75.47 million and provisions for doubtful debts of ₹ 14.17 million. This was partially offset by interest income on financial assets at amortised costs of ₹ 10.14 million, rent concession on lease rentals of ₹ 350.58 million and gain on termination of right-of-use assets of ₹ 56.29 million. Working capital adjustments for financial year 2021 was ₹ (209.85) million and offset by an income tax refund (net) aggregating to ₹ 87.31 million.

Financial year 2020

In financial year 2020, net cash flow generated from operating activities was ₹ 759.71 million. Net profit before tax (after exceptional items) was ₹ 140.30 million and adjustments to reconcile loss before tax to operating profit before working capital changes primarily consisted of share of loss of associate accounted for using the equity method of ₹ 7.10 million, depreciation and amortisation of ₹ 809.27 million, exceptional items of ₹ 42.73 million, finance charges of ₹ 449.85 million, and provisions for doubtful debts of ₹ 4.70 million. This was partially offset by interest income on financial assets at amortised costs of ₹ 9.18 million, excess liabilities and provisions written back of ₹ 14.85 million, and gain on termination of right-of-use assets of ₹ 25.16 million. Working capital adjustments for financial year 2020 was ₹ (567.09) million and offset by income taxes paid (net) aggregating to ₹ 74.47 million.

Financial year 2019

In financial year 2019, net cash flow generated from operating activities was ₹ 1,101.39 million. Net profit before tax (after exceptional items) was ₹ 289.89 million and adjustments to reconcile loss before tax to operating profit before working capital changes primarily consisted of share of loss of associate accounted for using the equity method of ₹ 1.90 million, depreciation and amortisation of ₹ 716.78 million and finance charges of ₹ 353.72 million. This was partially offset by interest income on financial assets at amortised costs of ₹ 10.70 million and gain on termination of right-of-use assets of ₹ 23.85 million. Working capital adjustments for financial year 2019 was ₹ (19.53) million and offset by income taxes paid (net) aggregating to ₹ 201.42 million.

Investing Activities

Nine Months ended December 31, 2021

Net cash used in investing activities was ₹ (220.83) million in the nine months ended December 31, 2021, primarily on account of purchase of property, plant and equipment (including intangible assets and capital advances) aggregating to ₹ (233.56) million, offset by proceeds from sale of property, plant and equipment aggregating to ₹ 1.37 million, interest received aggregating to ₹ 0.51 million and proceeds from fixed deposits aggregating to ₹ 10.85 million.

Financial year 2021

Net cash used in investing activities was ₹ (110.50) million in financial year 2021, primarily on account of purchase of property, plant and equipment (including intangible assets and capital advances) aggregating to ₹ (100.53) million and investments in fixed deposits aggregating to ₹ (11.75) million, offset by proceeds from sale of property, plant and equipment aggregating to ₹ 0.77 million and interest received aggregating to ₹ 1.01 million.

Financial year 2020

Net cash used in investing activities was ₹ (298.75) million in financial year 2020, primarily on account of purchase of property, plant and equipment (including intangible assets and capital advances) aggregating to ₹ (304.73) million and investments in fixed deposits aggregating to ₹ (0.29) million, partially offset by proceeds from sale of property, plant and equipment aggregating to ₹ 4.21 million and interest received aggregating to ₹ 2.06 million.

Financial year 2019

Net cash used in investing activities was ₹ (288.65) million in financial year 2019, primarily on account of purchase of property, plant and equipment (including intangible assets and capital advances) of ₹ (301.06) million. This was partially offset by proceeds from fixed deposits aggregating to ₹ 3.83 million, proceeds from sale of property, plant and equipment aggregating to ₹ 2.42 million and interest received aggregating to ₹ 6.16 million.

Financing Activities

Nine Months ended December 31, 2021

Net cash used in financing activities was ₹ (881.67) million in the nine months ended December 31, 2021, on account of repayment of short term borrowings (net) of ₹ (469.14) million, repayment of long-term borrowings of ₹ (27.32) million, principal payment of lease liabilities of ₹ (187.88) million, interest on lease liabilities of ₹ (239.37) million and finance charges paid other than interest on lease liabilities of ₹ (57.96) million. This was partially offset by proceeds from long term borrowings of ₹ 100.00 million.

Financial year 2021

Net cash used in financing activities was ₹ (480.67) million in financial year 2021, on account of repayment of short term borrowings (net) of ₹ (620.14) million, repayment of long-term borrowings of ₹ (19.66) million, principal payment of lease liabilities of ₹ (111.35) million, interest on lease liabilities of ₹ (326.06) million and finance charges paid other than interest on lease liabilities of ₹ (99.46) million. This was partially offset by proceeds from shares issued during the year of ₹ 400.00 million and proceeds from long term borrowings of ₹ 296.00 million.

Financial year 2020

Net cash used in financing activities was ₹ (506.38) million in financial year 2020, on account of principal payment of lease liabilities of ₹ (449.45) million, finance charges paid other than interest on lease liabilities of ₹ (119.88) million, interest on lease liabilities of ₹ (332.65) million, dividend paid (including dividend distribution tax) of ₹ (15.89) million and repayment of long term borrowings of ₹ (67.78) million. This was partially offset by proceeds from short term borrowings (net) of ₹ 479.27 million.

Financial year 2019

Net cash used in financing activities was ₹ (801.63) million in financial year 2019, primarily on account of principal payment of lease liabilities ₹ (369.38) million, interest on lease liabilities of ₹ (274.47) million, finance charges paid other than interest on lease liabilities of ₹ (78.77) million, dividends paid (including dividend distribution tax) of ₹ (85.16) million and repayment of long term borrowings of ₹ (84.97) million. This was partially offset by proceeds from short term borrowings (net) of ₹ 91.12 million.

INDEBTEDNESS

As of December 31, 2021, we had total borrowings (consisting of current and non-current borrowings) amounting to ₹ 700.70 million. For further information on our indebtedness, see "*Financial Indebtedness*" on page 340.

The following table sets forth certain information relating to our financial liabilities as of December 31, 2021:

Particulars	As of December 31, 2021 (in ₹ million)
Total Borrowings*	700.70
Trade payables	743.48
Deposits from franchise stores	66.91
Total Lease liabilities*	3,396.84
Total	**4,907.93**

**including amounts disclosed in non-current financial liabilities and current financial liabilities*

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2021, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for were as follows:

Particulars	As of December 31, 2021
	(₹ in million)
Claims against the group not acknowledged debts in respect of:	
Income Tax	
Pending before Income Tax Appellate Tribunal	2.32
Pending before Commissioner of Income Tax (appeals)	7.29
Pending before Commissioner of Income Tax (appeals)	23.81
Value Added Tax / CST / Entry Tax / Local Body Tax	
Pending before Commissioner of West Bengal VAT	14.23
Pending before Commissioner of Bihar VAT	1.25
Pending before Commissioner of Delhi VAT	5.17
Pending before Assessing Officer of Haryana VAT	4.72
Pending before Assessing Officer of Rajasthan VAT	0.14
Pending before Assessing Officer of Tamil Nadu VAT	0.63
Pending before Municipal Commissioner of Thane, Maharashtra	0.46
Pending before Commissioner of Uttar Pradesh VAT	5.49

For further details of our contingent liabilities (as per Ind AS 37) as at December 31, 2021, see "*Financial Statements – Restated Consolidated Summary Statements – Note 51: Contingent Liabilities*" on page 287.

Except as disclosed in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

QUANTITATIVE AND QUALITATIVE ANALYSIS OF MARKET RISKS

We are exposed to various types of market risks during the normal course of business. We are exposed to credit risk, commodity risk, and inflation risk in the normal course of our business.

Credit Risk

We assess and manage credit risk of financial assets on the basis of assumptions, inputs and factors specific to the class of financial assets. To mitigate credit risk related to trade receivables, we closely monitor the credit-worthiness of debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. We assess increases in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due by one year. Other financial assets measured at amortised cost include security deposits and loans given. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control systems are in place to ensure the amounts are within defined limits.

In respect of trade receivables, we consider provision for lifetime expected credit loss. Given the nature of our business operations, our trade receivables have low credit risk as there is a prompt collection from debtors within a period ranging from three to six months.

We provide for loss allowance on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses. For such financial assets, our policy is to provide for 12 months expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk. We do not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of our business, we maintain flexibility in funding by maintaining availability under committed facilities. We monitor rolling forecasts of our liquidity position and cash and cash equivalents on the basis of expected cash flows. We take into account the liquidity of the market in we operate. In addition, our liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Inflation risk

India has experienced fluctuations in inflation in the recent past. High fluctuation in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in our employee benefit payments or other expenses as a result of increase in inflation in India, which we are unable to pass on to our customers, whether entirely or in part, may adversely affect our business, cash flow, results of operations and financial condition.

Known Trends or Uncertainties

Our business has been affected and we expect that it will continue to be affected by the trends identified above in " - *Significant Factors Affecting Our Results of Operations*" and the uncertainties described in the section "*Risk Factors*" on pages 306 and 27, respectively. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known factors which we expect to have a material adverse effect on our income.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*" and this section, there are no known factors that might affect the future relationship between cost and revenue.

Related Party Transactions

We have entered into various transactions with related parties, including our Subsidiary, Key Managerial Personnel, relatives of Key Managerial Personnel, our Associate, enterprises over which Key Managerial Personnel and relatives of Key Managerial Personnel have significant influence and enterprises that exercise significant influence of us. We cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Such related party transactions may potentially involve conflicts of interest. For details on our related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 300.

Competitive Conditions

We expect to continue to compete with existing and potential competitors. For details, please refer to the discussions of our competition in the sections "*Risk Factors*" and "*Our Business*" on pages 27 and 153, respectively.

Seasonality and Cyclicality of Business

We are impacted by seasonal variations in sales volumes, which may cause our revenues to vary significantly between different quarters in a financial year. Typically, we see an increase in our business during the festive periods in India, i.e., prior to Dussehra and Diwali, and end of season sales. Therefore, our results of operations and cash flows across quarters in a financial year may not be comparable and any such comparisons may not be meaningful, or may not be indicative of our annual financial results or our results in any future quarters or periods. See "*Risk Factors – Our business is highly concentrated on women's Indian wear apparel and vulnerable to variations in demand and changes in consumer preferences, which could have an adverse effect on our business, results of operations and financial condition.*" on page 27.

New Products or Business Segments

Except as disclosed in "*Our Business*" on page 153, we have not announced and do not expect to announce in the near future any new products or business segments.

Segment Reporting

Our only business segment is manufacturing and retail of ethnic wear, and we have no other identifiable reportable segments. The majority of our activities are confined to India and no customer accounted for more than 10% of our revenue in the financial years 2019, 2020 and 2021 and the nine-month period ended December 31, 2021.

Significant Developments Occurring after December 31, 2021

Except as set out in this Draft Red Herring Prospectus and herein below, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

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'. 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.

Recent Accounting Pronouncements

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

FINANCIAL INDEBTEDNESS

Our Company has entered into financing arrangements with various banks in the ordinary course of business, including borrowings in the form of term loans and other working capital facilities to meet working capital requirements. For details of the borrowing powers of our Board, see *"Our Management – Borrowing Powers"* on page 191.

Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, including, *inter alia*, effecting a change in our shareholding pattern, effecting a change in the composition of our Board, and amending our constitutional documents.

As on February 28, 2022, the aggregated outstanding borrowings of our Company was ₹ 777.59 million. As on February 28, 2022, our lenders were Axis Bank Limited, HDFC Bank Ltd, ICICI Bank Limited and Kotak Mahindra Bank Ltd ("**Lenders**"). The details of the indebtedness of our Company as on February 28, 2022, are provided below:

(in ₹ million, unless stated otherwise)

Category of borrowing	Sanctioned amount*	Outstanding amount*
Cash Credit/ Working Capital Demand Loan	1,950.00	427.36
Bank Guarantee		5.04
Term Loan	250.00	77.14
Emergency Credit Line Guarantee Scheme	276.00	268.05
Total	**2,476.00**	**777.59**

** As certified by the Independent Chartered Accountant, pursuant to their certificate dated April 11, 2022.*
Note: The borrowings set out above are secured loans. Our Subsidiary, IMA Clothing Private Limited, has availed an unsecured loan from our Company.

Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness.

1. ***Interest:*** The interest rates for the facilities availed by our Company are typically linked to benchmark rates, such as the marginal cost of fund based lending rates ("**MCLR**") or the repo rate prescribed by the RBI. In most of our facilities, a spread per annum is charged above these benchmark rates. As on February 28, 2022, the rate of interest for our facilities ranges between 6.07% to 8.35% per annum.

2. ***Penal Interest:*** We are bound to pay additional interest to our lenders for any irregularity in payments or maintenance of accounts for our term loans and other fund based working capital facilities. This additional rate of interest is charged as per the terms of the financing documentation and is typically ranges between 2.00% to 6.00% per annum above the standard rate of interest. Further, for certain facilities, amounts unpaid on due date shall attract interest at 2% p.a. over contracted rate, compounded monthly until 90 days from due date, and for amounts unpaid beyond 90 days, the penal rate would be 2% per month compounded monthly.

3. ***Pre-payment penalty:*** Should we choose to pay some or all of the outstanding amount of the loan to the lender before its due date, some of our loan agreements require us to pay a premium of up to 2.00% on the amount paid before it is due.

4. ***Security:*** Our facilities are typically secured by the creation of a charge over our existing or future current assets, existing or future movable assets, book debts, receivables or stock-in-trade.

5. ***Validity and Repayment:*** The working capital facilities are typically repayable on demand of the lender as well as the on the basis of a mutually agreed repayment schedule. The validity of our credit facilities typically ranges between 1 month and 1 year. The tenor of our term loans typically ranges between 4 years and 5 years.

6. ***Key Covenants:*** Our financing arrangements entail various conditions and covenants restricting certain corporate actions and we are required to take prior approval of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. For instance, certain actions prior to which our Company is required to obtain written consent of the lenders include:

    (a) Making any amendments to the constitutional documents of our Company.

(b) Effectuating any change in the ownership, control or management of our Company.
(c) Effectuating any change in the shareholding pattern of our Company, including dilution of the shareholding of our Promoters.
(d) Changing the constitution of our Company.
(e) Changing the name of our Company.

7. ***Events of default:*** In terms of the loan facility, the occurrence of any of the following, will constitute an event of default:

(a) Default in payment of the loan obligations or any amount due or any part thereof.
(b) One or more events, conditions or circumstances (including any change in law) shall occur or exist which in the reasonable opinion of the lender, could have a material adverse effect.
(c) If our Company attempts or purports to create any security interest (other than as permitted under the financing documents) over any of its assets which are charged in favour of the lenders.
(d) Misleading information and representation.
(e) Any notice/action in relation to actual or threatened liquidation, dissolution, bankruptcy, or insolvency of our Company.
(f) Cessation in business.
(g) Security is in jeopardy or ceases to exist.
(h) Expropriation by any government, governmental authority, agency, official or entity, which in reasonable opinion of the lender causes material adverse effect.
(i) Illegality of any obligation under the facility agreement.
(j) Change in control or ownership of our Company without the prior consent of the lenders.
(k) Any transaction document becomes ineffective, unenforceable or invalid.

8. ***Consequences of occurrence of events of default:*** In terms of the loan facility, upon the occurrence of events of default, our lenders may:

(a) Terminate either whole or part of the facility agreement and declare any amount as immediately due and payable.
(b) Accelerate the maturity of the facility and declare all amounts as payable by our Company in respect of the facility to be due and payable immediately.
(c) Suspend or cancel further access/drawls.
(d) Declare the security created, to be enforceable.
(e) Appoint a nominee and/or observer on the Board.
(f) Convert the outstanding loan obligations into equity or other securities.
(g) Exercise any other rights available to the lender under any regulations/law or the transaction documents.

Our Lenders have not issued any notices of default to us under our loans. For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Our inability to meet any future obligations, including financial and other covenants under the debt financing arrangements that we may enter into, could adversely affect our business and results of operations.*" on page 44.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated below, there are no outstanding (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims for any direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, Directors, Promoters or Subsidiaries (the ***"Relevant Parties"****).*

*In relation to (iv) above, our Board in its meeting held on March 31, 2022, has considered and adopted a policy of materiality for identification of material litigation/arbitration ("****Materiality Policy****"). In terms of the Materiality Policy, the following shall be considered 'material' for the purposes of disclosure in the Draft Red Herring Prospectus:*

(i) Any pending litigation/arbitration involving the Relevant Parties, in which the aggregate monetary amount made by or against the Relevant Parties (individually or in the aggregate) in any such pending litigation / arbitration proceedings is equal to or in excess of 0.10% per cent of our consolidated revenue from operations, derived from the Restated Consolidated Summary Statements as at March 31, 2021. The total revenue from operations, on a consolidated basis, of our Company for the Fiscal 2021 is ₹ 5,258.20 million, and accordingly, all litigation involving our Company, and our Subsidiaries in which the amount involved exceeds ₹ 5.26 million have been considered as material, if any;

(ii) Any pending litigation / arbitration proceedings involving the Relevant Parties wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (i) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company; or

(iii) Any pending litigation / arbitration proceedings involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed 0.10% of the Company's revenue from operations, on a consolidated basis, derived from the most recently completed fiscal year as per the Restated Consolidated Summary Statements included in this Draft Red Herring Prospectus.

Further, except as disclosed in this section, there are no (a) disciplinary actions (including a penalty) imposed by SEBI or any of the stock exchanges against any of the promoters of the Company in the five financial years preceding the relevant Offer Document, including any outstanding action; and (b) outstanding litigation involving the group companies, the outcome of which may have a material impact on the Company, as applicable.

For the purposes of the above, pre-litigation notices received by our Company, Subsidiaries, Directors, Group Company or Promoters from third parties (excluding those notices issued by statutory / regulatory / tax authorities or notices threatening criminal action) shall, unless otherwise decided by the Board of Directors, not be considered a material litigation until such time that the Relevant Party is impleaded as a defendant in proceedings before any judicial / arbitral forum.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Further, our Board, in its meeting held on March 31, 2022 has approved that a creditor of our Company shall be considered 'material' by our Company, if the amount due to such creditor is equal to or in excess of 5.00% of the trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Summary Statements. The trade payables of our Company as on December 31, 2021, were ₹ 743.48 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 37.17 million as on December 31, 2021.

Unless stated to the contrary, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation proceedings involving our Company

A. ***Criminal proceedings***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving our Company:

a) ***Litigation by our Company***

1. Our Company has filed a police complaint dated February 15, 2018, against Ritu Chaprana, in the capacity proprietor of Ritu Exports, and Punit Chaprana (collectively, the "**Accused**"), for criminal breach of trust, misappropriation of trading goods worth ₹ 2.44 million, criminal intimidation and cheating, pursuant to which, a petition dated March 12, 2018 has been filed, before the court of First-Class Judicial Magistrate (the "**Petition**"). The petition stated that our Company entered into a job work agreement dated February 16, 2015 (the "**Agreement**") with the Accused, pursuant to which, our Company provided the raw material and the Accused, converted the raw material into finished products, and alleged that over time the Accused has failed to deliver the finished goods as per the Agreement and continues to hold a certain quantity of raw material of our Company illegally. Further, our Company has also initiated arbitration proceedings against the Accused, in this regard. For further details on the arbitration proceeding, see "- *Litigation proceedings involving our Company –Other material proceedings*" on page 344. For details of the police complaint filed by Ritu Exports against our Company, see " - *Litigation proceedings involving our Company – Criminal proceedings – Litigation against our Company"* on page 343. The matter is currently pending.

