(Please scan this QR code to view the Draft Red Herring Prospectus)

RSB RETAIL INDIA LIMITED

(formerly known as R S Brothers Retail India Limited)

CORPORATE IDENTITY NUMBER: U47510TG2008PLC058454

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Door No:7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad 500 018, Telangana, India	T S Maharani *Company Secretary and Compliance Officer*	**Email:** cs@rsbretail.com **Telephone:** 040 6742 9915	www.rsbretail.com

THE PROMOTERS OF OUR COMPANY ARE POTTI VENKATESWARLU, SEERNA RAJAMOULI, TIRUVEEDHULA PRASADA RAO, POTTI VENKATA SAI ABHINAY, SEERNA SURESH, TIRUVEEDHULA RAKESH AND TIRUVEEDHULA KESHAV GUPTA

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue and Offer for Sale	Fresh issue of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹5,000.00 million	Offer for Sale of up to 29,878,946 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see *"Other Regulatory and Statutory Disclosures – Eligibility for the Offer"* on page 364. For details in relation to the share reservation among Eligible Employees (*as defined hereinafter*), Qualified Institutional Buyers ("**QIBs**"), Retail Individual Bidders ("**RIBs**"), Non-Institutional Bidders ("**NIBs**"), see "*Offer Structure*" on page 383.

DETAILS OF THE OFFER FOR SALE BY TOP 10 SELLING SHAREHOLDERS

SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹2 EACH OFFERED / AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)#
Potti Venkateswarlu	Promoter Selling Shareholder	Up to 2,689,105 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.95
Seerna Rajamouli	Promoter Selling Shareholder	Up to 2,689,105 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.95
Tiruveedhula Prasada Rao	Promoter Selling Shareholder	Up to 2,390,316 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.71
Potti Venkata Sai Abhinay	Promoter Selling Shareholder	Up to 2,689,105 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Seerna Suresh	Promoter Selling Shareholder	Up to 2,689,105 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Tiruveedhula Rakesh	Promoter Selling Shareholder	Up to 1,792,737 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Tiruveedhula Keshav Gupta	Promoter Selling Shareholder	Up to 1,792,737 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Maturu Venkata Lakshmi Sindhu	Promoter Group Selling Shareholder	Up to 1,493,947 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Gourishetty Lalitha	Promoter Group Selling Shareholder	Up to 2,774,473 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil
Potti Malathi Lakshmi Kumari	Promoter Group Selling Shareholder	Up to 5,975,790 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	Nil

 # As certified by Laxminiwas & Co, Chartered Accountants, Statutory Auditors of our Company by way of their certificate dated August 14, 2025.
For further details of the remaining Selling Shareholders, see *"The Offer" and "Summary of the Offer Document"* on pages 73 and 21, respectively.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for Equity Shares. The face value of each Equity Share is ₹2 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the Book Running

(Please scan this QR code to view the Draft Red Herring Prospectus)

Lead Managers ("**BRLMs**"), 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 Offer Price*" on page 119 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 or sustained trading in the Equity Shares or 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 Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor 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 Bidders is invited to "*Risk Factors*" on page 35.

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.

Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder, severally or jointly, assumes responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder or any other person(s).

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be delivered to 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 up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 436.

BOOK RUNNING LEAD MANAGERS

NAMES AND LOGOS OF THE BRLMS		CONTACT PERSON	E-MAIL AND TELEPHONE
motilal oswal Investment Banking	Motilal Oswal Investment Advisors Limited	Sankita Ajinkya/ Kunal Thakkar	**Tel**: +91 22 7193 4380 **E-mail:** rsbril.ipo@motilaloswal.com
HDFC BANK	HDFC Bank Limited	Bharti Ranga/ Souradeep Ghosh	**Tel**: +91 22 3395 8233 **E-mail:** rsbril.ipo@hdfcbank.com
IIFL CAPITAL	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)	Yogesh Malpani / Pawan Jain	**Tel**: +91 22 4646 4728 **E-mail:** rsbrothers.ipo@iiflcap.com

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
KFin Technologies Limited	M Murali Krishna	**Tel**: +91 40 6716 2222 **E-mail:** rsb.ipo@kfintech.com

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD OPENS AND CLOSES ON*	**[●]***	**BID/ OFFER OPENS ON**	**[●]**	**BID/ OFFER CLOSES ON****	**[●]*****

* *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*

** *Our Company, 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.*

*** *The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

DRAFT RED HERRING PROSPECTUS
Dated: August 14, 2025
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

RSB RETAIL INDIA LIMITED
(*formerly known as R S Brothers Retail India Limited*)

Our Company was incorporated as 'R S Brothers Retail India Private Limited' at Hyderabad, Andhra Pradesh (currently Telangana) as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated March 31, 2008, issued by the Registrar of Companies, Andhra Pradesh and acquired the business of R-9000 Textiles & Garments, pursuant to transfer deed dated May 1, 2008. Subsequently, pursuant to the conversion of our Company into a public limited company and pursuant to a special resolution passed by our Shareholders at the EGM held on September 11, 2024, the name of our Company was changed to "R S Brothers Retail India Limited", and the Registrar of Companies, Central Processing Centre issued a fresh certificate of incorporation on October 22, 2024. Further, pursuant to a board resolution dated January 18, 2025 and shareholders resolutions dated January 21, 2025, the name of our Company was changed to "RSB Retail India Limited" and the Registrar of Companies, Central Processing Centre issued a fresh certificate of incorporation on February 7, 2025. For details in relation to changes in the name and registered office of our Company, see "*History and Certain Corporate Matters – Brief history of our Company*" on page 211.

Registered and Corporate Office: Door No:7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad 500 018, Telangana, India
Telephone: 040 6742 9915; **Website**: www.rsbretail.com; **Contact person**: T S Maharani, Company Secretary and Compliance Officer; **E-mail**: cs@rsbretail.com
Corporate Identity Number: U47510TG2008PLC058454

THE PROMOTERS OF OUR COMPANY ARE POTTI VENKATESWARLU, SEERNA RAJAMOULI, TIRUVEEDHULA PRASADA RAO, POTTI VENKATA SAI ABHINAY, SEERNA SURESH, TIRUVEEDHULA RAKESH AND TIRUVEEDHULA KESHAV GUPTA

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF RSB RETAIL INDIA LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹5,000.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 29,878,946 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION ("OFFERED SHARES") BY THE PROMOTER SELLING SHAREHOLDERS, CONSISTING OF UP TO 2,689,105 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY POTTI VENKATESWARLU, UP TO 2,689,105 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY SEERNA RAJAMOULI, UP TO 2,390,316 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY TIRUVEEDHULA PRASADA RAO, UP TO 2,689,105 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY POTTI VENKATA SAI ABHINAY, UP TO 2,689,105 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY SEERNA SURESH, UP TO 1,792,737 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY TIRUVEEDHULA RAKESH, UP TO 1,792,737 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY TIRUVEEDHULA KESHAV GUPTA, (COLLECTIVELY THE "PROMOTER SELLING SHAREHOLDERS") AND BY PROMOTER GROUP SELLING SHAREHOLDERS, CONSISTING OF UP TO 597,579 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY POTTI VENKATA SUJATHA, UP TO 1,493,947 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY MATURU VENKATA LAKSHMI SINDHU, UP TO 1,493,947 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY POTTI VENKATA LAKSHMI SPANDANA, UP TO 811,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY SEERNA SUVARNA, UP TO 2,774,473 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY GOURISHETTY LALITHA AND UP TO 5,975,790 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY POTTI MALATHI LAKSHMI KUMARI, (COLLECTIVELY, THE "PROMOTER GROUP SELLING SHAREHOLDERS", TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS THE "SELLING SHAREHOLDERS"), AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER").

THE OFFER MAY INCLUDE A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). OUR COMPANY, IN CONSULTATION WITH THE BRLMS MAY OFFER A DISCOUNT OF ₹[●] PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH, TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"), SUBJECT TO NECESSARY APPROVALS AS MAY BE REQUIRED. THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