2. Our Company has filed a first information report (the "**FIR**"), with the FIR number '2341' dated September 1, 2015, under Section 408 of the Indian Penal Code, 1860 and a criminal complaint under section 156(3) of the Indian Penal Code, 1860, against Indrajeet Dey (the "**Accused**"), a former employee of our Company. Under the said complaint, it has been alleged that the Accused created fictious customer accounts, and in this regard, generated vendor codes and purchase orders on behalf of such fictious customers, leading to merchandise worth ₹ 4.35 million being released by our Company. It is further alleged that the Accused has confessed to such acts of misappropriation and agreed to repayment schedules, which were not followed as the Accused and his wife, issued post-dated cheques to our Company, which were subsequently dishonoured. Pursuant to the cheques being dishonoured, our Company initiated separate proceedings under section 138 of Negotiable Instruments Act, 1881. The matter is currently pending.

3. Our Company has filed a first information report (the "**FIR**"), with the FIR number '0171' dated August 29, 2021, under section 409 of the Indian Penal Code, 1860, with against Nirod Kumar Rout (the "**Accused**"), a former employee of our Company, under section 420, 405, 406, 409, 418, 468, 471, 120B and 477 read with section 34 of the Indian Penal Code, 1860. It is alleged that in the course of his employment, instead of making payments to the vendors, the Accused made frequent payments to fraudulent bank accounts and has misappropriated funds from our Company, which according to an independent investigation by our Company, amounted to ₹ 30.21 million. The matter is currently pending.

4. Our Company has filed 3 individual cases before various judicial forums for alleged violation of section 138 of Negotiable Instruments Act, 1881, for recovery of amounts due to our Company for which cheques issued in favour of our Company by our debtors have been dishonoured. These comprises cases against: 1) Indrajeet Dey, as mentioned above; 2) Ram Kumar Rana and Pritam Rana; and 3) Amit Jha. The total monetary value involved in all these matters is ₹ 3.97 million. The matters are currently pending.

b) ***Litigation against our Company***

1. Ritu Exports (the "**Complainant**") had filed a police complaint against our Company, Siddharath Bindra and other managers of our Company (collectively, "the **Accused**"), under section 405, 406, 415, 417, 420, 464, 468, 469, 470, 471, 477A and 120B of the Indian Penal Code, 1860. The Complainant has alleged that the Accused, has not provided payment for the finished goods worth ₹ 1.60 million prepared by the Complainant, in accordance with the Agreement. Pursuant to the complaint, the court of First-Class judicial Magistrate, Faridabad, passed an order dated February 11, 2020 (the "**Order**"), dismissing

the complaint as the Complainant failed to establish a prima facie case and that dispute is of a civil nature. The Complainant has filed a revision petition dated March 5, 2020 before the Sessions Judge, Faridabad, appealing the Order. The matter is currently pending.

2. Manish Mahajan, a former employee of our Company has initiated proceedings under section 22(A) of the Minimum Wages Act, 1948. The court of Judge Evening Court, Patiala House Courts, New Delhi, has issued summons to our Company in this regard. The matter is currently pending.

B. ***Actions by statutory or regulatory authorities***

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Company.

C. ***Claims related to direct and indirect taxes***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Company:

S.No.	Nature of Proceedings	Number of cases	Approximate amount in dispute (in ₹ million)
1	Direct Tax	6	37.02
2	Indirect Tax	19	93.74
Total		25	130.76

D. ***Other material proceedings***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus there are no other proceedings involving our Company, which have been considered material by our Company in accordance with the Materiality Policy:

a) ***Litigation by our Company***

1. Our Company has filed a statement of claim, dated April 22, 2019, to the sole arbitrator appointed by the High Court of Delhi vide order dated January 25, 2019, against Ritu Exports (the "**Accused**"). Our Company has claimed ₹ 73.37 million, along with pre-suit interest of 12% p.a. amounting to ₹ 11.00 million along with pendente lite and future interest of 12% per annum from the date of the award till the date of realization, and the costs of the proceedings against the Accused, on account of the breach in the job work agreement dated February 16, 2015, entered into between our Company and the Accused, pursuant to which, our Company provided the raw material and the Accused, converts the raw material into finished products. It has been alleged by our Company that over time the Accused has failed to deliver the finished products and continues to hold the excess raw material of our Company illegally. The matter is currently pending.

b) ***Litigation against our Company***

1. Creons Infrastructure Private Limited (the "**Plaintiff**") has filed a civil suit dated August 14, 2014 ("**Suit**"), before the, High Court of Delhi, against our Company for recovery of ₹ 6.49 million, along with interest of 24% per annum from August 14, 2014 till the date of realization. It has been alleged that our Company hired the services of the Plaintiff for development and fabrication for its various showrooms / outlets across India. As part of the suit, it has been further alleged that, during the course of these services, the Plaintiff has issued invoices for the services. While our Company has made partial payments, it has been alleged by the Plaintiff that a substantial amount remains to be paid pursuant to the said invoices. Accordingly, the Plaintiff is seeking the recovery of such amounts that are allegedly pending payment by our Company, along with amounts that are allegedly due from our Company for services that have been provided and for which the Plaintiff is yet to raise an invoice. Subsequently, our Company has filed a response to the allegations in the Suit. The matter is currently pending.

2. Ritika Private limited (the "**Plaintiff**") had filed a civil suit dated January 4, 2011, before the, High Court of Delhi at New Delhi ("**High Court**"), against our Company for copyright infringement. It is alleged by the Plaintiff that our Company is imitating the products and substantially reproducing the designs of the Plaintiff (the "**Designs**") and selling products with these imitating designs as our own.

Pursuant to the suit, the Plaintiff sought a permanent injunction against our Company to restrain us and our employees from, among others, reproducing, selling or offering for sale, prints or garments in any form whatsoever that are a colourable imitation or substantial reproduction of the Plaintiff's prints and garments, and made a claim of damages amounting ₹ 5.00 million. The suit was dismissed by the High Court through its order dated March 23, 2016 (the "**Order**") on the grounds that the Plaintiff did not have a maintainable claim. The Plaintiff has filed an appeal in the High Court, dated May 9, 2016 appealing the Order. The matter is currently pending.

Litigation proceedings involving our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving our Subsidiaries.

Litigation proceedings involving our Directors

A. ***Criminal proceedings***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving any of our Directors:

1. Ritu Exports has filed a police complaint against our Company, Siddharath Bindra and other managers of our Company, under section 405, 406, 415, 417, 420, 464, 468, 469, 470, 471, 477A and 120B of the Indian Penal Code, 1860. For further details, see "- *Litigation proceedings involving our Company – Criminal proceedings – Litigation against our Company*" on page 343. The matter is currently pending.

2. A first information report ("**FIR**"), with the FIR number '2667', dated December 16, 2016 was filed against Sayan Bose, Future Retail Limited, and the board of directors of Future Retail Limited, including Gagan Makar Singh under section 420 of the Indian Penal Code, 1860 and under section 7 of Essential Commodities Act, 1955 ("**ESA**") for alleged contravention of provisions under the ESA and the Assam Trade Articles (Licensing & Control) Order, 1982. The FIR was lodged on the basis of prosecution order passed by the Jorhat Deputy Commissioner subsequent to the seizure of some quantity of pulses from Jorhat Big Bazaar store on September 24, 2016. The seized pulses were disposed of through sale by the Food and Supply Department, against whom a revision petition was filed for quashing of criminal proceedings before High Court of Guwahati ("**High Court**"), bearing the petition number '1037/2016'. The High Court passed an order dated December 23, 2016 suspending the criminal proceedings initiated through the FIR. However, the matter has been duly stayed by the High Court.

B. ***Actions by statutory or regulatory authorities***

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Directors.

C. ***Claims related to direct and indirect taxes***

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct or indirect taxes involving our Directors.

D. ***Other pending proceedings***

As on the date of this Draft Red Herring Prospectus there are no other pending proceedings involving any of our Directors, which have been considered material by our Company in accordance with the Materiality Policy.

Litigation proceedings involving our Promoters

A. ***Criminal proceedings***

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving any of our Promoters:

1. Ritu Exports has filed a police complaint against our Company, Siddharath Bindra and other managers of our Company, under section 405, 406, 415, 417, 420, 464, 468, 469, 470, 471, 477A and 120B of the India Penal Code, 1860. For further details, see "- *Litigation proceedings involving our Company – Criminal proceedings – Litigation against our Company*" on page 343. The matter is currently pending.

B. ***Actions by statutory or regulatory authorities***

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Promoters.

C. ***Claims related to direct and indirect taxes***

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct or indirect taxes involving our Promoters.

D. ***Other pending proceedings***

As on the date of this Draft Red Herring Prospectus there are no other pending proceedings involving any of our Promoters, which have been considered material by our Company in accordance with the Materiality Policy.

E. ***Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange***

No disciplinary action has been taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus either by SEBI or any stock exchange.

Litigation proceedings involving our Group Companies

As on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any Group Company which will have a material impact on our Company.

Outstanding dues to small scale undertakings or any other creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 5.00% percent of the trade payables of our Company as on December 31, 2021. Based on this, our Company owed a total sum of ₹ 743.48 million to a total number of 1,436 creditors as on December 31, 2021. The details of our outstanding dues to the 'material' creditors of our Company, MSMEs, and other creditors, on a consolidated basis, as on December 31, 2021, are as follows:

Particulars	No. of creditors	Amount due (in ₹ million)
Micro, small or medium enterprises*#	179	242.13
'Material' creditors**	1	46.98
Other creditors*	1,256^	454.37
Total	1,436	743.48

** Includes accruals towards gift vouchers issues, expenses payables, employee related accruals and other accruals*
*** Is also a micro and small enterprise*
 # Excludes one Material Creditor which is also a micro and small enterprise, for which details have been presented in the next row
^ we have not considered gift vouchers issued to customers (number: 10210) and employees (number: 2670) in number of creditors.

For complete details of outstanding overdues to material creditors, see https://www.biba.in/investor-information/overdue-to-material-creditors.

Material Developments

Except as disclosed in the section "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 302**,** there have not arisen, since the date of the last Restated Consolidated Summary Statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our trading or profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking the current business activities and operations of our Company. Except as disclosed below, no further approvals are material for carrying on the present business operations of our Company. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 175.

For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 350. For the incorporation details of our Company, see "History and Certain Corporate Matters" on page 179.

I. General Details

a) Incorporation details of our Company

1. Certificate of incorporation dated July 10, 2002 issued to our Company by the Registrar of Companies, Maharashtra at Mumbai in the name of 'BIBA Apparels Private Limited', with Corporate Identity Number (CIN) 'U74110HR2002PTC083029'.

2. Fresh certificate of incorporation dated March 2, 2022 issued by the Registrar of Companies, Haryana and New Delhi at New Delhi pursuant to conversion of our Company from 'private limited company' to a 'public limited company' and consequential change in our name from 'BIBA Apparels Private Limited' to 'BIBA Apparels Limited'. The new Corporate Identity Number (CIN) is 'U74110HR2002PLC083029'.

3. Fresh certificate of incorporation dated March 25, 2022 issued by the Registrar of Companies, Haryana and New Delhi at New Delhi, pursuant to the name of our Company was being changed from 'BIBA Apparels Limited' to 'BIBA Fashion Limited'. The Corporate Identity Number (CIN) of our Company is 'U74110HR2002PLC083029'.

b) Offer related approvals

For details of approvals and authorisations obtained by our Company in relation to the Offer, see '*Other Regulatory and Statutory Disclosures*' on page 350.

c) Tax related approvals

1. The permanent account number of our Company is 'AABCB9274B', issued by the Income Tax Department under the Income Tax Act, 1961. Pursuant to the change in name of our Company, from BIBA Apparels Limited to BIBA Fashion Limited, we have applied for a new permanent account number on March 28, 2022.

2. The tax deduction account number of our Company is 'RTKB07918B', issued by the Income Tax Department under the Income Tax Act, 1961.

3. Our Company has obtained GST registration certificates issued by the Government of India and the State Governments for GST payments in the states where our business operations are situated.

4. Our Company has obtained professional tax certificates, to the extent applicable, for the states where our business operations are situated.

d) Importer- Exporter Code

Our Company has obtained a certificate of Importer Exporter Code ("**IEC**") dated August 7, 2003 granting the IEC number 0303026146, issued by the Ministry of Commerce and Industry.

e) Labour and Employee related approvals

Our Company has obtained registrations under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

f)* *Legal Identifier Code

Our Company has obtained a certificate of Legal Identifier Code ("**LIC**"), which is valid till July 8, 2022, granting the LIC number 335800MTD2QA1EM45M49.

II. Material approvals in relation to our business and operations

In order to operate our stores in India, our Company requires approvals and/or licenses under various state and central laws, rules, and regulations. These approvals and/or licenses, amongst others, include licenses under the respective shops and commercial establishment acts of those states, wherever enacted or in force and trade licenses from the respective municipal authorities of areas, where our leased stores are located and where local laws require such trade licenses to be obtained. Further, our Company requires the public performance licenses issued by Phonographic Performance Limited and licenses issued by the Indian Performing Right Society Limited to play music in our stores.

In relation to our warehouse in Faridabad, Haryana, we have obtained a registration under the Punjab Shops & Commercial Establishments Act of 1958, various registrations under the Contract Labour (Regulation Abolition) Act, 1970 and a no objection certificate from the Fire and Rescue Services Department, Faridabad.

Our Company has obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our stores. Certain approvals may have lapsed in their normal course, and we have either made applications to the appropriate authorities for renewal of such licenses and approvals or are in the process of making such applications.

Further, several material approvals and licenses required for our business operations are currently in the previous name of our Company. Our Company has made applications to the relevant authorities, intimating them of the change in name, and accordingly we are in the process of seeking revised licenses or approvals in the new name of our Company.

For details of the risks relating to the material approvals required in relation to our business see "*Risk Factors – Non-compliance with existing or changes to environmental, health and safety, labour laws and other applicable regulations by us or our contract manufacturers may adversely affect our business, financial condition, results Of operations and cash flows.*" on page 41.

III. Intellectual Property

As of December 31, 2021, in India, our trademark 'BIBA' is registered in 42 classes and also registered in over 70 countries besides India. Our 'Rangriti' brand is registered in 8 classes in India and its trademark is registered in approximately 15 countries, besides India as of December 31, 2021. Our 'Spelle' brand is also registered in three classes in India. Further, on March 24, 2022, we have filed an application for registration of trademark 'BIBA Girls'.

As of December 31, 2021, over 1,200 designs patterns of our Company are registered in India with the Controller General of Patents, Designs and Trademarks.

Further, on February 17, 2022, we have filed an application for the certificate under Section 45(1) of the Copyright Act, 1957, to register our logo.

For more information about the intellectual property of our Company, see *"Our Business – Intellectual Property"* on page 173.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated March 31, 2022 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated April 7, 2022. Further, our Board of Directors have taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on March 31, 2022.

Our Board has approved this Draft Red Herring Prospectus pursuant to their resolution dated April 11, 2022.

Each of the Selling Shareholders have, severally and not jointly, authorized and confirmed the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale, as set out below:

S. No.	Name of the Selling Shareholder	Number of Offered Shares in the Offer for Sale	Date of Selling Shareholders' Consent Letter	Date of corporate authorization / board resolution
Promoter Selling Shareholder				
1.	Meena Bindra	Up to 3,751,885 Equity Shares	March 31, 2022	-
Investor Selling Shareholders				
2.	Highdell Investment Ltd	Up to 18,423,875 Equity Shares	March 31, 2022	March 31, 2022
3.	Faering Capital India Evolving Fund	Up to 5,586,250 Equity Shares	March 30, 2022	March 8, 2022

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group and each of the Selling Shareholders have not been prohibited from accessing or operating the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Our Company, Promoters or Directors have neither been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, in relation to the Company, to the extent in force and applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market.

There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer, in accordance with the Regulation 6(2) of the SEBI ICDR Regulations, which states the following:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy

five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so."

We are an unlisted company not complying with the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed under Regulation 6(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Not less than 75% of the Offer is proposed to be allocated to QIBs and in the event that we fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable law.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000; and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors or any of the Selling Shareholders are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower.

(d) None of our Promoters or Directors has been declared a fugitive economic offender in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018.

(e) Except for such options granted to employees of our Company as set out in "*Capital Structure*" on page 76, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

(f) The Equity Shares of our Company held by our Promoters are in dematerialised form; and

(g) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Each of the Selling Shareholders, severally and not jointly, confirms compliance with Regulation 8 of the SEBI ICDR Regulations. Further, in accordance with Regulation 8A of the SEBI ICDR Regulations; (i) Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully-diluted basis) and (ii) Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of the Company (on a fully-diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of the Company (on a fully-diluted basis).

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS

OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. 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 HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 11, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Directors, the Selling Shareholders and the Book Running Lead Managers

Our Company, our Directors, Selling Shareholders and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.biba.in, or the website of any affiliate of our Company and its Group Companies or any of the Selling Shareholders, would be doing so at his or her own risk. It is clarified that, each Selling Shareholder and its respective directors, partners, affiliates, associates and officers accept or undertake no responsibility for any statements other than those specifically made or undertaken or confirmed by such Selling Shareholder in relation to itself and/ or their respective portion of the Offered Shares.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders, severally and not jointly (to the extent that the information pertain to themself and their respective portions of the Offered Shares through the Offer Documents), and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Banks on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

Prospective investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters, Book Running Lead Managers and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters, Book Running Lead Managers and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, Subsidiaries, the Selling Shareholders and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its directors, the Promoters, officers, agents, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, permitted provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India and insurance funds set up and managed by the Department of Posts, India, systemically important NBFCs registered with the RBI and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Neither the delivery of this Draft Red Herring Prospectus or any offer for sale thereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders from the date thereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable 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 in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who

are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and 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 issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares offered pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications will be made to BSE and NSE for obtaining their permission for the listing and trading of the Equity Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to any Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and to the extent of its portion of the Offered Shares.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Previous Statutory Auditors, the Independent Chartered Accountant, legal counsel to our Company as to Indian law, legal counsel to the Book Running Lead Managers as to Indian law, Banker to our Company, legal counsels to the Investor Selling Shareholders, international legal counsel to the Book Running Lead Managers, the Book Running Lead Managers, the Registrar to the Offer, and Technopak have been obtained; and consents in writing of the Syndicate Members, Public Offer Account Bank, Sponsor Banks, Escrow Collection

Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated April 11, 2022 from our Statutory Auditors, S. R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their (i) examination report dated March 31, 2022 on our Restated Consolidated Summary Statements, and (ii) their report dated April 11, 2022 on the statement of special tax benefits, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated April 11, 2022 from our Previous Statutory Auditors, Walker Chandiok & Co LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

Our Company has received written consent dated April 11, 2022, from the independent chartered accountant, namely APAS & Co. LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

However, the term 'expert' shall not be construed to mean an 'expert' as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Other than as disclosed in "*Capital Structure*" on page 76, our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last issue of subsidiaries and promoters

As on the date of this Draft Red Herring Prospectus, our Corporate Promoters and Subsidiaries are not listed.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in "*Capital Structure*" on page 76, our Company has not undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed subsidiaries, group companies or associates of our Company

Our Company does not have any listed subsidiaries, group companies or associates, as on the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the Book Running Lead Managers

Price information disclosed below is as per the respective designated stock exchanges as disclosed by the respective issuers at the time of their respective issues.

A. JM Financial Limited

1. Price information of past issues handled by JM Financial Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	AGS Transact Technologies Limited#	6,800.00	175.00	January 31, 2022	176.00	-42.97% [-3.05%]	Not Applicable	Not Applicable
2.	CMS Info Systems Limited#	11,000.00	216.00	December 31, 2021	218.50	21.99% [-1.81%]	25.35% [0.74%]	Not Applicable
3.	Data Patterns (India) Limited*	5,882.24	585.00	December 24, 2021	856.05	29.70% [3.61%]	13.56% [1.42%]	Not Applicable
4.	C.E. Info Systems Limited#	10,396.06	1,033.00	December 21, 2021	1,581.00	70.21% [6.71%]	48.48% [2.74%]	Not Applicable
5.	Tega Industries Limited*	6,192.27	453.00	December 13, 2021	760.00	30.70% [3.96%]	1.02% [-4.25%]	Not Applicable
6.	Go Fashion (India) Limited*	10,136.09	690.00	November 30, 2021	1,310.00	59.75% [1.36%]	32.91% [-1.91%]	Not Applicable
7.	Sapphire Foods India Limited	20,732.53	1,180.00	November 18, 2021	1,350.00	3.69% [-4.39%]	20.78% [-2.32%]	Not Applicable
8.	FSN – E-Commerce Ventures Limited*[7]	53,497.24	1,125.00	November 10, 2021	2018.00	92.31% [-2.78%]	68.46% [-4.46%]	Not Applicable
9.	Aditya Birla Sun Life AMC Limited*	27,682.56	712.00	October 11, 2021	715.00	-11.36% [0.55%]	-23.85% [-0.74%]	-25.65% [-0.90%]
10.	Krsnaa Diagnostics Limited*[8]	12,133.35	954.00	August 16, 2021	1,005.55	-9.42% [4.93%]	-27.73% [9.30%]	-32.63% [4.90%]

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*

Notes:
1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 100 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
8. *A discount of Rs. 93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
9. *Not Applicable – Period not completed*

2. **Summary statement of price information of past issues handled by JM Financial Limited:**

Financial Year	Total no. of IPOs	Total funds raised (₹ millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2022-2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-2022	17	2,89,814.06	-	1	2	5	5	4	-	2	-	4	1	2
2020-2021	8	62,102.09	-	-	3	2	1	2	-	-	-	5	2	1

.

B. ***Ambit Private Limited***

1. **Price information of past issues handled by Ambit Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):**

Sr. No.	Offer Name	Offer Size (₹ in million)	Offer Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1	Metro Brands(1)	13,675.05	500.00	22-Dec-21	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	NA
2	Star Health and Allied Insurance Company Limited(2)	60,186.84	900.00	10-Dec-21	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	NA
3	Ami Organics Limited(1)	5,696.36	610.00	14-Sep-21	902.00	+116.86%, [+4.27%]	+63.94%, [+0.93%]	+47.34%, [-4.63%]
4	Chemplast Sanmar Limited(2)	38,500.00	541.00	24-Aug-21	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-3.30%, [+3.92%]
5	Anupam Rasayan India Limited(1)	7,600.00	555.00	24-Mar-21	534.70	-0.11%, [-2.24%]	+29.93%, [+6.90%]	+36.96%, [+20.00%]

Source: www.nseindia.com and www.bseindia.com
(1) BSE as a designated stock exchange; and
(2) NSE as a designated stock exchange.

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
c. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*

e. Since 90/180 calendar days from listing date has not elapsed for the above issue, data for same is not available ('NA').

2. Summary statement of price information of past issues handled by Ambit Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22*	4	118,058.25	-	-	1	1	-	2	-	-	1	-	1	-
2020-21	1	7,600.00	-	-	1	-	-	-	-	-	-	-	1	-

Source: www.nseindia.com and www.bseindia.com
** The information is as on the date of the document*
Note: Since 30/180 calendar days from listing date has not elapsed for certain issues, data for same is not available.

C. DAM Capital Advisors Limited (Formerly IDFC Securities Limited)

1. Price information of past issues handled by DAM Capital Advisors Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	CMS Info Systems Limited(2)	11,000.00	216.00	December 31, 2021	218.50	+21.99%, [-1.81%]	+25.35%, [+0.74%]	Not applicable
2	Metro Brands Limited(2)	13,675.05	500.00	December 22, 2021	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	Not applicable
3	C.E. Info Systems Limited(2)	10,396.06	1033.00	December 21, 2021	1,581.00	+70.21%, [+6.71%]	+48.48%, [+2.74%]	Not applicable
4	Star Health and Allied Insurance Company Limited(1)	60,186.84	900.00@	December 10, 2021	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	Not applicable
5	Go Fashion (India) Limited(1)	10,136.09	690.00	November 30, 2021	1,310.00	+59.75%, [+1.36%]	+32.91%, [-1.91%]	Not applicable
6	Krsnaa Diagnostics Limited(1)	12,133.35	954.00*	August 16, 2021	1,005.55	-9.42%, [+4.93%]	-27.73%, [+9.30%]	-32.63%, [+4.90%]

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
7	Windlas Biotech Limited(2)	4,015.35	460.00	August 16, 2021	439.00	-18.02%, [+4.79%]	-34.42%, [+9.18%]	-37.01%, [+4.62%]
8	Glenmark Life Sciences Limited(2)	15,136.00	720.00	August 6, 2021	751.10	-6.38%, [+7.10%]	-12.94%, [+10.12%]	-20.67%, [+8.45%]
9	Laxmi Organic Industries Limited(1)	6,000.00	130.00	March 25, 2021	155.50	+37.85%, [+0.11%]	+71.96%, [+10.11%]	+294.50%, [+21.45%]
10	Indian Railway Finance Corporation Limited(1)	46,333.79	26.00	January 29, 2021	24.90	-5.19%, [+6.56%]	-18.65%, [+9.02%]	-11.15%, [+15.49%]

Source: www.nseindia.com and www.bseindia.com
**A discount of INR 93 per equity share was provided to eligible employees bidding in the employee reservation portion.*
@ A discount of INR 80 per equity share was provided to eligible employees bidding in the employee reservation portion.
(1) NSE was the designated stock exchange for the said issue.
(2) BSE was the designated stock exchange for the said issue.

Notes:

a. *Issue size derived from prospectus / basis of allotment advertisement, as applicable*
b. *Price on NSE or BSE is considered for the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable*
c. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
d. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
e. *The Nifty 50 or S&P BSE SENSEX index is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable*
f. *Not applicable – Period not completed*

2. Summary statement of price information of past issues handled by DAM Capital Advisors Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	8	136,678.74	-	-	4	2	-	2	-	2	1	-	-	-
2020-21	3	56,770.65	-	-	1	-	1	1	-	-	1	1	1	-

Source: www.nseindia.com & www.bseindia.com

Notes:

a. *The information is as on the date of this offer document*
b. *The information for each of the financial years is based on issues listed during such financial year.*

c. Since 30 or 180 calendar days from listing date has not elapsed for few issues, hence data for same is not available.

D. Equirus Capital Private Limited

1. Price information of past issues handled by Equirus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Antony Waste Handling Cell Limited#	2,999.85	315.00	January 01,2021	430.00	-10.14% [-3.31%]	-22.57% [+3.43%]	+2.22% [+9.78%]
2.	G R Infraprojects Limited#	9,623.34	837.00[1]	July 19, 2021	1700.00	+90.61% [+6.16%]	+138.67% [+16.65%]	+132.16% [+16.50%]
3.	Rolex Rings Limited$	7,310.00	900.00	August 9, 2021	1,250.00	+22.28% [+6.79%]	+31.50% [+10.20%]	+45.24% [+7.74%]
4.	Krsnaa Diagnostics Limited$	12,133.35	954.00[2]	August 16, 2021	1,005.55	-9.42% [+4.93%]	-27.73% [+9.30%]	-32.63% [+4.90%]
5.	Anand Rathi Wealth Limited#	6,593.75	550.00[3]	December 14, 2021	602.05	+12.38% [+5.22%]	+4.46% [-4.42%]	N.A.
6.	Metro Brands Limited#	13,675.05	500.00	December 22, 2021	436.00	+21.77% [+4.45%]	+14.57% [+0.64%]	N.A.

Source: www.bseindia.com and www.nseindia.com for price information and prospectus for issue details

Notes:

1. *A discount of ₹ 42 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of G R Infraprojects Limited IPO*
2. *A discount of ₹ 93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Krsnaa Diagnostics Limited IPO*
3. *A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Anand Rathi Wealth Limited IPO*
4. *Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.*
5. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
6. *N.A. (Not Applicable) – Period not completed.*

 # The S&P BSE SENSEX is considered as the Benchmark Index

$ The S&P CNX NIFTY is considered as the Benchmark Index

2. Summary statement of price information of past issues handled by Equirus Capital Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%

2022-2023*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-2022	5	49,335.49	-	-	1	1	-	3	-	1	-	1	1	-
2020 - 2021	1	2,999.85	-	-	1	-	-	-	-	-	-	-	-	1

** The information is as on the date of this Offer Document.*
The information for each of the financial years is based on issues listed during such financial year.

E. HSBC Securities and Capital Markets (India) Private Limited

1. Price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Yes Bank Limited (FPO)	150,000.00	12.00	July 27, 2020	12.30	+23.00%,[+2.40%]	+11.25%, [+7.25%]	+41.67%, [+28.85%]
2.	Indian Railway Finance Corporation Limited (IPO)	46,333.79	26.00	January 29, 2021	24.90	-5.19%, [+6.56%]	-18.65%, [+9.02%]	-11.15%, [+15.49%]
3.	Nuvoco Vistas Corporation Limited (IPO)	50,000.00	570.00	August 23, 2021	471.00	-5.83%, [+6.21%]	-9.74%, [+7.34%]	-32.76%, [+4.10%]

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:
1. *Issue Size derived from Prospectus/final post issue reports, as available.*
2. *Nifty Index and Sensex is considered as the Benchmark Index as per the designated stock exchange (NSE or BSE)*
3. *Price on designated stock exchange (NSE or BSE) as disclosed by the respective issuer at the time of issue has been considered for all of the above calculations.*
4. *In case 30th/90th/180th day is not a trading day, closing price on designated stock exchange (NSE or BSE) of the previous trading day has been considered.*
5. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not applicable*

2. Summary statement of price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	1	50,000.00	-	-	1	-	-	-	-	1	-	-	-	-
2020-21	2	196,333.79	-	-	1	-	-	1	-	-	1	-	1	-

The information for each of the period is based on issues listed during such period.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
3.	JM Financial Limited	www.jmfl.com
4.	Ambit Private Limited	www.ambit.co
5.	DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)*	www.damcapital.in
6.	Equirus Capital Private Limited	www.equirus.com
7.	HSBC Securities and Capital Markets (India) Private Limited	www.business.hsbc.co.in/engb/in/generic/ipo-open-offer-and-buyback

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances in the Offer

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/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, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the Book Running Lead Managers or the Registrar to the Offer, in the manner provided below.

All Offer related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, UPI ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For offer related grievances, investors may contact Book Running Lead Managers, details of which are given in "*General Information*" on page 66.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Managers shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, name and address of the Book Running Lead Managers, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Disposal of Investor Grievances by our Company

Our Company shall obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 and the SEBI circular (CIR/OIAE/1/ 2014) dated December 18, 2014 read with the SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2021/642 date October 14, 2021, in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee, comprising Gagan Makar Singh, Pradeep Banerjee and Siddharath Bindra, to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details of our Stakeholders' Relationship Committee, please see "*Our Management*" beginning on 188.

Our Company has also appointed Sachin Agarwal, Company Secretary of our Company, as the Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, "*General Information – Company Secretary and Compliance Officer*" beginning on page 67.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be ten Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Each of the Selling Shareholders, severally and not jointly, has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to deal with, on its behalf any investor grievances received in the Offer in relation to its respective portion of the Offered Shares.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

Our Company has, vide an application dated April 11, 2022 under Regulation 300 of the SEBI ICDR Regulations submitted to SEBI, sought an exemption from considering and disclosing (i) Sanjay Bindra and Sudhir Kumar Gupta ("**Relevant Persons**"), (ii) any body corporate in which the Relevant Persons, or any Hindu undivided family or firm where any of the Relevant Persons is a member, hold 20% or more of the equity share capital, (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital, (iv) any Hindu undivided family or firm in which the Relevant Persons may individually or in the aggregate, or together with our Promoters, hold 20% or more of the total capital in accordance with the SEBI ICDR Regulations, as members of the 'promoter group' of the Company.

SECTION IX - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer*", beginning on page 94.

Ranking of the Equity Shares

The Equity Shares being Allotted in the Offer shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and voting. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" beginning on page 398.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* beginning on pages 213 and 398, respectively.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 10. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company and the Investor Selling Shareholders, in consultation with the BRLMs. The Offer Price, Price Band and minimum Bid Lot will be advertised in [●] editions of the English national daily newspaper [●], [●] editions of the Hindi national daily newspaper [●] (Hindi also being the regional language of Haryana, where our Registered and Corporate Office located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Investor Selling Shareholders, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, see "*Main Provisions of the Articles of Association*" beginning on page 398.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements:

- Tripartite agreement dated February 20, 2009 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated March 27, 2009 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Further, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 375.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of New Delhi, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*Offer Structure – Bid/Offer Programme*" beginning on page 368.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and share transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**^

**Our Company and Highdell, may, in consultation with Faering Capital India Evolving Fund and the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date.*

***Our Company and the Investor Selling Sharehlders may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

^UPI mandate end time and date shall be at 12.00 PM on [●].

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

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account**	[●]
Credit of the Equity Shares to depository accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchanges	[●]

***In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs. While our Company and the Selling Shareholders shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the

Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and the Investor Selling Shareholders, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Offer Closing Date, identifying nonadherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**")) during the Bid/Offer Period (except on the Bid/Offer Closing Date) at the Bidding Centres as mentioned on the Bid cum Application Form **except that:**

(i) on the QIB Bid/Offer Closing Date, in case of Bids by QIBs under the QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST).

(ii) on the Bid/Offer Closing Date:

   (a) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

   (b) in case of Bids by Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis, as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs will be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids and any revision in Bids will only be accepted on Working Days. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. In such an event, the Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price. Subject to compliance with the immediately preceding sentence, the Floor Price can move up or down to the extent of 20% of the Floor Price, as advertised at least five Working Days before the Bid/ Offer Opening Date.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and the Selling Shareholders, to the extent applicable, shall pay interest prescribed under the applicable law. No liability to make any payment of interest shall accrue to any Selling Shareholder unless any delay in making any of the payments hereunder or any delay in obtaining listing and/or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and to the extent of its portion of the Offered Shares.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for valid Bids will be made in the following order:

(i) In the first instance towards subscription for 90% of the Fresh Issue; and

(ii) If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made:

   a. first towards the sale of the Offered Shares being offered by the Investor Selling Shareholders in the Offer for Sale;

   b. then towards the sale of the Offered Shares being offered by the Promoter Selling Shareholder; and

   c. thereafter, towards the balance of the Fresh Issue.

It is clarified that, subject to applicable laws, none of the Selling Shareholders shall be liable to pay any amounts as interest for any delay, unless such default or delay is solely and directly attributable to an act or omission of such Selling Shareholders and to the extent of its portion of the Offered Shares.

In the event of achieving aforesaid minimum subscription, however, in case of under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, as applicable, at the discretion of our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable law. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoter's Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" beginning on page 76 and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 398.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

Our Company and the Investor Selling Shareholders in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 900.00 million by our Company and an Offer of Sale of up to 27,762,010 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders.

Our Company and Highdell, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 180.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company and Highdell in consultation with the BRLMs, and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Particulars	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* (2)	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not less than 75% of the Offer size shall be allocated to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not more than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders, 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 ₹ 0.2 million and up to ₹ 1.0 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million. provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders. .	Not more than 10% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to	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 ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million,	The allotment to each Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see *"Offer Procedure"* beginning on page 375.

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders
	valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	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. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see *"Offer Procedure*" beginning on page 375.	
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[3]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, Eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors). In case of RIBs, ASBA process will include the UPI mechanism.		

* *Assuming full subscription in the Offer*

(1) *Our Company and Highdell may, in consultation with Faering Capital India Evolving Fund and the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" beginning on page 375.*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer 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 all QIBs. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not more than 10% of the Offer 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 Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million, 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.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Investor Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Offer" beginning on page 366.

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Further, Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 380 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations, which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

*Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 ("**UPI Phase II**"). The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by Retail Individual Bidders ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be made under UPI Phase II of the UPI Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Further, the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.*

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and book running lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b), read with Regulation 31 of the SEBI ICDR Regulations, of the SCRR through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which up to one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 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 at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million, 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.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the Investor Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for Retail Individual Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint from among the SCSBs as the Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/ Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid/ Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and Retail Individual Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

Retail Individual Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated

Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Retail Individual Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp are liable to be rejected. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase II, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) RIBs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

** Excluding electronic Bid cum Application Forms*
Notes:
(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).
(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by Retail Individual Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For Retail Individual Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a UPI Mandate Request to such Retail Individual Bidders for blocking of funds. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, RIBs Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Banks shall host web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Participation by Promoter, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLMs and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the non-institutional category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

In terms of SEBI ICDR Regulations, except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLMs or its respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with BRLMs reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of Retail Individual Bidders Bidding through the UPI Mechanism) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of Retail Individual Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Pursuant to the special resolution dated March 15, 2022, by the Shareholders, the aggregate ceiling of 10% was raised to 24%.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities"* on page 396.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than

50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;

- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.

- Multiple branches in different jurisdictions of foreign bank registered as FPIs;

- Government and Government related investors registered as Category 1 FPIs; and

- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹2,500,000 million.*

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Investor Selling Shareholders, in consultation with the BRLMs, may deem fit, without assigning any reasons thereof.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

  - maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;
  - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
  - in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors can not withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Office Price.

(i) 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) can apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids

(l) For more information, see the General Information Document.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

In the event of an upward revision in the Price Band, RIBs who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed ₹ 200,000 with respect to RIBs if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e. the original Bid Amount plus additional payment) exceeds ₹ 200,000 with respect to RIBs, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●], an English national daily newspaper, and [●] editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Haryana, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Selling Shareholders, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of English national daily newspaper, and [●] editions of [●], a Hindi national daily newspaper (Hindi also being the regional language of Haryana, where our Registered and Corporate Office is located) each with wide circulation.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Retail Individual Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his/her own bank account which is linked to such UPI ID;

4. Retail Individual Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. Retail Individual Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. RIBs using UPI Mechanism, may submit their ASBA Forms with Syndicate, sub-Syndicate Members, Registered Brokers, RTA or CDP;

9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

11. Ensure that they have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

14. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted

to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the correct category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. Retail Individual Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

25. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

27. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in) or such other websites as updated from time to time;

28. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Banks, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

29. Retail Individual Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Bidders shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

30. Retail Individual Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

31. Retail Individual Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

32. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

34. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.

35. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices, which are recategorized as category II FPI and registered with SEBI, for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs)

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "- *Bids by HUFs*" on page 380;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. If you are a Non-Institutional Bidder or a Retail Individual Bidder, do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;

16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

17. If you are a RIB and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of Retail Individual Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids until the Bid/Offer Closing Date;

22. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

23. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations;

24. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by Retail Individual Bidders using the UPI Mechanism;

25. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

26. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

27. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a Retail Individual Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

28. Do not submit a Bid using UPI ID, if you are not a Retail Individual Bidder;

29. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

30. Anchor Investors shall not bid through the ASBA Process;

31. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

32. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Bidders using the UPI Mechanism); and

33. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 67.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. Bids by OCBs
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, cheque(s), demand draft(s), money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 66.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allocation to each NIB shall not be less than the Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidder category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company and Highdell, in consultation with Faering Capital India Evolving Fund and the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"
(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 20, 2009 amongst our Company, NSDL and Registrar to the Offer
- Tripartite Agreement dated March 27, 2009 among CDSL, our Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company and the Investor Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ix) that, except for any allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOS Schemes and the Equity Shares allotted pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc; and

(x) Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, severally specifically undertakes and/or confirms the following in respect to itself and its respective portion of the Offered Shares:

(i) the Equity Shares offered by it in the Offer for Sale are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and shall be in dematerialized form at the time of transfer;

(ii) it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose of any the Offered Shares until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;

(iii) it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

(iv) it shall provide reasonable assistance to our Company and the BRLMs in redressal of such investor grievances in relation to the Offered Shares and statements specifically made or confirmed by it in relation to itself as a Selling Shareholder;

(v) it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock

Exchanges, and/ or (b) refund orders (if applicable);

(vi) its respective portion of the Offered Shares are fully paid and are in dematerialized form;

(vii) its respective portion of the Offered Shares are free and clear of any encumbrances and shall be transferred to the Bidders free and clear of Encumbrance within the time specified under applicable law; and

(viii) it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable law.