THE FACE VALUE OF EQUITY SHARES IS ₹2 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND (INCLUDING EMPLOYEE DISCOUNT) AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN [●] EDITIONS OF AN ENGLISH NATIONAL DAILY NEWSPAPER [●], [●] EDITIONS OF A HINDI NATIONAL DAILY NEWSPAPER [●] AND [●] EDITIONS OF [●], A TELUGU DAILY NEWSPAPER (TELUGU BEING THE REGIONAL LANGUAGE OF TELANGANA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, 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 RESPECTIVE WEBSITES IN ACCORDANCE WITH 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 unforeseen circumstances, our Company in consultation with the BRLMs, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, 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 Syndicate Members and by intimation to and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), the Designated Intermediaries and the Sponsor Bank(s), as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net 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, in consultation with 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 ("**Anchor Investor Portion**"), of which at least one-third shall be available for allocation to 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-allocation in the Anchor Investor Portion, the balance 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 only to Mutual Funds 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. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net 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 ₹0.20 million and up to ₹1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1.00 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 less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations ("Retail Portion"), subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. Further all potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) (*as defined hereinafter*) in which the Bid amount will be blocked by the SCSBs or the Sponsor Bank(s), as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 387.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price as determined by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "*Basis for Offer Price*" on page 119 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active 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 Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" on page 35.

COMPANY'S AND THE 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.

Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, to the extent such statements are solely in relation to such Selling Shareholder and its respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder, severally or jointly, assumes responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or by any other Selling Shareholder or any other person(s).

LISTING

The Equity Shares that will be 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 their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed 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 436.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi Mumbai 400 025 Maharashtra, India **Tel:** +91 22 7193 4380 **E-mail:** rsbril.ipo@motilaloswal.com **Website:** www.motilaloswalgroup.com **Investor grievance ID:** moiaplredressal@motilaloswal.com **Contact person:** Sankita Ajinkya/ Kunal Thakkar **SEBI Registration number:** INM000011005	**HDFC Bank Limited** Investment Banking Group, Unit no. 701, 702 and 702-A 7th floor, Tower 2 and 3, One International Centre, Senapati Bapat Marg Prabhadevi, Mumbai 400 013 **Tel:** +91 22 3395 8233 **Email:** rsbril.ipo@hdfcbank.com **Website:** www.hdfcbank.com **Investor grievance ID:** investor.redressal@hdfcbank.com **Contact person:** Bharti Ranga / Souradeep Ghosh **SEBI Registration number:** INM000011252	**IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)** 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (W) Mumbai 400 013, Maharashtra, India **Telephone**: +91 22 4646 4728 **Email**: rsbrothers.ipo@iiflcap.com **Investor grievance ID**: ig.ib@iiflcap.com **Contact person**: Yogesh Malpani / Pawan Jain **Website**: www.iiflcap.com **SEBI Registration number**: INM000010940	**KFin Technologies Limited** Selenium Tower-B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Telangana, India **Tel**: +91 40 6716 2222 **E-mail**: rsb.ipo@kfintech.com **Investor grievance e-mail**: einward.ris@kfintech.com **Website**: www.kfintech.com **Contact person**: M Murali Krishna **SEBI Registration number**: INR000000221

BID/ OFFER PROGRAMME

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

* *Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*
** *Our Company, in consultation with the Book Running Lead Managers, 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.*
****The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

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SECTION I : GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rules, guidelines, circulars, notifications, directions, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, circulars, notifications, directions, clarifications or policies or articles of association or memorandum of association as amended, updated, supplemented, re-enacted or modified from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meanings ascribed to such terms under the SEBI ICDR Regulations the SEBI Listing Regulations, the SEBI Act, the Companies Act, the SCRA, the Depositories Act and the rules and regulations notified thereunder. Further the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Restated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures" and "Description of Equity Shares and Terms of Articles of Association" at pages 105, 119, 132, 137, 206, 211, 252, 326, 355, 363 and 408, respectively, shall have the meanings ascribed to them in the relevant section.

General Terms

Term	Description
"our Company"/ "the Company", "the Issuer"	RSB Retail India Limited, a public limited company incorporated under the Companies Act, 1956 with its registered and corporate office at Door No:7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad 500 018, Telangana, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company as at and during the relevant Fiscal Year