Undertakings by the Investor Selling Shareholders

Each of the Investor Selling Shareholders, severally and not jointly undertakes and/or confirms the following in respect to themselves and their respective portion of the Offered Shares:

(i) the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and shall be in dematerialized form at the time of transfer;

(ii) it is the legal and beneficial owner and has clear and marketable title to its respective portion of the Offered Shares;

(iii) it shall provide reasonable assistance to our Company and the BRLMs in redressal of such investor grievances in relation to itself and its portion of the Offered Shares;

(iv) it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);

(v) its respective portion of the Offered Shares are fully paid-up;

(vi) its respective portion of the Offered Shares are free and clear of any encumbrances and shall be transferred to the Bidders free and clear of encumbrances; and

(vii) it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable law.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: "*Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action* *under Section 447*." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes (CBDT) on February 13, 2020, and press release dated June 25, 2021.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI Policy, FDI in companies engaged in manufacturing sector is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see "*Offer Procedure*" on page 375.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act or any other applicable 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 in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registrations requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.

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 issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the

BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The Articles of the Company comprises two parts, Part A and Part B, which shall be applicable in the following manner:

*(a) Until the issuance of the notice for commencement of trading of the Equity Shares of the Company by BSE Limited and/or the National Stock Exchange of India Limited pursuant to an Initial Public Offering of the Company ("**Listing Date**"), Part A and Part B shall, unless the context otherwise requires, co-exist with each other. Notwithstanding anything contained herein, in the event of any conflict between the provisions of Part A and Part B of these Articles, the provisions of Parts B of these Articles shall prevail.*

(b) On and from the Listing Date, Part B shall automatically terminate, be deleted and cease to have any force and effect, without any further action by the Company, the Board of Directors or by the Shareholders.

PART A

1. Table F Applicable

No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company, except so far as they are embodied in the Articles, which shall be regulations for the management of the Company, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to the Articles by Special Resolution as prescribed by the said Companies Act, 2013.

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the Company held on April 7, 2022. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

INTERPRETATION CLAUSE

2. In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:

Act

(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

Annual General Meeting

(b) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.

Articles

(c) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.

Auditors

(d) "Auditors" means and includes those persons appointed as such for the time being of the Company in terms of the Act.

Board

(e) "Board" means the board of directors of the Company, as constituted from time to time, in accordance with law and the provisions of these Articles.

Capital or Share Capital

(f) "Capital" or "Share Capital" means the share capital, comprising the equity share capital and preference share capital, as the case may be, for the time being raised or authorized to be raised by the Company in terms of these Articles, the Act and the memorandum of association of the Company.

Chairperson

(g) "Chairperson" means the chairperson of the board of directors for the time being of the Company.

Company

(h) "The Company" shall mean BIBA FASHION LIMITED.

Depositories Act

(i) "Depositories Act" means the Depositories Act, 1996, and shall include any statutory modification or re-enactment thereof.

Equity Shares or Shares

(j) "Equity Shares" or "Shares" shall mean equity shares of the Company having face value as prescribed in the memorandum of association of the Company and one vote per share.

Executor or Administrator

(k) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.

Legal Representative

(l) "Legal Representative" means a person who in law represents the estate of a deceased Member.

Gender

(m) Words importing the masculine gender also include the feminine gender.

In Writing and Written

(n) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.

Marginal notes

(o) The marginal notes hereto shall not affect the construction thereof.

Meeting or General Meeting

(p) "Meeting" or "General Meeting" means a meeting of members held in accordance with the provisions of section 96 and section 100 of the Act.

Member

(q) “Member” means a member of the Company within the meaning of Clause (55) of Section 2 of the Act, as amended from time to time, and who are the duly registered holders, from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company and the beneficial owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;

Month

(r) “Month” means a calendar month.

Extra-Ordinary General Meeting

(s) “Extra-Ordinary General Meeting” means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.

National Holiday

(t) “National Holiday” means and includes a day declared as National Holiday by the Central Government.

Non-retiring Directors

(u) “Non-retiring Directors” means a director not subject to retirement by rotation.

Office

(v) "Office” means the registered Office for the time being of the Company.

Ordinary and Special Resolution

(w) “Ordinary Resolution” and “Special Resolution” shall have the meanings assigned thereto by Section 114 of the Act.

Person

(x) “Person" shall be deemed to include corporations and firms as well as individuals.

Proxy

(y) “Proxy” means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.

Register of Members

(z) “The Register of Members” means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.

Seal

(aa) “Seal” means the common seal for the time being of the Company.

Singular number

(bb) Words importing the Singular number include where the context admits or requires the plural number and vice versa.

These presents

(cc) “These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.

Variation

(dd) “Variation” shall include abrogation; and “vary” shall include abrogate.

Year and Financial Year

(ee) “Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

Expressions in the Act to bear the same meaning in Articles

Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.

3. Construction

In these Articles (unless the context requires otherwise):

(i) References to a Party shall, where the context permits, include such Party’s respective successors, legal heirs and permitted assigns.

(ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

(iii) References to articles and sub-articles are references to Articles and Sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and Sub-articles herein.

(iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.

(v) Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.

(vi) The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.

(vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

(viii) A reference to a Party being liable to another Party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).

(ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(x) References to any particular number or percentage of securities of a Person (whether on a Fully Diluted Basis or otherwise) shall be adjusted for any form of restructuring of the share capital of that

Person, including without limitation, consolidation or sub-division or splitting of its shares, issue of bonus shares, issue of shares in a scheme of arrangement (including amalgamation or de-merger) and reclassification of equity shares or variation of rights into other kinds of securities.

CAPITAL

4. Authorized Capital

The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.

5. Increase of capital by the Company how carried into effect

The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.

6. Further Issue of Share Capital

(1) The Board or the Company, as the case may be, may, in accordance with the Act and the rules made thereunder, issue further shares to - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

(2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder, including any amendment thereof from time to time.

(3) The further issue shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(4) Notwithstanding anything contained in subclause (1) the further shares aforesaid may be offered to any persons in any manner whatsoever.

(a) If a special resolution to that effect is passed by the company in general meeting, or

(b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.

(5) Nothing in sub-clause (a) of (1) hereof shall be deemed

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(6) Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the company:

(i) To convert such debentures or loans into shares in the company; or

(ii) To subscribe for shares in the company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

(a) Either has been approved by the Central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and

(b) In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the company in General Meeting before the issue of the loans.

7. New Capital same as existing capital

Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

8. Non-Voting Shares

The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.

9. Redeemable or Convertible Preference Shares

Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable or convertible preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.

10. Voting rights of preference shares

The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.

11. Provisions to apply on issue of Redeemable Preference Shares

On the issue of redeemable preference shares under the provisions of Article 9 hereof, the following provisions-shall take effect:

(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;

(b) No such Shares shall be redeemed unless they are fully paid;

(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the

Shares are redeemed;

(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and

(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.

12. Reduction of capital

The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce:

(a) the share capital;
(b) any capital redemption reserve account; or
(c) any security premium account

In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.

13. Terms of issue of Debentures

Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

14. Issue of Sweat Equity Shares

Subject to the provisions of the Act, the Company may exercise held in accordance with the provisions of section 96 and section 100 of the Act, the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.

15. ESOP

The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.

16. Buy Back of shares

Notwithstanding anything contained in these Articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

17. Consolidation, Sub-Division and Cancellation

Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

18. Alteration of Share Capital

The Company shall have the power to alter its share capital in the manner permitted under the provisions of section 61 of the Act from time to time.

19. Issue of Depository Receipts

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.

20. Issue of Securities

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.

21. Register of Members

The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.

MODIFICATION OF CLASS RIGHTS

22. Modification of rights.

(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.

Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

New Issue of Shares not to affect rights attached to existing shares of that class.

(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

23. Shares at the disposal of the Directors.

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

PROVIDED THAT option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

24. Power to issue shares on preferential basis.

The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.

25. Shares should be Numbered progressively and no share to be subdivided.

The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

26. Acceptance of Shares.

An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.

27. Directors may allot shares as full paid-up

Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.

28. Deposit and call etc.to be a debt payable immediately.

The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.

29. Liability of Members.

Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.

30. Registration of Shares.

Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

31. The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Section 39 of the Act

CERTIFICATES

32. Share Certificates.

(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve.

PROVIDED THAT in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.

33. Issue of new certificates in place of those defaced, lost or destroyed.

(a) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate.

(b) Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding ₹ 2 for each certificate) as the Directors shall prescribe.

PROVIDED THAT no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer and that fees will also not be charged for registration of transfer, transmission, succession certificate, certificate of death or marriage.

FURTHER PROVIDED THAT notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.

(c) The provision of this Article shall mutatis mutandis apply to debentures of the company.

34. The first named joint holder deemed Sole holder.

(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.

Maximum number of joint holders.

(b) The Company shall not be bound to register more than three persons as the joint holders of any share.

35. Company not bound to recognise any interest in share other than that of registered holders.

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

36. Instalment on shares to be duly paid.

If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

UNDERWRITING AND BROKERAGE

37. Commission

Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

38. Brokerage

The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.

CALLS

39. Directors may make calls

(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.

(2) A call may be revoked or postponed at the discretion of the Board.

(3) A call may be made payable by instalments.

40. Notice of Calls

Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

41. Calls to date from resolution.

A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.

42. Calls on uniform basis.

Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.

43. Directors may extend time.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

44. Calls to carry interest.

If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

45. Sums deemed to be calls.

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.

46. Proof on trial of suit for money due on shares.

On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

47. Judgment, decree, partial payment motto proceed for forfeiture.

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

48. Payments in Anticipation of calls may carry interest

(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.

(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

(c) The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.

LIEN

49. Company to have Lien on shares/debentures.

The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

50. Fully paid shares to be free from all lien

Fully paid shares of the Company shall be free from all lien. In the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

51. As to enforcing lien by sale.

For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer.
Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.

52. Application of proceeds of sale.

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

FORFEITURE AND SURRENDER OF SHARES

53. If call or instalment not paid, notice may be given.

If any Member fails to pay the whole or any part of any call or instalment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or instalment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or instalment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or instalment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.

54. Terms of notice.

The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or instalment and such interest thereon as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid.

The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

55. On default of payment, shares to be forfeited.

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

56. Notice of forfeiture to a Member

When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.

57. Forfeited shares to be property of the Company and may be sold etc.

Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.

58. Members still liable to pay money owing at time of forfeiture and interest.

Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.

59. Effect of forfeiture.

The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

60. Evidence of Forfeiture.

A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the

Company have been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

61. Title of purchaser and allottee of Forfeited shares.

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.

62. Cancellation of share certificate in respect of forfeited shares.

Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

63. Forfeiture may be remitted.

In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.

64. Validity of sale

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

65. Surrender of shares.

The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.

TRANSFER AND TRANSMISSION OF SHARES

66. Execution of the instrument of shares.

(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.

(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.

67. Transfer Form.

The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.

The instrument of transfer shall be in a common form.

68. Transfer not to be registered except on production of instrument of transfer.

The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

69. Directors may refuse to register transfer.

Subject to the provisions of Section 58 and 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act, the Directors may, whether in pursuance of any power of the company under these Articles or otherwise, decline to register the transfer of, or the transmission by operation of law of the right to, any shares, or interest of a Member therein, or debentures of the Company. The Company shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

PROVIDED THAT registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

70. Notice of refusal to be given to transferor and transferee.

If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.

71. No fee on transfer.

No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.

72. Closure of Register of Members or debenture holder or other security holders

The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.

73. Custody of transfer Deeds.

The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.

74. Application for transfer of partly paid shares.

Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

75. Notice to transferee.

For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

76. Recognition of legal representative.

(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.

(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.

Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate

(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

77. Titles of Shares of deceased Member

The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Section 72 of the Act.

78. Notice of application when to be given

Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

79. Registration of persons entitled to share otherwise than by transfer (transmission clause).

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.

80. Refusal to register nominee.

Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

81. Board may require evidence of transmission.

Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

82. Company not liable for disregard of a notice prohibiting registration of transfer

The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.

83. Form of transfer Outside India.

In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.

84. No transfer to insolvent etc.

No transfer shall be made to any minor, insolvent or person of unsound mind.

NOMINATION

85. Nomination

i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Act, shall apply in respect of such nomination.

ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.

iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.

iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.

86. Transmission of Securities by nominee

A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-

(i) to be registered himself as holder of the security, as the case may be; or

(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;

(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;

(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

PROVIDED FURTHER THAT the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

DEMATERIALISATION OF SHARES

87. Dematerialisation of Securities

1) Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996.

2) Every Person subscribing to the Shares offered by the Company shall have the option to receive Share certificates or to hold the Shares with a depository. Where Person opts to hold any Share with the depository, the Company shall intimate such depository of details of allotment of the Shares to enable the depository to enter in its records the name of such Person as the beneficial owner of such Shares. Such a Person who is the beneficial owner of the Shares can at any time opt out of a depository, if permitted by the law, in respect of any Shares in the manner provided by the Depositories Act, 1996 and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares. In the case of transfer of Shares or other marketable securities where the Company has not issued any certificates and where such Shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

3) If a Person opts to hold his Shares with a depository, the Company shall intimate such depository the details of allotment of the Shares, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

4) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, deal in , hold the securities (including shares) with a depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

5) All Shares held by a depository shall be dematerialized and shall be in a fungible form.

6) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.

7) Save as otherwise provided in (6) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.

8) Every person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a depository. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by law including any form of electronic medium.

9) Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by law from time to time.

10) Nothing contained in the Act or the Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

11) The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996, containing details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by law(s) including any form of electronic media.

12) The Company shall have the power to keep in any state or country outside India a branch register resident in that state or country.

JOINT HOLDER

88. Joint Holders

Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.

89. Joint and several liabilities for all payments in respect of shares.

(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

Title of survivors.

(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;

Receipts of one sufficient.

(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and

Delivery of certificate and giving of notices to first named holders.

(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.

CONVERSION OF SHARES INTO STOCK

90. Conversion of shares into stock or reconversion.

The Company may, by ordinary resolution in General Meeting.

a) convert any fully paid-up shares into stock; and

b) re-convert any stock into fully paid-up shares of any denomination.

91. Transfer of stock.

The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

92. Rights of stock holders.

The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares , have conferred that privilege or advantage.

93. Regulations.

Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.

BORROWING POWERS

94. Power to borrow.

Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.

95. Issue of discount etc. or with special privileges.

Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

96. Securing payment or repayment of Moneys borrowed.

The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.

97. Bonds, Debentures etc. to be under the control of the Directors.

Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

98. Mortgage of uncalled Capital.

If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

99. Indemnity may be given.

Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

MEETINGS OF MEMBERS

100. Distinction between AGM & EGM.

All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.

101. Extra-Ordinary General Meeting by Board and by requisition

(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members

Proceedings at General Meeting

(b) No business shall be transacted at any general meeting unless quorum of members, as stipulated under the provisions of the Act, is present at the time when the meeting proceeds to business.

(c) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

When a Director or any two Members may call an Extra Ordinary General Meeting

(d) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

102. Length of Notice of general meeting

A general meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode. However, a general meeting may be called after giving shorter notice if consent is given in writing or by electronic mode or any such manner as may be prescribed in terms of Section 101 of the Act.by not less such number of the members entitled to vote at such meeting as may be specified in the Act and rules thereof.

Provided that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at meeting and not on others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

103. General meeting not to transact business not mentioned in notice

No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.

104. Chairperson of General Meeting

The Chairperson (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairperson of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairperson of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairperson as well, the Directors present may choose one of the Directors among themselves to preside the meeting.

105. Business confined to election of Chairperson or Vice Chairperson whilst chair is vacant.

No business, except the election of a Chairperson or Vice Chairperson, shall be discussed at any General Meeting whilst the Chair is vacant.

106. Chairperson with consent may adjourn meeting.

a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

107. Chairperson's casting vote.

In the case of an equality of votes the Chairperson shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.

108. In what case poll taken without adjournment.

Any poll duly demanded on the election of Chairperson or Vice Chairperson of the meeting or any question of adjournment shall be taken at the meeting forthwith.

109. Demand for poll not to prevent transaction of other business.

The demand for a poll except on the question of the election of the Chairperson or Vice Chairperson and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

110. Members in arrears not to vote.

No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.

111. Number of votes each member entitled.

Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.

112. Casting of votes by a member entitled to more than one vote.

On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

113. Vote of member of unsound mind and of minor

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

114. Postal Ballot

Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.

115. E-Voting

A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

116. Votes of joint members.

a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.

b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

117. Votes may be given by proxy or by representative

Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles

118. Representation of a body corporate.

A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.

119. Members paying money in advance.

(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.

Members not prohibited if share not held for any specified period.

(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.

120. Votes in respect of shares of deceased or insolvent members.

Any person entitled under Article 79 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.

121. No votes by proxy on show of hands.

No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.

122. Appointment of a Proxy.

The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

123. Form of proxy.

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

124. Validity of votes given by proxy notwithstanding death of a member.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.

125. Time for objections to votes.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

126. Chairperson of the Meeting to be the judge of validity of any vote.

Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

DIRECTORS

127. Number of Directors

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution. The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable law. Further, such appointment of such Independent Directors shall be in terms of, and subject to, the aforesaid provisions of applicable law.

Right of Highdell Investment Ltd to nominate directors

Until such time that Highdell Investment Ltd continues to hold at least ten percent (10%) of the share capital of the Company, the Highdell Investment Ltd shall have the right but not an obligation to nominate one (1) Director to the Board ("**Investor Nominee Director**"), provided that immediately following the listing of the equity shares of the Company on a recognized stock exchange, this right shall be subject to the approval of the shareholders of the Company, by way of a special resolution. The Investor Nominee Director shall be a Person whose office is not capable of being vacated by retirement or by rotation

128. Qualification shares.

A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

129. Nominee Directors.

(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the financing company or body or financing corporation or credit corporation or bank or any insurance corporation (each such financing company or body or financing corporation or credit corporation or bank or any insurance corporation is hereinafter referred to as financial institution) out of any loans granted by the financial institution to the Company or so long as the financial institution hold Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the financial institution on behalf of the Company remains outstanding, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.

(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other committee constituted by the Board.

130. Appointment of alternate Director.

The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

131. Additional Director

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.

132. Directors power to fill casual vacancies.

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

133. Remuneration of Directors and Sitting Fees.

a) The Company shall pay such remuneration to its non-executive Directors from to time by way of commission or otherwise. All remuneration / compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in the General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

b) Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or committees thereof.

134. Travelling expenses Incurred by Director on Company's business.

The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.

PROCEEDINGS OF THE BOARD OF DIRECTORS

135. Meetings of Directors.

(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.

(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(c) The Board of Directors shall be entitled to hold its meeting through video conferencing or other permitted means. The meetings of the Board conducted through video conferencing or such other permitted means, the procedures and the precautions as laid down in the relevant Act and the rules thereof shall be adhered to.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Subject to applicable law, any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

(e) **Notice of the Board Meeting**: Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual email address or address whether in India or abroad, provided that a meeting may be convened on shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

136. Quorum

No business shall be transacted at any Board meeting unless quorum of Directors, as stipulated under the provisions of the Act, is present at the time when the meeting proceeds to business

137. Chairperson and Vice Chairperson

a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairperson of the Board and determine the period for which he is to hold office. The chairperson shall preside at all meetings of the Board and the general meeting of the Company. The chairperson shall have a casting vote in the event of a tie.

b) If at any meeting of the Board, the Chairperson is not present within fifteen minutes after the time appointed for holding the same or is unwilling to act as chairperson, the Vice Chairperson shall preside at the meeting and in the absence of the Vice Chairperson as well, the Directors present may appoint any one of the Directors among themselves as the chairperson.

c) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairperson as well as the Managing Director or Chief Executive Officer at the same time.

138. Questions at Board meeting how decided.

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson or the Vice Chairperson, as the case may be, will have a second or casting vote.

139. Continuing directors may act notwithstanding any vacancy in the Board

The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

140. Directors may appoint committee.

(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations.

(b) Subject to the provisions of the Act, the Board may delegate any of their powers to a committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

141. Committee Meetings how to be governed.

The Meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

142. Chairperson of Committee Meetings

a) A committee may elect a Chairperson of its meetings.

b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

143. Meetings of the Committee

a) A committee may meet and adjourn as it thinks fit.

b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

144. Acts of Board or Committee shall be valid notwithstanding defect in appointment.

Subject to the provisions of the Act, all acts done by any meeting of the Board or by a committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

145. Power to fill casual vacancy

Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

POWERS OF THE BOARD

146. Powers of the Board

The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

147. Certain powers of the Board

Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say:

To acquire any property, rights etc.

(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.

To erect & construct.

(2) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.

To take on Lease.

(3) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.

To pay for property.

(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To insure properties of the Company.

(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any

portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

To open Bank accounts.

(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.

To secure contracts by way of mortgage.

(7) To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.

To accept surrender of shares.

(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.

To appoint trustees for the Company.

(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

To conduct legal proceedings.

(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or foreign law and either in India or abroad and observe and perform or challenge any award thereon.

Bankruptcy & Insolvency

(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.

To issue receipts & give discharge.

(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.

To invest and deal with money of the Company.

(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

To give Security by way of indemnity.

(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;

To determine signing powers.

(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.

Commission or share in profits.

(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.

Bonus etc. to employees.

(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.

Transfer to Reserve Funds.

(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.

To appoint and remove officers and other employees.

(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such

manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.

To appoint Attorneys.

(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

To enter into contracts.

(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

To make rules.

(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.

To effect contracts etc.

(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.

To apply & obtain concessions licenses etc.

(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company’s constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company’s interests.

To pay commissions or interest.

(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.

To redeem preference shares.

(26) To redeem preference shares.

To assist charitable or benevolent institutions.

(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.

(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.

(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.

(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.

(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.

(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.

(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.

(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.

(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.

(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.

(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

MANAGING AND WHOLE-TIME DIRECTORS

148. Powers to appoint Managing/ Wholetime Directors.

a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company (which shall be subject to approval by the shareholders of the company), and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

149. Remuneration of Managing or Wholetime Director.

The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

150. Powers and duties of Managing Director or Whole-time Director.

(1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.

(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.

(3) The Company’s General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.

(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and

transaction of the affairs of the Company in any specified locality in such manner as they may think fit.

(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

151. Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer

a) Subject to the provisions of the Act,—

i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

152. The seal, its custody and use.

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.

(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.

153. Deeds how executed.

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividend and Reserves

154. Division of profits.

(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

155. The company in General Meeting may declare Dividends.

The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

156. Transfer to reserves

a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

157. Interim Dividend.

Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

158. Debts may be deducted.

The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

159. Capital paid up in advance not to earn dividend.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.

160. Dividends in proportion to amount paid-up.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.

161. Retention of dividends until completion of transfer under Articles.

The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.

162. No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.

No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

163. Effect of transfer of shares.

A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.

164. Dividend to joint holders.

Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.

165. Dividends how remitted.

a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

166. Notice of dividend.

Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

167. No interest on Dividends.

No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.

168. Unpaid or unclaimed dividend

a) The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. If the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".

b) Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund".

Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

CAPITALIZATION

169. Capitalization.

(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

170. Fractional Certificates.

(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and

(b) generally to do all acts and things required to give effect thereto.

(2) The Board shall have full power -

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on all such members.

(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.

171. Inspection of Minutes Books of General Meetings.

(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in

General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.

(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.

172. Inspection of Accounts

a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

FOREIGN REGISTER

173. Foreign Register.

The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.

DOCUMENTS AND SERVICE OF NOTICES

174. Signing of documents & notices to be served or given.

Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.

175. Authentication of documents and proceedings.

Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.

WINDING UP

176. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

177. Directors' and others right to indemnity.

Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.

178. Not responsible for acts of others

Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

GENERAL POWER

179. Wherever in the Act, it has been provided that the Company shall have a right, privilege or authority, or that the Company can carry out any transactions only if the Company is so authorised by its articles, then and in that case, this regulation hereto authorises and empowers the Company to have such rights, privileges or authority, and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

SECRECY

180. Secrecy

(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

Access to property information etc.

(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

PART B

1. Subject to as hereinafter otherwise provided, the Regulation contained in Table “F” in the schedule of the Companies Act, 2013 shall apply to the company so far as they are applicable to Public Company, except so far as they have been impliedly or modified by what is contained in the Articles thereinafter mentioned as altered or amended from time to time.

INTERPRETATION

2. In the interpretation of these Articles, the following expression shall have the following meaning unless repugnant to the subject or context.

I. "**The Company**" or "**This Company**" means **BIBA FASHION LIMITED**.

II. "**The Act'** means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

"Affiliate" of a Person ('Subject Person') means (i) in the case of any Subject Person other than a natural person, any other Person that, either directly or indirectly through one or more intermediate Persons, controls, is controlled by or is under common control with such Subject Person; (ii) in the case of any Subject Person that is a natural Person, any other Person that is controlled by the Subject Person and any other Person who is a parent, spouse or children of such Subject Person. For purposes of this definition, 'control' means possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of any entity, whether through the ownership of voting securities, by contract or otherwise. Provided however, that Mr. Sanjay Bindra, his spouse and children shall be excluded for the purpose of determining Affiliates of the Promoters under these Articles.

"**Articles of Association**" or "**Articles"** means the Articles of Association of the Company;

"**Beneficial Owner**" means a person or persons whose name is recorded as such with a Depository;

“Board" or **'Board of Directors**" means the Board of Directors of the Company, as constituted under these Articles from time to time and in accordance with the provision of the Act;

“**Board Meeting**" means the meetings of the Board as convened and held under these Articles and in accordance with the provision of the Act;

"Business" means the business of the as set out in the main objects of Memorandum of Association of the Company;

"**Business Plan”** shall have the meaning set out in Article 121;

“Business Day” means a day (other than a Saturday or Sunday or an official public holiday) on which commercial banks are open for business in New Delhi, Haryana, Mumbai, Mauritius and New York;

"**Completion Date**" means September 20, 2013;

"**Deed of Accession”** means the deed of accession in such form and manner as agreed to between the Investors, Promoters and the Company in writing (more particularly set out in Schedule 2 to the Shareholders Agreement);

“Depository” means a Company formed and registered under the Companies Act, 1956/ 2013 and which has been granted a certificate of registration to act as a depository under the Securities & Exchange Board of India Act, 1992;

“Dilution Instruments” means any and all classes of equity shares, or any rights, options, warrants, or instruments (including debt instruments) issued after the Completion Date, which are convertible into or entitle the holder to acquire or receive any Equity Shares of the Company or any options to purchase rights to subscribe for securities by their terms convertible into or exchangeable for Equity Shares;

"**Director”** means a Director on the Board of the Company, whose appointment and tenure is in accordance with applicable Law and these Articles;

“Encumbrance” means any security interest of whatsoever nature including, (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under applicable Law; (ii) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any Person; and (iii) any adverse claim as to title, possession or use;

“Equity Shares” means the equity shares in the Share Capital of the Company having a face value of INR 10 each;

"**Exit Period**" means a period of 5 (five) years from the Completion Date;

“**Extraordinary General Meeting**” means an extraordinary general meeting of the Company convened and held in accordance with the Act;

“**General Meeting**” means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

"**Financial Investor”** means any of the following: a private equity fund, a mutual fund, a venture capital fund, a pension fund, a bank, a foreign institutional investor registered with the SEBI or any other financial institution and/or its Affiliate(s); provided such Person does not have any investment in a 'competitor' (as defined under the Shareholders Agreement) which entitles it to nominate any person as a director on the board of directors of such 'competitor' (as defined under the Shareholders Agreement);

“Financial Year” means an accounting period starting from April 1 of any year and ending on March 31 of the subsequent year;

“INR” or **“Rs.”** or **“Rupees”** means the lawful currency of the Republic of India;

“Investors" means collectively the Investor-1 and Investor-2;

“Investor-1” means Highdell Investment Ltd, a Company established under the laws of Mauritius, having its registered office at C/o Warburg Pincus Asia Ltd, 8th Floor Newton Tower, Sir William Newton Street, Port Louis, Mauritius, or such other address as may be decided by Investor 1 from time to time;

“Investor-2” means Faering Capital India Evolving Fund, whose appointed trustee is Faering Capital Trustee Company Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 1004, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai City- 400018 Maharashtra or such other address as may be changed from time to time, being represented by its investment manager, Faering Capital Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 1004, Ceejay House, Dr. Annie Besant Road, Worli Mumbai - 400018, Maharashtra; or such other address as may be changed from time to time;

“Investor-1 Director” shall have the meaning set out in Article 95(a);

“Investor-1 Threshold Shares” means Equity Shares acquired by Investor-1 in terms of the share purchase and subscription agreement dated September 14, 2013 executed between the Company, Investors, Promoters and Future Lifestyle Fashions Limited, duly adjusted for bonus issue, rights issue, stock split, combination, reorganization, recapitalization, reclassification, consolidation or merger;

“Investor-2 Threshold Shares” means Equity Shares acquired/ subscribed by Investor-2 in terms of the share purchase and subscription agreement dated September 14, 2013 executed between the Company, Investors, Promoters and Future Lifestyle Fashions Limited, duly adjusted for bonus issue, rights issue, stock split, combination, reorganization, recapitalization, reclassification, consolidation or merger;

“Independent Banker” means a merchant banker of good standing and repute to be appointed by the Promoters or the Company, as the case may be, with prior written consent of Investor-1 for the purposes of a Qualified IPO in accordance with these Articles;

“Law” refers to all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any authority, tribunal, board, court or recognized stock exchange in force;

“Memorandum of Association” or **“Memorandum”** means the Memorandum of Association of the Company;

“Person” shall mean an individual, an association, a corporation, a partnership, a joint venture, a venture capital fund, a trust, an unincorporated organization, a joint stock company or other entity or organization, including a government or political sub-division, or any agency or instrumentality thereof and/ or any other legal entity;

“Promoters” means Mrs. Meena Bindra, Mr. Siddharath Bindra, Mrs. Shradha Bindra and the Promoter Companies;

“Promoter Companies” means (i) Dhanvan Impex LLP (*formerly known as Dhanvan Impex Pvt Ltd.)*, a LLP established under the laws of India, having its registered office at Bindra Farm, F-4, Ansal Villa, Near CKSM Public School, Satbari, New Delhi- 110030; and (ii) Kaveri Tradex Pvt Ltd, a company established under the laws of India, having its registered office at Bindra Farm, F-4, Ansal Villa, Near CKSM Public School, Satbari, New Delhi- 110030;

"**Promoters Free Shares**" are collectively: (a) 23,932 Equity Shares held by the Promoters, duly adjusted for bonus issue, rights issue, stock split, combination, reorganization, recapitalization. reclassification, consolidation or merger; and (b) 23,932 Equity Shares held by Mrs. Meena Bindra, duly adjusted for bonus issue, rights issue, stock split, combination, reorganization, recapitalization, reclassification, consolidation or merger;

"**Promoters Locked Shares**” means all the Equity Shares beneficially owned by the Promoters (the depository being the registered owner) other than the Promoters Free Shares;

"**Promoter Directors**" shall have the meaning set out in Article 95(b);

“Qualified IPO” means an initial public offering conducted by the Company in accordance with these Articles offering liquidity for the Equity Shares and consequent listing of the Equity Shares or other securities of the Company in stock exchanges, domestic or overseas;

“Related Party” means any Person considered a related party of the Company pursuant to the Accounting Standards or the Act;

“Relevant Market” means the BSE Limited or the National Stock Exchange or any other domestic or international exchange as may be mutually agreed between the Promoters and Investor-1;

“Reserved Matters” shall have the meaning set out in Article 117;

"**SEBI”** means the Securities and Exchange Board of India;

"**Shares**" means the Equity Shares or any instrument capable of being converted to Equity Shares as issued by the Company from time to time;

"**Share Capital**" means the total subscribed and paid up equity share capital of the Company;

"**Shareholders"** means such Persons who are holding Shares in the Company at any given time;

"**Shareholders Agreement'** means the shareholders agreement dated September 14, 2013, together with the schedules thereto entered into between the Company, Promoters and the Investors;

“**Shareholders Meeting**" shall have the meaning set out in Article 78;

"Statutory Auditor” means the statutory auditor of the Company jointly appointed by the Promoters and the Investors under provisions of the Act;

“Subsidiaries” shall have the meaning assigned to it in the Act, and in the context of these Articles will mean the 'Subsidiaries' of the Company, from time to time and for the avoidance of doubt, will include IMA Clothing Private Limited, BIBA Apparels Trading LLC, incorporated in Dubai.;

“Transaction Documents" means the Shareholders Agreement, the share purchase and subscription agreement dated September 14, 2013 executed between the Company, Investors, Promoters and Future Lifestyle Fashions Limited and any other document that have been executed by the Investors, the Company and the Promoters pursuant to the said agreements or for completing the transactions contemplated in the aforesaid agreements.;

"Transfer" means to, directly or indirectly, cede or transfer in any form whatsoever, and shall include, but not be limited to, to sell, gift, give, assign, transfer, transfer any interest in trust, mortgage, alienate, hypothecate, pledge, encumber, grant a security interest in amalgamate, merge or suffer to exist (whether by operation of law or otherwise) any Encumbrance on any Shares or the Business or any right, title or interest therein or any right, title or instrument convertible into Equity Shares or otherwise dispose of in any manner whatsoever voluntarily or involuntarily including, without limitation, any attachment or assignment for the benefit of creditors against the Company or appointment of a custodian, liquidator or receiver of any of its properties, business or undertaking, but shall not include transfer by way of testamentary or intestate succession.

III. The Managing Director" means the Managing Director or Managing Directors of the Company for the time being.

IV. "Month" means calendar month.

V. “Dividend” includes Bonus.

VI. “These Presents” means the Memorandum of Association and these Articles of Association as originally framed or the regulation of the company for the time being in force.

VII. “In Writing" or “Written" shall include printing, lithography and may other mode or modes of representing or reproducing words in visible form.

VIII. The words imparting singular number shall include the plural number, and vice versa,

IX. The words imparting "person" shall include corporation.

X. “The Office” means the Registered Office of the Company for the time being.

XI. The word “Debenture" includes debenture stock.

XII. Subject as aforesaid and except where the subject or context otherwise requires words or expression contained in these regulations shall bear the same meaning as in the Act, as in force at date on which these regulations become binding on the company.

3. The Company is a Public Company within the meaning of Section 2(71) of the Act and shall accordingly have a minimum paid-up share capital, as may be prescribed.

SHAREHOLDERS AGREEMENT

4. Whether or not these Articles fully incorporate the provisions of the Shareholders Agreement, or any of them, the rights and obligations of the Promoters, Investors and the Company with respect to each other and their respective Affiliates shall be governed by the Shareholders Agreement, the terms and conditions of which shall prevail in the event of any ambiguity or inconsistency, with respect to such rights and obligations, between the Shareholders Agreement and the Articles, the provisions of the Companies Act, and/or any other document in existence as between them as related to the subject matter of the Shareholders Agreement, and the Promoters, Investors and the Company will promptly take all such steps as are reasonable and within their power, to procure and effect any amendments or alterations to the Articles as may be necessary to resolve such conflict or inconsistency and to carry out the terms and conditions of the Shareholders Agreement in letter and spirit, as legally permissible.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. (a) The Authorized Share Capital of the Company shall be such as mentioned in Clause V of the Memorandum of Association of the Company.

(b) The Paid up Capital of the Company shall be as per the Act including amendments thereof from time to time.

6. The shares of the Company shall be under the control and discretion of the Board of Directors who may issue, allot or divide the shares into several classes and the members shall not transfer their shares except in accordance with these Articles.

7. Subject to the provisions of Section 55 of the Act and subject to the provisions of these Articles (including Article 117), preference shares may be issued on their terms that they are or at the option of the Company, are liable to be redeemed on such terms and in such manner as the Company, before the issue of the shares may determine. The terms and conditions of issue of redeemable preference shares shall be as under:

(a) The said preference shares shall confer on the holders thereof of the rights in the first instance, out of the net profits of the Company which it shall determine to distribute as dividends, at prescribed percentage on the capital for the time being paid-up thereof and shall have preference in the repayment as to the capital of the Company upon winding up thereof.

(i) The holders of the said preference shares shall not have any voting rights by show of hands or by poll at any General Meeting even if the dividends are not paid on the shares for any number of years except otherwise provided in the Act.

(ii) The said preference shares shall redeemed at par.

(iii) Upon winding up of the company the said preference shares shall be redeemed first as mentioned above and shall not confer any further rights to participate in the profits or the assets of the Company.

8. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares, rematerialize its shares and/or to offer shares for subscription in a dematerialized form pursuant to the Depositories Act, 1996.

(a) Every person subscribing to shares offered by the Company shall have the option to receive share certificates or to hold the shares with a Depository. Such a person who is the Beneficial Owner of the shares can at any time opt out of a Depository, if permitted by the law, in respect of any share in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of shares;

(b) If a person opts to hold his shares with a Depository, the Company shall intimate such Depository the details of allotment of the shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the shares;

(c) All shares held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the shares held by it on behalf of the Beneficial Owners;

(d) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of shares on behalf of the Beneficial Owner.

(ii) Save as otherwise provided at (i) above, the Depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of the shares held by it.

(iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of shares shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his shares which are held by a Depository.

(e) Notwithstanding anything contained in the Act or these Articles to the contrary, where the shares are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivering of floppies or discs.

(f) Notwithstanding anything contained in the Act or these Articles, where shares are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such shares.

(g) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for shares issued by the Company shall apply to shares held with a Depository.

(h) The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and shareholders for the purposes of these Articles.

10. Each of the Promoters appoint, nominate, authorise and empower Mr. Siddharath Bindra to do all such acts, deeds and things and take all such decisions on their respective behalves as may be required under these Articles for satisfaction and fulfilment of the duties, responsibilities and obligations of each of the Promoters under these Articles, and all such acts, deeds or things as may be done or decisions as may be taken by Mr. Siddharath Bindra for and on behalf of each of the Promoters will be deemed to have been done or decided by such Promoter and will be binding on each such Promoter. Each of the Promoters also nominate, appoint and authorise Mr. Siddharath Bindra to receive all communications and notices made pursuant to the Transaction Documents, and to make all communications and notices as Mr. Siddharath Bindra may deem fit, on their respective behalves.

11. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

PREEMPTION RIGHTS

13. In the event that the Company issues any Dilution Instrument at any time, then each Investor and the Promoters will be entitled to participate in such issue pro-rata to its shareholding in the Company, on the terms on which the Company proposes to issue the Dilution Instruments to any other Person. The Company will not issue any Dilution Instrument in contravention of the provisions of these Articles (contained under Article 13 to Article 21). For the avoidance of doubt nothing contained herein will restrict the Company's ability to implement any such issue, subject to Article 14 below, once it has given the Investors an opportunity to participate in such issue and for any reason the Investors are unable to do so.

14. The Promoters and the Company will ensure that each Investor is proportionately entitled to all issues of Equity Shares or other securities as a result of any bonus issue or any capital of other restructuring or consolidation or reduction in capital by the Company to maintain its existing percentage of holding of Shares (calculated on an as converted basis).

15. The right of pre-emption will not apply pursuant to an approved employee stock option plan, stock purchase plan, or similar benefit program or agreement, where the primary purpose is not to raise additional equity capital for the Company. A pool of options representing 5% of the total issued and paid up share capital of the Company (including the existing 200 ESOPs issued to the employees) will be created at any time the Board may approve for the benefit of the employees of the Company. In such an event the Shareholders of the Company will be diluted proportionately.

16. The right of pre-emption will not apply in issuances which are as direct consideration for the acquisition by the Company of another business entity or the merger of any business entity with or into the Company.

17. Subject to Article 21, any renunciation of rights by any Investor must be offered to the other existing Shareholders in the ratio of their respective shareholding in the Company, at the time of such renunciation. Provided however, for the removal of doubts, that a renunciation of rights by any of the Promoters will first be offered to the other Promoters before, and any such rights can be accepted by any one or more of the Promoters (or their 100% owned and controlled Affiliates) without regard to the proportion of inter se shareholding of the Promoters in the Company. Further, if any of the Shareholders do not subscribe to their entire pro rata entitlement in any new issue of Shares by the Company, then the Promoters shall have the right, but not the obligation, to subscribe to such unsubscribed portion.

18. If the Company proposes to issue Dilution Instruments, it will give the Investors a written notice of its intention, describing the Dilution Instruments, the price for the Dilution Instruments, and their general terms of issuance, and specifying each of the Investor's pro-rata share of such issuance (the 'Issue Notice').

19. Each of the Investors will have 15 (fifteen) days after any such notice is delivered to such Investor to give the Company a written notice that it agrees to purchase part or all of its pro-rata share of the Dilution Instruments for the price and on the terms specified in the Issue Notice ('Subscription Notice'). The terms of the Dilution Instruments being offered to the Investors in the Issue Notice will not be any less favourable than the terms as being offered to any other Person.

20. In the event an Investor agrees to purchase any or part of its pro-rate share of Dilution instruments within the time specified in Article 19 above, then within 60 days after the receipt of the Subscription Notice :

    (i) Such Investor will subscribe for the number of its pro-rata Dilution instruments specified in the Subscription Notice;

    (ii) Such Investor will pay the relevant consideration to the Company or relevant registrar;

    (iii) The Company will register in its share register and in the name of such Investor the number of Dilution Instruments for which such Investor has subscribed;

    (iv) The Company will issue new certificates to such Investor representing the number of Dilution Instruments to which such investor has subscribed;

    (v) The Dilution Instruments being subscribed to by such Investor will, subject to applicable Laws, have all rights attached to such Investor's Shares.

21. For the removal of doubts, the Investors will be entitled to assign in whole or in part the right to subscribe to the Dilution Instruments to their respective Affiliates, provided that at the time of issuance of Dilution Instruments, such Affiliate will have executed a Deed of Accession agreeing to be bound by the terms of these Articles.

GENERAL AUTHORITY

22. Subject to Article 117, where in the said Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case these regulations hereby authorize and empower the Company to have such right, privilege or there being any specific regulation in that behalf herein provided. As an illustration of such rights, privileges, authorities and transaction, the following are set out with the relevant section:

Section 40(6)	pay commission on issue of shares and debentures.
Section 55	to issue Redeemable Preference Shares
Section 50	to accept unpaid share capital although not called up
Section 61	to alter the share capital of the Company
Section 66	to reduce the share capital of the Company
Section 48	to alter right of holders as special class of shares
Section 161	to authorize the Board to appoint alternate Directors etc.

Section 51 to pay dividend in proportion to amount paid-up

SHARE CERTIFICATE

23. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided. Further, the share certificate shall be issued for all his shares with payment as may be decided by the Board of Directors.

(ii) Every certificate shall specify the shares to which it relates and the amount paid up thereon and shall be signed by two Directors or by a Director and the Company Secretary.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

24. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (23) and (24) shall mutatis mutandis apply to debentures of the Company.

LIEN

25. The Company shall have a first and paramount lien upon all shares (not being fully paid) registered in the name of any member, either alone or jointly with any other person and upon the proceeds of sale thereof, for the debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company, whether solely or jointly with any other person to or with the have actually arrived or not and such lien shall extend to all dividends from time to time, provided that the Board of Directors may at any time, declare shares to be exempt wholly or partly from the provisions of these Articles.

26. The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale be made unless such amount in respect of which the lien exists is presently payable, and not until the expiration of fourteen day after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien as is presently payable, has been given to the registered holders for the time being of the shares or the person entitled by reason of the death or insolvency.

27. (i) To give effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

28. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

29. (i) The Directors may, from time to time by resolution passed at a meeting of the Directors and not by a circular resolution, make such calls as they think fit, upon the members in respect of all members unpaid on the shares held by them respectively (whether on account of nominal value of the shares or by way of premium) and not, by the conditions of allotment thereof, made payable at fixed times and such member

shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

30. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

31. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii)The Board shall be at liberty to waive payment of any such interest wholly or in part.

32. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

33. The Board –

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in General Meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

34. The Investors or the Promoters will not Transfer their Shares or any legal or beneficial interest in them except in the manner given in these Articles. This will be subject to any agreement in writing between the Investors, the Promoters and the Company made henceforth.

35. Any agreement to Transfer any Share or security of the Company which is not in compliance with these Articles or is not in accordance with any other written agreement between the Investors, the Promoters and the Company will be null and void. The Company will not recognize, register or record such a transfer in its books and shall not recognize any equitable claim or interest in such securities if transferred in violation of the terms set out in these Articles.

36. In the event of any Transfer of Shares in accordance with the terms of these Articles, the Company will duly register without delay, demur or protest any such transfer in favour of the transferee of the Shares in the Company's register of members.

37. Each of the Investors and/ or the Promoters (a "**Transferring Shareholder**") will be entitled at any time to sell all or any of the Equity Shares held by them to any of their respective Affiliate(e) with the prior written intimation of at least 7 (seven) Business Days to the non transferring Investors and/ or the Promoters (as the case may be) ("**Non-transferring Shareholder"**) and provided further that it will be a condition of transfer to any Affiliate that such Affiliate agrees in writing that upon ceasing to be an Affiliate it will transfer the Equity Shares to the Transferring Shareholder (to whom it was an Affiliate). Any Affiliate by

giving at least 7 (seven) Business Days' notice, shall be entitled at any time, to sell all or any Equity Shares held by it to the Transferring Shareholder (of which it is an Affiliate) or to another Affiliate of the Transferring Shareholder (of which it is an Affiliate). The Transferring Shareholder so selling their Equity Shares, will continue to be bound by the terms hereof and will undertake that its Affiliate will agree in writing to be obligated to adhere to all provisions of these Articles before such sale shall be deemed to be effective. The Affiliate will be required to execute a Deed of Accession. Provided however the Promoters shall be entitled to Transfer their Shares pursuant to this Article 37 only as follows: (a) *inter se* amongst the Promoters; and (b) to Affiliates of Promoters who are 100% owned and controlled by the individual Promoters.

38. The Promoters shall not Transfer the Promoters Locked Shares in the Company till the time (i) Investor -1 holds at least 5% of the Share Capital of the Company; or (ii) Investor-2 holds at least 2% of the Share Capital of the Company (**'Promoters Lock-in'**). Further, till the time Investor-1 holds at least 5% of the Share Capital of the Company or Investor-2 holds at least 2% of the Share Capital of the Company, (a) the individual Promoters control and will continue to control the Company and those of their Affiliates (which are body corporates) who hold Equity Shares; and (b) no equity securities shall be issued by any Affiliates of the Promoters who hold Shares to any third party.

39. The Promoters will not Transfer the Promoters Free Shares in the Company for a period of one (1) year from the Completion Date. After expiry of one (1) year from the Completion Date, the Promoters may sell or Transfer all or some of the Promoters Free Shares in the Company to a third party, provided that: (a) such third party does not have a criminal background and is not a member of any political party (**'Proposed Transferee'**); (b) such Transfer is at a price per Equity Share determined based on an equity valuation of the Company which is not less than INR 10,510,000,000 (Indian Rupees Ten Billion Five Hundred and Ten Million); (c) if the Promoters Free Shares transferred to such Proposed Transferee represent less than 5% of the Share Capital, such Proposed Transferee will be entitled to only such rights as are available to an ordinary shareholder under the Act. If the Promoters Free Shares transferred to such Proposed Transferee represent equal to or more than 5% of the Share Capital, such Proposed Transferee will be entitled to rights which are no more favourable than those available to Investor-2 under these Articles. Further, the following procedure will apply to any Transfer or sale of Shares held by the Promoters:

39.1 In the event the Promoters enter into an agreement to Transfer some or all the Shares to a Proposed Transferee, then each of the Investors (hereinafter the **'Tag-Along Party'**) will have the right, but not the obligation, to participate in such sale by offering such number of its Shares as are in proportion to the Shares being proposed to be sold by the Promoters (**`Transferring Party'**), to the Proposed Transferee (the **'Tag-Along Right'**). The Transferring Party will not consummate a sale of its Shares to Proposed Transferee as contemplated hereinabove unless:

(a) the terms of such sale to the Proposed Transferee will include an offer by the Proposed Transferee to purchase on a proportionate basis the Shares held by the Tag-Along Party at the same price and on the same payment terms offered to the Transferring Party; and

(b) the third party Proposed Transferee will purchase from the Tag-Along Party such number of Shares held by it as are in proportion to the Shares being sold by the Transferring Party.

39.2 At the time the Transferring Party proposes to Transfer Shares under Article 39.1 (a 'Tag-Along Sale'), the Transferring Party will notify, or cause to be notified, the Tag-Along Party in writing of such proposed Transfer. Such notice will set forth:

(i) the name and address of the Proposed Transferee and the number of Shares proposed to be transferred by the Transferring Party;

(ii) the proposed amount and form of consideration and terms and conditions of payment offered by the Proposed Transferee (the 'Third Party Terms');

(iii) confirmation that the third party has been informed of the Tag-Along Right and has agreed to, purchase Shares of the Tag-Along Party in accordance with the terms of Article 39.1; and

(iv) a representation that no consideration, tangible or intangible, is being provided to the Transferring Party that will not be reflected in the price paid to the Tag-Along Party on exercise of its tag-along rights hereunder.

39.3 If the Tag-Along Party wishes to exercise its Tag-Along Right and sell its proportionate Shares in accordance with Article 39.1 above, it shall, within 15 (fifteen) days after the date of receipt of the Tag-Along Sale notice, notify the Transferring Party of the same, in writing.

39.4 In the event that the Promoters wish to effect any Transfer of their Shares where either (a) the Shares represented in such Transfer are any of the Promoters Locked Shares or (b) such Transfer results in a change in control of the Company, then, at the option of the Tag-Along Party, such Proposed Transferee shall be required to acquire all the Shares held by the Tag-Along Party as a condition precedent to acquiring any Shares held by the Promoters.

39.5 The consummation of the sale of the Shares held by the Transferring Party to the third party in a Tag-Along Sale will occur simultaneously with (and be conditioned upon) the consummation of the sale of the Shares held by the Tag-Along Party to the Proposed Transferee in accordance with Article 39.1 and the same will nonetheless occur within a period of 30 (thirty) days from the Tag-Along Party notifying the Transferring Party of its intention to exercise its Tag-Along Rights. Should approval of a governmental authority be required for a sale and/ or Transfer of the Shares, the transferor or the transferee (or the Company) or all together, as the case may be, shall immediately make or have made an application and shall take in good faith such reasonable action as may be necessary or desirable to obtain such approval and in such event the consummation of the Tag-Along Sale shall, unless otherwise agreed to between the Parties take place within a period of 30 (thirty) days from the receipt of such governmental approval. Notwithstanding anything to the contrary contained in this Article 39, the Investors shall not be entitled to any Tag-Along Right for any Transfer by Promoters of up to 50% of the Promoters Free Shares.

40. Subject to Article 41 below, the Investors will be entitled to Transfer any of their Shares (whether acquired and/or subscribed at the time of Completion Date or thereafter) along with the rights and benefits in terms of these Articles to any transferee without any restrictions whatsoever.

41. Each investor may sell or Transfer all or some of its Shares in the Company to a third party, provided that:

(i) at any point only one party will have rights of such Investor under these Articles;

(ii) the transferee is not a 'competitor' as defined under the Shareholders Agreement). The restriction contained in this Article 41(ii) will not apply to any Transfer of Shares by an Investor after a Qualified IPO by the Company.

42. Notwithstanding any other provision of these Articles, no new Shareholder will be offered rights better than the ones being offered to the Investors under these Articles unless the Investors have provided their written consent to the same. For the removal of doubts, this means that a new Shareholder shall not be offered rights better than the rights being offered to the Investor-1 under these Articles unless the Investor-1 has provided its written consent to the same, and a new shareholder with less than or equal to the number of Investor-2 Threshold Shares will not be offered rights better than the ones being offered to the Investor-2 under these Articles unless the Investor-2 has provided its written consent to the same.

43. (i) With respect to all the Equity Shares held by Investor-1 which are in excess of 24.5% of the Share Capital ("**Excess Shares**"), the following provisions shall apply:

(a) Investor-1 will abstain from casting any votes on such Excess Shares at any Shareholders Meetings without the prior written consent of the Promoters;

(b) The Promoters will be entitled to exercise all voting rights in respect of the Excess Shares and appoint any proxy to represent them at all or any Shareholder Meetings with full authority to vote on the Excess Shares at such meetings in such manner as the Promoters deem fit;

(c) In the event of any breach of this Article 43 by Investor-1, the Promoters will have a right to purchase the Excess Shares at the higher of (a) price per Equity Share arrived at on the basis of a multiple of 12 times EBIDTA of the Company based on the audited financial statements of the Company relating to the Financial Year immediately preceding the Financial Year in which such determination is required to be made; and (b) price per Equity Share arrived at on the basis of an equity valuation of the Company of Rs. 12,000,000,000 (Rupees Twelve Billion). The term "EBIDTA" shall mean Earnings before Interest, Depreciation, Tax and Amortisation:

(ii) To give effect to the provisions of this Article 43, Investor-1 has, on the Completion Date, issued a power of attorney in a mutually agreed form between the Promoters and Investor-1 ("Power of Attorney").

(iii) The provisions of this Article 43 are intended only to limit Investor-1's voting rights with respect to Excess Shares and will not, in any manner, limit or Encumber any economic rights or interest Investor-1 has in the Excess Shares or its rights to Transfer such Excess Shares (subject to the transferee agreeing to bound by this Article 43 if the transferee's shareholding in the Company is in excess of 24.5% of the Share Capital of the Company at that time). For the avoidance of doubt, Investor-1 will be entitled to receive: (i) all dividends, distributions and other accretions which may be offered on such Excess Shares; and (ii) all consideration payable against any Transfer of such Excess Shares.

(iv) If the shareholding of the Investor-1 (including the Excess Shares) is reduced to 24.5% or a lower percentage of the Share Capital for any reason whatsoever, the provisions of this Article 43 will automatically terminate and cease to have any further effect. Further, the Power of Attorney issued by the Investor-1 will stand revoked without any further act or deed. If the Investor-1's shareholding is subsequently increased to beyond 24.5% of the Share Capital for any reason, the provisions of this Article 43 shall become applicable to Investor-1 again.

WARRANTS

44. Subject to the provisions of the Act and these Articles (including Article 118), the Board may issue share warrants to any Shareholder of the Company convertible into Equity Shares of the Company and transferable upon such terms and conditions as it may deem fit.

TRANSMISSION OF SHARES

45. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

46. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either --

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

47. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

48. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the

Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

49. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

50. The notice aforesaid shall --

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

51. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

52. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

53. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

54. (i) A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment, sale or disposal of the share.

55. The provisions of these articles as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

56. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

57. Subject to the provisions of section 61, the company may, by ordinary resolution, --

a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

58. Where shares are converted into stock, --

a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

59. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law, --

a) its share capital;
b) any capital redemption reserve account; or
c) any share premium account.

BUY-BACK OF SHARES

60. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

EXIT RIGHT - QUALIFIED IPO

61. The Company will, and the Promoters undertake to cause the Company to, conduct the Qualified IPO, and to list the Equity Shares on a Relevant Market, prior to the expiry of the Exit Period (‘QIPO Due Date'), or such other period agreed to in writing by the Investors and the Promoters.

62. The Company will engage an Independent Banker to provide its advise and assessment on the achievability of the public listing of the Equity Shares of the Company, including such Independent Banker's opinion on the size, price, timing of such public offer, the choice of the Relevant Market in which the Equity Shares to be listed, the proportion of primary and secondary Equity Shares to be offered in such a Qualified IPO ('**Banker Recommendation**'). The Independent Banker will provide its recommendations within 30 (thirty) days from the date of its appointment.

63. Based on the recommendations of the Independent Banker, the Promoters and the Investor-1 will mutually determine whether to proceed with the Qualified IPO within 15 days from the receipt of the Banker Recommendation. In the event the Promoters and the Investor-1 decide not to proceed with the Qualified IPO, then that will not preclude them from calling for another Qualified IPO as and when they mutually find it feasible to do so.

64. In the event the Promoters and the Investor-1 mutually decide to proceed with the Qualified IPO based on the Banker Recommendation, then the Company and the Independent Banker will execute an appointment

mandate in favour of the Independent Banker for implementing the Qualified IPO by no later than 15 days from the receipt of the Banker Recommendation (‘QIPO Mandate’).

65. The Qualified IPO will be conducted based on the QIPO Mandate, which will lay down the terms of the Qualified IPO, including the size, price, timing of such public offer and the Relevant Market. The Qualified IPO will be conducted and the Equity Shares listed on a Relevant Market before the QIPO Due Date.

66. The Qualified IPO undertaken by the Company under these Articles will be through an offer for sale, or a combination of a new issue and an offer for sale, of Equity Shares.

67. For conducting the Qualified IPO, the Shareholders will cause that the Company takes necessary steps to ensure that the total offer of Equity Shares to the public will constitute not less than such percentage (as prescribed under the prevalent rules and Laws) of the total post issue paid-up share capital to comply with the listing requirements of the Relevant Market and where applicable, the SEBI.

68. If applicable Law requires a Qualified IPO to be completed with a public offering of 25% of the Share Capital or more: (a) the Promoters and the Company will be obligated to offer 5% of the Share Capital in such Qualified IPO; and (b) the Investors will be obligated to offer the remaining Equity Shares required to comply with the minimum public issue size requirement for a Qualified IPO under applicable Law, in proportion to their respective equity shareholding in the Share Capital at that time. If the Equity Shares offered by the Investors under Article 68(b) above is not sufficient to comply with the minimum public issue size requirement for a Qualified IPO, the Promoters and the Company will be obligated to offer the remaining Equity Shares required for complying with the minimum public issue size requirement for a Qualified IPO. If applicable Law allows a Qualified IPO to be completed with a public offering of less than 25% of the Share Capital, then: (i) the Investors will be obligated to offer 80% of such offering in proportion to their respective equity shareholding in the Share Capital at that time; and (ii) the Promoters and the Company will be obliged to offer 20% of such offering. Provided such Qualified IPO is consummated, the Investors will not have any right to request another exit pursuant to Article 61 to Article 73, in relation to the Equity Shares that were not offered for the exit through such Qualified IPO.

69. The Promoters will offer all the securities proposed to be locked-in as per the listing or other regulations prescribed by the SEBI and to the extent permissible under applicable Law. There will be no lock-in in relation to the Equity Shares held by the Investors.

70. The Promoters will ensure that the Company does all the acts and deeds required to effectuate the Qualified IPO, including without limitation, preparing and signing the relevant offer documents, conducting road shows, entering into such documents, providing all necessary information and documents necessary for preparing the offer document, obtaining such regulatory or other approvals and doing such further acts or deeds as may be necessary or are customary in transactions of such nature, or do all acts necessary to facilitate the Shareholders' right to offer their Equity Shares.

71. All costs and expenses relating to the Qualified IPO including statutory filing and registration fees, and fees for advisors and managers to the Qualified IPO, will be borne by the Company and each Investor in proportion to the Equity Shares issued/offered by them in the Qualified IPO.

72. The Promoters and the Company will consult Investor-2 and will keep them informed prior to taking any decision with respect to a Qualified IPO in terms of these Articles.

73. Re-definition of the Promoters: The Company and the Promoters acknowledge that either Investor is not a promoter of the Company in general or as understood under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Company will take all necessary steps to ensure that the Investors will not be considered as a promoter of the Company in any Qualified IPO related filing made by the Company or the Promoters. Notwithstanding the foregoing, the Promoters will, subject to compliance with applicable Laws ensure that any Shares as may be required to comply with the statutory lock-in requirements imposed by applicable Law on the promoters of companies, if any, will be contributed solely by the Promoters and none of the Shares held by the Investors will be offered for any lock-in applicable to the Promoters.

GENERAL MEETING

74. The Shareholders shall use their reasonable endeavour to procure that their respective representatives are present at all meetings of Shareholder of the Company.

75. (i) Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in section 103, subject to 1 (one) authorized representative of each of the Investors and 1 (one) authorized representative of the Promoters being present at such meeting. If such quorum is not present within 30 (thirty) minutes from the time appointed for the meeting, the meeting will be adjourned to the same day in the next week at the same time and place, or at such date and time as may be determined by the Board. In the absence of a valid quorum at such adjourned meeting, the Shareholders present in person or through their representative thereat will, notwithstanding anything to the contrary herein contained, constitute a quorum and all business transacted thereat will be regarded as having been validly transacted. Voting at a Shareholders Meeting will be by poll. The provisions of this Article 75 will apply to Investor-1 so long as Investor-1 is entitled to nominate Director on the Board pursuant to Article 92.

76. (ii) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

77. (iii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

(iv) The chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the company.

(v) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.

(vi) If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

78. An annual general meeting of the Shareholders will be held once in every calendar year and within 6 (six) months following the end of the Financial Year of the Company. An Extraordinary General Meeting of the Shareholders may be held whenever the Board and/ or the Investors and / or the Promoters deem it is appropriate, or as and when required by law. The time and place of the General Meeting shall be decided by the Board in accordance with provisions of the Act.

79. Notice of any General Meetings will be given to every Shareholder at least 21 (twenty one) clear days prior to the date of the meeting provided that a meeting of the Shareholders may be held upon shorter notice in accordance with the provisions of the Act. Such notice shall specify the date, time and place of the meeting and shall be accompanied by an agenda setting out the particular proposed to be transacted at such meeting.

80. Each Shareholder of the Company will vote its Equity Shares at any general or Extraordinary General Meeting of the Shareholders or matters required to be voted by way of poll (a '**Shareholders Meeting**'), and will take all other actions necessary, to give effect to the provisions of these Articles. In addition, each Shareholder will vote at any Shareholders Meeting upon any matter submitted for action by the Shareholders or with respect to which the Shareholders may vote and shall cause its Directors on the Board to vote, in conformity with the specific terms and provisions of these Articles to the extent legally permissible. The Company, Promoters and the Investors will take, or cause to be taken, all actions and to do, or cause to be done, all things necessary or desirable under Law to consummate or implement expeditiously the transactions contemplated by and understanding contained in these Articles. The Shareholders will vote their Equity Shares and will take all other action necessary or required, to ensure that at all times the Articles facilitate, and do not conflict with the provisions of the Shareholders Agreement.

VOTING RIGHTS

81. Subject to any rights or restrictions for the time being attached to any class or classes of shares,

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company**.**

82. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

83. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

84. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

85. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

86. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

87. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

88. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

89. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

90. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

91. <u>Authority of the Board</u>: Subject to the provisions of these Articles and the provisions of the Act, the Company shall comprise of a Board of Directors which shall be responsible for the management, control and supervision of the Company. The Board shall be entitled to create such committees and to delegate powers to such committees or Persons as may be required to assist it in its functioning and carrying out of the objectives of the Company.

92. Subject to the provisions of section 149 of the Act and unless and until otherwise determined by the company in General Meeting the number of directors shall not be less than three and not more than 15 and atleast one director shall be a resident of India in the previous year. Provided that the Company may appoint more than 15 Directors after passing a special resolution.

93. The first Directors of the company shall be

(a) Mrs. Meena Bindra

(b) Mr. Sanjay Bindra

94. (i) Permanent Directors of the company, representing the Promoters are as follows-

(a) **Mrs. Meena Bindra**

(b) **Mr. Siddharath Bindra**

(ii) The permanent Directors will act as Directors until they die or voluntarily resign or become incapable of acting and will not while holding that office be subject to removal.

(iii) Subject to the provisions of the Act and these Articles, the permanent Directors shall have power to appoint any other person from the Promoter Directors to act as a permanent Director of the Company.

95. The Board of the Company shall consist of a minimum of three directors and a maximum of 15 directors, and shall at all times be constituted in compliance with Law including the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"). The Investor-1 and the Promoters shall have the right to nominate Directors to the Board of the Company in the following manner:

(a) Investor-1's Nominee Director: Until such time that Investor-1 continues to hold at least ten percent (10%) of the Share Capital of the Company, the Investor-1 shall have the right but not an obligation to nominate one (1) Director to the Board ("**Investor-1 Director / Investor Nominee Director**"), provided that immediately following the listing of the equity shares of the Company on a recognized stock exchange, this right shall be subject to the approval of the Shareholders, by way of a special resolution. The Investor Nominee Director shall be a Person whose office is not capable of being vacated by retirement or by rotation.

(b) Promoter Directors: The Promoters shall be entitled to nominate 4 (four) Directors ("**Promoter Directors**"). Mrs. Meena Bindra shall be the Chairperson of the Company and Mr. Siddharath Bindra shall be the Managing Director of the Company. The right of the Promoters under this Article 95(b) shall automatically fall away upon listing and trading of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited ("**Indian Stock Exchanges**").

96. <u>Board Committees</u>: In the event any committee(s) are formed by the Board, Investor-1 shall have a right to have the right to have the Investor Nominee Director to be appointed in each Board Committee, till the time Investor-1 has at least 10% of the Share Capital of the Company, subject to the constitution of such committee being in compliance with the relevant requirements set out under the Listing Regulations and the Act, as amended.

97. <u>Removal and Replacement at Directors</u>: The power to appoint or remove a nominee Director will lie with Investor-1 or the Promoters (as the case may be) nominating such person as Director. Such appointment or removal will be done by a notice in writing sent to the registered office of the Company by Investor-1 or the Promoters (as the case may be). The Investor-1 or the Promoters will also have the right to nominate any other Director in place of the Director removed by it or vacating office in any other way. The remaining Directors will then act to appoint or remove such nominee Director as the case may be. Subject to the applicable Law, within 15 days of a notification from Investor-1 or the Promoters (as the case may be) entitled to nominate or substitute a Director, relating to the appointment, substitution or removal of Directors nominated by them, the Company shall complete regulatory formalities relating to such appointment, removal or substitution as the case may be.

98. **<u>(a) Alternate Director</u>**: The Promoters and each Investor will be entitled to appoint any alternate Director through the Directors nominated by them to act in accordance with the Act during the absence of any of the nominee Directors. Upon the appointment of such alternate Director, the Company will ensure compliance with the provisions of the Act, including filing necessary forms with the Registrar of Companies.

(b) **<u>Independent Director</u>**: The Company shall appoint such number of Directors as Independent directors as may be required under the provisions of the Act and rules thereunder, if applicable. The candidates to be appointed as Independent Director shall hold such qualifications and shall comply with such conditions as may be prescribed under the Act.

(c) <u>Women Director</u>: The Company shall appoint such number of Women Directors as may be required under the provisions of the Act and rules thereunder.

(d) <u>Retirement and Rotation of Director</u>: The provision of Section 152 of the Companies Act, 2013 shall be applicable for retirement by rotation of the Director.

95 <u>Frequency and Location of Board Meetings</u>: The meetings of the Board of Directors will happen at least 4 (four) times a year with a maximum time gap of 120 (One Hundred Twenty) days between any two meetings, with each such meeting to be held at such place as agreed to amongst the Investors and the Promoters.

96 <u>Chairperson of the Board</u>: The Chairperson of the Company will chair the Board Meetings. In her absence, the Chairperson for a Board Meeting will be selected by the Promoter Directors from amongst the Promoter Directors present at every Board Meeting. The Chairperson of a Board Meeting will not have a casting vote.

97 <u>Non-Executive Status and Indemnification</u>: The Investor-1 Director, as well as the alternate Directors nominated by the Investors, if and when appointed, will be non-executive Directors of the Company and accordingly the Company will indemnity and hold the Investor-1 Director, the alternate Directors nominated by the Investors harmless from all claims and liabilities as a result of the operations of the Company (including its Subsidiaries) to the maximum extent permitted under applicable Laws.

98 <u>Notice</u>: At least 7 (seven) Days' notice of each Board and committee meeting will be given to each director unless in any particular case a majority of the directors (which majority will include the Director nominated by Investor-1) agree otherwise. The agenda for each Board and committee meeting and all papers connected therewith and/or proposed to be placed or tabled before the Board or the committee will be circulated at least 7 (Seven) Days prior to the Board or the committee meeting and no items, save and except those specified in the agenda may be discussed at any Board or committee meeting, unless in any particular case at least one nominee director of the Promoters and each Investor agrees otherwise,

99 <u>Quorum for Board meeting</u>: Subject to applicable Laws:

99.1 The quorum for the Board meetings will be in accordance with the Act with at least one Promoter Director or his alternate being present, and at least one (1) Director nominated by each Investor or his alternate being present, unless such requirement is waived in writing by such Investor (‘**Quorum Directors**’).

99.2 If the Quorum Directors as specified in Article 100.1 are not present for any Board Meeting (‘**Original Meeting**'), the said meeting will automatically adjourn to the same day in the next week at the same place and time, at which meeting the directors present will, subject to their constituting a valid quorum under the Act, constitute a valid quorum for matters other than the Reserved Matters. The quorum requirement under Article 100.1 and this Article 100.2 will not apply subsequent to the Company undertaking a Qualified IPO.

99.3 Subject to the provisions of these Articles including Article 100.1 and Article 100.2 and rights conferred on the Investor-1 in respect of Reserved Matters, a decision will be said to have been made and/ or a resolution will be said to have been passed at a meeting of the Board of Directors of the Company only if at a validly constituted meeting, such decisions are approved of by and/or the resolution is approved of by a majority of the Directors, which unless otherwise mandated by Law shall mean approval by a majority of the Directors present and voting at such Board meeting of the Company.

100.4 The requirement for the Director nominated by Investor-1 to be part of quorum for a Board meeting under this Article 100 will apply as long as Investor-1 is entitled to nominate a Director on the Board pursuant to Article 92.

100 <u>Quorum for committee meetings</u>: Quorum for committee meetings: No quorum for a meeting of such committee shall be formed without the presence of one Promoter Director and one Director nominated by Investor-1 till the time Investor-1 is entitled to nominate a Director on the Board, pursuant to Section 4.2 of the Shareholders Agreement(if such directors are part of such committee, and except in case of a leave

of absence is granted to any of these Directors), and subject to such quorum being in compliance with the relevant requirements set out under the Listing Regulations and the Companies Act, 2013, as amended.

101 Video conferencing: Subject to provisions of the Act, the Directors may participate in meetings of the Board through video conferencing provided each person taking part in the meeting is able to see and hear each other person taking pail and provided further that each Director must acknowledge his presence for the purpose of the meeting.

102 Voting at Board Meetings: At any Board Meeting, each Director may exercise one vote. Subject to Article 117 below (*Reserved Matters*), the adoption of any resolution by the Board will require the affirmative vote of a majority of the Directors present at a duly constituted meeting of the Board.

103 Circular Resolutions: Subject to Article 118 below (*Reserved Matters*), the Board may act by written resolution, on any matter, except matters which by applicable Law may only be acted upon at a meeting of the Board. Notwithstanding anything contained in any applicable Law for the time being in force, notice of all circular resolutions shall be given to all Directors irrespective of whether they are present in India or not.

104 It shall not be necessary for a Director to hold any qualification shares of the Company.

105 Subject to the provisions of these Articles (including Article 118), the Board shall have the power at any time and from time to time to appoint any other qualified person to be an Additional Director, provided that the total number of Directors shall not exceed the maximum fixed under the Articles.

106 Subject to the provisions of these Articles (including Article 118), the Board shall have power to appoint any person to be a Director to fill up a casual vacancy. Any person so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if had not been vacated by him.

107 (1) Subject to the provisions of the Act, a Managing Director who is in whole time employment of the Company or a part-time Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profit of the Company or partly by the other.

(2) Subject to the provisions of the Act, a Director, who is neither in the whole time employment nor a Managing Director, may be paid remuneration either

(i) by way of monthly, quarterly or annual payment, or

(ii) by way of commission if the Company by a special resolution authorizes such payment.

(iii) the fee, payable to a Director (including managing or whole time Director) if any for attending a meeting of the Board or committee thereof shall be such sum as the Board may from time to time determine.

(iv) The Board may allow any payment to any Director, who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place, such sum as the Board may consider fall compensation for traveling, lodging and other expenses in addition to his fee for attending such meeting as above specified, and if the Director be called upon to go one side out of the ordinary place of his residence on the Company's business, he shall be entitled to be re-paid and reimbursed any traveling or other expenses incurred in connection with business of the Company.

POWER AND DUTIES OF DIRECTORS

108 The management and control of the business of the Company shall be vested in the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Director which would have been valid if such regulation had not been made.

109 Every Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement shall disclose the nature of his concern or interest at a meeting of the Board, such disclosure should be made at the first meeting of the Board at which such contract or arrangement is taken into consideration. A General notice given to the Board by a Director to the effect that he is a Director or member of a particular Company or firm and is to be regarded as concerned or interested in the contract or arrangement shall be deemed to be sufficient disclosure, but if any such notice expires at the financial year in which it is given, or by a fresh notice given in the last month of financial year in which it could otherwise expire.

110 No Director shall be disqualified from his office by reason of his contracting with the Company either as a vendor, purchaser or otherwise nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested by avoided nor shall any Director be liable to account for the Company any profit realized by any such contract or arrangement by reason only of such Director holding the office of fiduciary relation in the said establishment but it is necessary that the nature of this interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined if he is interested. A General Notice that a Director is a member of any specified firm or member of the Board of Directors of any specified Company shall be a sufficient disclosure under this clause as regards such Directors and the transactions and after such general notice, it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or Company.

111 Every Director of a Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

(a) with a body corporate in which such Director or such Director in association with any other Director, holds more than two per cent shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

(b) with a firm or other entity in which, such Director is a partner, owner or member, as the case may be,

shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

112 Where any Director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested. .

113 The Board of Directors may from time to time appoint one or more Promoter Directors, to be a Managing Director or Joint Managing Director or Whole Time Director of the Company either for a fixed term or without any limitation as to the period for which he / she or they is or are to hold such office on terms and conditions as they deem fit and delegate such powers to him or them as they deem proper and may from time to time remove or dismiss him or them from office and appoint on other or others from the Promoter Directors in his or their places. The Board of Directors may fix the remuneration of such Managing Directors, Joint Managing Directors and Whole Time Director whether by way of salary or commission or by conferring a right to participate in the profits of the Company or by a combination of both.

114 Subject to the provisions of the Act and the provisions of these Articles (including Article 118), the Directors may from time to time raise or borrow any sum of money for and on behalf of the Company from the member or other persons. Companies or banks, financial institutions etc. or any of the Directors may himself advances money to the Company on such interest as may be approved by the Board.

115 Subject to the provisions of these Articles (including Article 118), the Directors may from time to time secure the payment of such loans and upon terms and conditions in any respect as they think fit in the interest of the Company and in particular by the issue of debentures or bonds of the Company or by mortgage or charge of all or any part of the property of the Company and of the uncalled capital for the time being.

116 (a) So long as any money be owing by the Company to any finance corporation or to any financial company or body (which corporation or body is hereinafter in these Articles is referred to as the 'Corporation') the Directors may authorize such corporation to appoint from time to time any person or persons, as a Director or Directors of the Company (which Director shall be known as Corporation Director) and such Corporation

Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director.

(b) The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal of and also in the case of death or resignation of the person appointed, appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman of the Corporation or a Director or any person authorized by the board of directors thereof and shall be delivered to the Company at its Registered Office.

RESERVED MATTERS

117 Notwithstanding anything to the contrary contained in these Articles: (a) so long as Investor-1 holds Investor-1 Threshold Shares, no resolution or action dealing with items as mentioned below ('**Reserved Matters**') in respect of the Company or any Subsidiary will be taken (whether by the Board, any committee, the Shareholders of the Company, or any of the employees, officers or managers of the Company), without the prior written consent or affirmative vote of the Promoters and the Investor-1; and (b) if Investor-1 ceases to hold the Investor-1 Threshold Shares but continues to hold at least 5% of the Share Capital, no resolution or action dealing with Article 118.22 in respect of the Company or any Subsidiary shall be taken (whether by the Board, any committee, the Shareholders of the Company, or any of the employees, officers or managers of the Company), without the prior written consent or affirmative vote of the Promoters and the Investor-1. The Promoters and the Company will ensure that any Reserved Matter pertaining to a Subsidiary will be mandatorily referred to the Board. The Company will necessarily (i) exercise (at meetings of shareholders of the relevant Subsidiary) and (ii) cause its nominee Directors on the Board of Directors, or committee of the Board of Directors of the relevant Subsidiary, to exercise, the voting rights of the Company with respect to such Reserved Matter, strictly in accordance with the decision as mutually agreed, in writing, between the Promoters and Investor-1.

117.1 Approval of the business plan of the Company and its Subsidiaries.

117.2 Any capital expenditure or indebtedness (including giving of security for or guaranteeing debts) beyond 20% of that budgeted for in the Business Plan (including a revised Business Plan) that is approved by the Board of Directors.

117.3 The acquisition by the Company or its Subsidiaries of any share capital or other securities of any body corporate or the incorporation or setting up of a subsidiary or associated company (other than short term treasury operations).

117.4 Amendments or any proposal to amend the Memorandum or Articles of Association of the Company or its Subsidiaries including *inter alia* change in the number of Board members of the Company.

117.5 Any proposal for:

(a) the reconstruction, consolidation or reorganization of the Company or its Subsidiaries; or

(b) the amalgamation or merger or demerger or spin-off involving the Company or its Subsidiaries; or

(c) the winding up or liquidation of the Company or its Subsidiaries

117.6 Commencement of any new line of Business or acquisition of shares of a Company, which is unrelated to the Business of the Company

117.7 Commencement or settlement of litigation where the amount involved is INR 1,00,00,000 in a single claim in any particular Financial Year.

117.8 Changes to material accounting or tax policies or practices other than those required by applicable law.

117.9 The Company or its Subsidiaries giving any guarantee, indemnity or security in respect of the obligations of any other Person.

117.10 Any change in the Financial Year for preparation of audited accounts of the Company or its Subsidiaries.

117.11 Any resolution to appoint or re-appoint or for the removal of statutory auditors for the Company or its Subsidiaries.

117.12 Divestment of or sale of assets, investments, lease, license or exchange or pledge in any other way proposing to dispose off any assets or undertaking of the Company the aggregate consideration for which in any Financial Year is in excess of 5% of the sales of the Company as per the financial statements available on the date of such transaction, other than in the normal course of Business.

117.13 Any agreement, arrangement, transaction to sell, license or assignment of intellectual property rights including those relating to copyrights, trademarks, patents and designs belonging to the Company, other than in the normal course of Business.

117.14 Shifting of registered office.

117.15 Any change in the name of the Company or its Subsidiaries.

117.16 Any increase in the Share Capital or preference share capital of the Company or its Subsidiary or any other company where it has investment, or re-organization of the share capital of the Company or its Subsidiary or any other company where it has investment of 26% or more of the equity, including new issue of shares or other securities of the Company or its Subsidiary or any other company where it has investment or any preferential issue of shares or redemption of any shares, issuance of convertible warrants, or grant of any options over its shares by the Company or its Subsidiary or any other company where it has investment.

117.17 Any buy-back or reduction in the authorized capital of the Company or its Subsidiaries either by lowering the par value of shares or by decreasing the number of shares issued, any sub-division or amalgamation of the authorized or issued share capital of the Company or its Subsidiaries or any change in any rights or privileges attached to any shares or class of shares of the Company or its Subsidiaries.

117.18 Any payment of dividends or other distribution by the Company or its Subsidiaries if the dividend payable is more than 20% of profit after tax for any year.

117.19 Creation or adoption of any new or additional equity option plan by the Company or its Subsidiaries for their employees resulting in an offer of more than 5% of the Share Capital on the dale of adoption of such plan and the terms and conditions and implementation of any equity option plan (including the plan referred to in (Article 15).

117.20 Formation of or entry by the Company or its Subsidiaries into joint venture, consortium, partnership or similar arrangement with any other Person or business.

117.21 The making by the Company or its Subsidiaries of any arrangement with its creditors (excluding trade creditors) and the moving for insolvency, receivership or bankruptcy.

117.22 Entering into any arrangements or transactions with any Related Party.

INFORMATION AND INSPECTION RIGHTS

118 Reports and Information: So long as investor-1 holds at least 5% of the Share Capital of the Company or Investor-2 holds at least 2% of the Share Capital of the Company, the Company will deliver to Investor-1 or Investor-2, as the case may be: (i) audited consolidated financial statements within 90 (ninety) Business Days after the end of each Financial Year (ii) unaudited quarterly consolidated financial statements within 60 (sixty) Business Days of the end of each financial quarter; (iii) an annual budget within 30 (thirty) Business Days prior to the end of each Financial Year (iv) management reports within 30 (thirty) Business Days after the end of each month in a form mutually agreed; (v) copies of any reports filed by the Company with any relevant regulatory authority or governmental agency other than in the normal course of business; and (vi) within 30 (thirty) Business Days from any request, such other information that is reasonably requested by Investor-1 from time to time. So long as an Investor holds any Equity Shares in the Company, the Company will be required to deliver to each such Investor (i) audited consolidated financial statements within 90 (ninety) Business Days after the end of each Financial Year; (ii) unaudited half yearly consolidated financial statements within 60 (sixty) Business Days of the end of each financial half year.

119 The Company and its subsidiaries will have an annual operating business plan (the '**Business Plan**'), which will be approved by the Board at the beginning of each Financial Year.

120 Inspection Rights: In addition to the information and materials to be provided under Article 119 above, the Company will, so long as Investor-1 holds at least 5% of the Share Capital of the Company or so long as Investor-2 holds at least 2% of the Share Capital of the Company, permit employees or authorised representatives of Investor-1 or Investor-2, as the case may be, to visit and inspect the Company's properties, to examine and take copies of its books of accounts and records at such reasonable times as may be requested by Investor-1 or Investor-2, as the case may be, by providing a written notice of 7 (seven) Business Days, and shall promptly provide any and all reasonable assistance, reasonably requested by Investor-1 or Investor-2, as the case maybe, in connection therewith. Investor-1 or Investor-2, as the case maybe, will bear all costs incurred by it in relation to such inspections.

COVENANTS OF THE COMPANY AND THE PROMOTERS

121 Non-Pledging of Shares by the Investors: The Investors will not be required to pledge their Shares in the Company or offer any guarantee or collateral security in respect of any borrowing by the Company. In the event of creation of a pledge by the Promoters in respect of any borrowing by the Company, the concerned Promoters will register the pledge with the Company, concurrent with the creation of such a pledge.

122 Promoter Voting: The Promoters will vote all of their Shares, give or withhold any consents or approvals requested of them, and generally exercise their best efforts to cause the Company to perform and comply with its obligations under these Articles and the other Transaction Documents, subject to compliance with applicable Laws.

123 Related Party Transactions: The Company will not enter into, and will not permit any of its Subsidiaries to enter into any transaction with any Related Party except at arm's length.. The Promoters will conduct the whole of the Business through the Company or its Subsidiaries and will not transact the Business through any Related Party without prior written approval of the Investors.

124 No Inconsistent Agreements: The Company is not a party to, and covenants that it will not hereafter enter into any agreement or understanding under which the Company's obligations are inconsistent with or could reasonably be expected to impair the Company's ability to perform all of its obligations under the Transaction Documents without the prior approval of the Investors in writing.

125 Directors and Officers Insurance. The Company will obtain appropriate Directors' and Officers' liability insurance for all Directors on terms as may be determined by the Board.

126 (i) FCPA & Other Compliances. The Company and its Subsidiaries will comply with: (a) all applicable Laws in material respects and (b) the laws in relation to the U.S. Foreign Corrupt Practices Act, 1977, as amended ("**FCPA"**), the applicable rules /regulations/ guidelines of the U.S. Office of Foreign Assets Control ("**OFAC Regulations**"), the Indian Prevention of Money Laundering Act, 2002 and the Indian Prevention of Corruption Act, 1988. The Company and its Subsidiaries will adopt at its Board meetings and implement and adopt a policy with respect to foreign corrupt practices, in a form mutually agreed between the Company and the Investors. The Company and its Subsidiaries will not offer, pay, promise to pay, or authorise the payment of any money, or offer, give a promise to give, or authorise the giving of anything of value, to any government official, political party or official thereof or to any candidate for political office (or to any person where the Company and/or its Subsidiaries is actually aware of a high probability that all or a portion of such money or thing of value being offered, given or promised, directly or indirectly, to any government official, political party, party official, or candidate for political office) for the purposes of:

(a) unlawfully influencing any act or decision relating to the Business of such Government Official, political party, party official, or candidate in his or its official capacity in violation of the lawful duty of such government official, political party, party official, or candidate;

(b) unlawfully inducing such government official, political party, party official or candidate to do or omit to do any act in violation of the lawful duty of such government official, political party, party official or candidate; or

(c) unlawfully inducing such government official, political party, party official, or candidate to use his or its influence with any governmental authority to affect or influence any such governmental authority to do any act or take any decision in violation of applicable law, in order to assist the Company or its Subsidiaries in respect of the Business, in obtaining or retaining business for or with, or directing business to any other Person.

(ii) Further, the Promoters and their Affiliates will not offer, pay, promise to pay, or authorise the payment of any money, or offer, give a promise to give, or authorise the giving of anything of value, to any government official, political party or official thereof or to any candidate for political office (or to any person where the Company and/or its Subsidiaries is actually aware of a high probability that all or a portion of such money or thing of value being offered, given or promised, directly or indirectly, to any government official, political party, party official, or candidate for political office) for the purposes of unlawfully inducing such government official, political party, party official, or candidate to use his or its influence with any governmental authority to affect or influence any such governmental authority to do any act or take any decision in violation of applicable Law, in order to assist the Company or its Subsidiaries in respect of the Business, in obtaining or retaining business for or with, or directing business to the Company or its Subsidiaries. The Company and the Subsidiaries will conduct their respective businesses in accordance with good industry practices, in material compliance with applicable Laws and any approvals received in terms thereof.

127 The Promoters and Company hereby undertake and agree that neither the Company nor any Subsidiary shall undertake any activity or business which would result in contravention of Laws applicable to foreign investment in Indian entities. For the avoidance of doubt, the Promoters and the Company hereby covenant that, for so long as Investor-1 is a Shareholder, the Company shall and shall cause its Subsidiaries to conduct their business in a manner consistent with Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and other regulations framed and policies issued thereunder including the Consolidated Foreign Direct Investment Policy effective from October 15, 2020 issued by the Department of Promotion of Commerce and Industry, Government of India, including statutory modifications, amendments and re-enactments thereto from time to time.

MANAGING DIRECTOR

128 The Managing Director shall, subject to such powers as the Act expressly directs or required to be exercised or done by the Company in General Meeting or by the Directors in the Board Meeting and subject to the provisions of these Articles (including Article 118), be entitled to the management of the whole affairs of the Company under the control and directions of the Board of Directors.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

129 Subject to the provisions of the Act, --

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
(ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer

130 A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

DIVIDEND AND RESERVE

131 The dividend accrued on Equity Shares will distributed to the Shareholders in the proportion of the shareholding in the Company.

132 (i) Subject to the provisions of these Articles (including Article 118), the Company in General Meeting may declare dividend but no dividend shall exceed the amount recommended by the Board.

(ii) Subject to the provisions of the Section 123 of the Act, the profits of the Company, subject to any special rights thereto credited or authorized to be created by these Articles and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital called upon the shares held by them respectively.

(iii) Subject to the provisions of these Articles (including Article 118), the Board may from time to time pay to the members such interim dividend as in their judgment the position of the Company justifies.

133 (i) Where the Capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in profits.

(ii) The Company shall pay dividends in proportion to the amount paid up or credited as paid up on each share.

134 The Board may, from time to time as it thinks fit before recommending any dividend, set aside out of the profits of the Company any sums as reserve to meet any contingencies or for liquidation of any debentures, debts or other liabilities of the Company, for the equalization of Dividend, for repairing, improving or maintaining any of the property of the company and other persons of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company and may invest the sums so set aside upon such investment and from time to time deal with and vary such investment and dispose of all or any part thereof for the benefit of the Company and may divide the reserve into such special accounts it thinks fit with full powers to employ the reserve or any part thereof in the Business of the Company and that without being bound to keep the same separate from the other assets.

135 The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

136 (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

137 Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

138 Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

139 No dividend shall bear interest against the company.

CAPITALISATION

140 (a) Subject to the provisions of these Articles (including Article 118), any General Meeting may upon the recommendation of the Directors, resolve that any moneys, investments or other assets, forming part of the undistributed profits of the Company or standing to the credit of any of the Company's reserve funds or the credit of the Profit and Loss Account or any Capital Redemption Reserve Fund or in the hands of the Company and available for distribution or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders who would have been entitled thereto, if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as Capital and that all or any part of such capitalized funds be applied subject to the provisions contained in clause (b) hereof or behalf of such shareholder in full or in parts towards;

(i) Payment either at par or at such premium as the Resolution may provide, any unissued shares of debenture stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in proportion as aforesaid, or

(ii) Paying up amounts for the time being remaining unpaid on any shares or debentures stock held by such member respectively, or

(iii) Paying up partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(b) Any moneys, investments or assets, representing premium received on the issue of shares and standing to the credit of shares premium account, and if the Company shall have redeemed any redeemable preference shares, all or any part of any Capital Redemption Fund arising from the redemption of such shares may by resolution of the Company, be applied only in paying up unissued shares of the Company as to be issued to members of the Company as fully paid bonus shares.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investment representing the sums of any other undistributed profits of the Company not subject to charge for income-tax be distributed among the members on the footing that they receive the same as capital.

Accounts

141 (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

(ii) No member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in General Meeting.

WINDING UP

142 Subject to the provisions of Chapter XX of the Act and rules made thereunder –

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

143 The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

144 Subject to the provision of the Act, every office or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

SECRECY CLAUSE

145 Every Director, Manager, Treasurer, Trustee, Member of Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Director before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs or the Company with the customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors not by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these present contained.

SECTION XI - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company), which are or may be deemed material will be attached to the copy of the Red Herring Prospectus and the Prospectus which will be filed with the RoC. Copies of the abovementioned documents and contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and will also be available at the website of our Company at www.biba.in from the date of the Red Herring Prospectus until the Bid / Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material contracts for the Offer

1. Offer Agreement dated April 11, 2022 entered into between our Company, the Selling Shareholders and the Book Running Lead Managers.

2. Registrar Agreement dated April 11, 2022 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Banks Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, Syndicate Members and the Banker(s) to the Offer.

4. Share Escrow Agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] entered into between our Company, the Selling Shareholders, the Book Running Lead Managers and the Syndicate Members.

6. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders, and the Underwriters.

B. Material documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated July 10, 2002.

3. Fresh certificate of incorporation issued upon conversion to a public limited company dated March 2, 2022.

4. Fresh certificate of incorporation issued upon change in the name of our Company, from 'BIBA Apparels Limited' to 'BIBA Fashion Limited', dated March 25, 2022.

5. Resolution of the Board of Directors and Shareholders dated March 31, 2022 and April 7, 2022 in relation to the Offer and other related matters.

6. Resolution of the Board of Directors of our Company dated April 11, 2022 approving this Draft Red Herring Prospectus.

7. Resolution of the board of directors of Highdell dated March 31, 2022, consenting to participate in the Offer for Sale.

8. Resolution of the board of directors of Faering Capital India Evolving Fund dated March 8, 2022, consenting to participate in the Offer for Sale.

9. Consent letter from Meena Bindra dated March 31, 2022 consenting to participate in the Offer for Sale and approving the inclusion of its name as a Selling Shareholder.

10. Consent letter from Highdell dated March 31, 2022 consenting to participate in the Offer for Sale and approving the inclusion of its name as a Selling Shareholder.

11. Consent letter from Faering Capital India Evolving Fund dated March 30, 2022 consenting to participate in the Offer for Sale and approving the inclusion of its name as a Selling Shareholder.

12. Consent dated March 28, 2022 from Technopak to rely on and reproduce part or whole of the report, "*Industry Report on Women Indian Wear Retail in India*" and include their name in this Draft Red Herring Prospectus.

13. Industry report titled "*Industry Report on Women Indian Wear Retail in India*" dated March 28, 2022 prepared by Technopak.

14. Letter of appointment dated January 25, 2022, appointing Technopak for the preparation of the Technopak Report

15. Written consent dated April 11, 2022 from S. R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their (i) examination report dated March 31, 2022 on our Restated Consolidated Summary Statements, and (ii) their report dated April 11, 2022 on the statement of special tax benefits, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

16. Written consent dated April 11, 2022 from our Previous Statutory Auditors, Walker Chandiok & Co LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

17. Written consent dated April 11, 2022, from the independent chartered accountant, namely APAS & Co. LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013.

18. Report on the statement of possible special tax benefits dated April 11, 2022, issued by the Statutory Auditors.

19. Copies of annual reports of our Company for the preceding three Fiscals.

20. Consent of our Directors, Selling Shareholders, BRLMs, Syndicate Members, the legal counsel to the Company, the legal counsel to the Book Running Lead Managers, international legal counsel to the Book Running Lead Managers, legal counsel to the Selling Shareholders, Registrar to the Offer, the Independent Chartered Accountant, Banker(s) to the Offer, Bankers to our Company, Company Secretary and Compliance Officer, Chief Financial Officer, as referred to in their specific capacities.

21. Investment agreement dated September 25, 2014 entered into between our Company, Anjuman Brand Designs Private Limited, Anju Modi and Kamesh Khaitan.

22. Joint venture and shareholders agreement dated September 17, 2012, entered into between our Company, Manish Arora, Deepak Bhagwani, IMA Clothing Private Limited and Maple Capital Advisors Private Limited, as amended by the addendum to the joint venture and shareholders agreement dated March 22, 2014, and the amendment to the joint venture and shareholders agreement dated April 10, 2015.

23. Share purchase and subscription agreement dated September 14, 2013, entered into by and between our Company, Highdell Investment Ltd, Faering Capital India Evolving Fund, our Promoters and Future Lifestyle Fashions Limited.

24. Shareholders agreement dated September 14, 2013, entered into by and between our Company, Highdell Investment Ltd, Faering Capital India Evolving Fund and our Promoters.

25. Amendment agreement dated April 11, 2022 to the Shareholders Agreement dated September 14, 2013 entered into by and between our Company, Highdell Investment Ltd, Faering Capital India Evolving Fund and our Promoters.

26. Agreement dated March 18, 2021, entered into between our Company and Rohit Bal Designs Private Limited.

27. Tripartite agreement dated February 20, 2009, among our Company, NSDL and the Registrar to the Offer.

28. Tripartite agreement dated March 27, 2009, among our Company, CDSL and the Registrar to the Offer.

29. Due diligence certificate dated April 11, 2022 addressed to SEBI from the Book Running Lead Managers.

30. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.

31. SEBI observation letter bearing reference number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Siddharath Bindra
(Managing Director)

Place: New Delhi

Date: April 11, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Meena Bindra
(Executive Director)

Place: Gurugram

Date: April 11, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Anish Kumar Saraf
(Non-Executive Director)

Place: Mumbai

Date: April 11, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Gagan Makar Singh
(Independent Director)

Place: San Francisco, USA

Date: April 11, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Pradeep Banerjee
(Independent Director)

Place: Mumbai

Date: April 11, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Saurabh Modi
(Independent Director)

Place: Jaipur

Date: April 11, 2022

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines/regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines/regulations issued thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Vikram Nagpal
Chief Financial Officer

Place: Gurugram

Date: April 11, 2022

DECLARATION

The undersigned Selling Shareholder hereby confirms that all statements and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself, as Selling Shareholder and its respective portion of the Offered Shares, are true and correct. The undersigned assumes no responsibility, for any other statements, disclosures and undertakings, including any and all statements made or confirmed by, about or relating to, the Company, its business, the other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

Meena Bindra

Place: New Delhi

Date: April 11, 2022

DECLARATION

Highdell Investment Ltd hereby confirms that all statements and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself, as an Investor Selling Shareholder and its respective portion of the Offered Shares, are true and correct. Highdell Investment Ltd assumes no responsibility for any other statements, disclosures and undertakings, including any and all statements made or confirmed by, about or relating to, the Company, its business, the other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of **Highdell Investment Ltd**

____

Name: Sharmila Baichoo

Designation: Director

Date: April 11, 2022

Place: Port Louis, Mauritius

DECLARATION

Faering Capital India Evolving Fund hereby confirms that all statements and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself, as an Investor Selling Shareholder and its respective portion of the Offered Shares, are true and correct. Faering Capital India Evolving Fund assumes no responsibility for any other statements, disclosures and undertakings, including any and all statements made or confirmed by, about or relating to, the Company, its business, the other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of **Faering Capital India Evolving Fund**

____

Name: Aditya Parekh

Designation: Authorised signatory

Date: April 11, 2022

Place: Mumbai