Company Related Terms

Term	Description
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, as described in "*Our Management – Committees of the Board – Audit Committee*" on page 227
"Board" or "Board of Directors"	The Board of Directors of our Company, and where applicable or implied by context, includes or a duly constituted committee thereof as described in "*Our Management – Our Board*" on page 221
BTA	Business Transfer Agreements, as entered into between our Company and other entities, included in "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 215
Chairperson and Whole-time Director	The chairperson and Whole-time Director of the Board of Directors of our Company, namely, Potti Venkateswarlu. For details, see *"Our Management – Our Board"* on page 221
Chief Commercial and Operating Officer	Chief Commercial and Operating Officer, namely, Potti Venkata Sai Abhinay. For details, see "*Our Management – Key Managerial Personnel*" and on page 236
Chief Human Resource Officer	Chief Human Resource Officer of our Company, namely, Tiruveedhula Keshav Gupta. For details, see "*Our Management – Key Managerial Personnel*" on page 236
"Chief Financial Officer" or "CFO"	Chief financial officer of our Company, namely, R Gowrisankar. For details, see "*Our Management – Key Managerial Personnel*" on page 236
Chief Projects and Information Officer	Chief Projects and Information Officer of our Company, namely, Tiruveedhula Rakesh. For details, see "*Our Management – Key Managerial Personnel*" on page 236
Chief Sales and Marketing Officer	Chief Sales and Marketing Officer of our Company, namely, Seerna Suresh. For details, see "*Our Management – Key Managerial Personnel*" on page 236
Committee(s)	Duly constituted committee(s) of our Board of Directors. "*Our Management – Committees of the Board*" on page 227
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, namely, T S Maharani. For details, see "*Our Management – Key Managerial Personnel*" on page 236

Term	Description
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*" on page 232
Director(s)	Director(s) on our Board, as appointed from time to time. For further details see "*Our Management – Our Board*" on page 221
ESOP Scheme(s)	Collectively, the Thank You ESOP Scheme 2025 and ESOP (Growth) 2025
Equity Shares	Unless otherwise stated, equity shares of face value of ₹2 each of our Company
Executive Director(s)	Executive director(s) of our Company. For further details of our Executive Directors, see "*Our Management*" on page 221
Family Group	Collectively, the PVR family group consisting of Potti Venkateswarlu, Potti Venkata Sai Abhinay, Potti Venkata Sujatha, Maturu Venkata Lakshmi Sindhu, Potti Venkata Lakshmi Spandana, the SRM family group consisting of Seerna Rajamouli, Seerna Suresh, Seerna Suvarna, Gourishetty Lalitha, the TPR family group consisting of Tiruveedhula Prasada Rao, Tiruveedhula Rakesh, Tiruveedhula Keshav Gupta, and the PSK family group consisting of Potti Malathi Lakshmi Kumari, Potti Rachana Sree, Potti Venkata Lakshmi Greeshma.
Group Company(ies)	The group companies of our Company in accordance with Regulation 2(1)(t) of SEBI ICDR Regulations, as described in "*Our Group Companies*" on page 247
Inter-se Agreement	Inter-se agreement dated July 1, 2025 entered into by and amongst Potti Venkateswarlu, Seerna Rajamouli and Potti Malathi Lakshmi Kumari and Tiruveedhula Prasada Rao who are acting together with their respective Family Groups (Potti Venkateswarlu, Potti Venkata Sai Abhinay, Potti Venkata Sujatha, Maturu Venkata Lakshmi Sindhu, Potti Venkata Lakshmi Spandana, ("PVR Family Group" acting together with Potti Venkateswarlu being head of the PVR Family Group) Seerna Rajamouli, Seerna Suresh, Seerna Suvarna, Gourishetty Lalitha, ("SRM Family Group" acting together with Seerna Rajamouli being head of the SRM Family Group) Tiruveedhula Prasada Rao, Tiruveedhula Rakesh, Tiruveedhula Keshav Gupta, ("TPR Family Group" acting together with Tiruveedhula Prasada Rao being head of the TPR Family Group) Potti Malathi Lakshmi Kumari, Potti Rachana Sree, Potti Venkata Lakshmi Greeshma ("PSK Family Group" acting together with Potti Malathi Lakshmi Kumari being head of the PSK Family Group) (PVR Family Group, SRM Family Group, TPR Family Group and PSK Family Group shall individually be referred to as "Family Group" and collectively be referred to as "Family Groups")
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer.
"Key Managerial Personnel"/ "KMP"	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in "*Our Management – Key Managerial Personnel*" on page 236
Managing Director	The managing director of our Company, namely Seerna Rajamouli. For details, see *"Our Management – Our Board"* on page 221
Memorandum of Association/ MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 229
"Non-executive Independent Director(s)" or "Independent Director(s)"	The independent directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management*" on page 221
Promoter Group	Individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoters and Promoter Group – Promoter Group*" on page 239
Promoter Group Selling Shareholders	Potti Venkata Sujatha, Maturu Venkata Lakshmi Sindhu, Potti Venkata Lakshmi Spandana, Seerna Suvarna, Gourishetty Lalitha and Potti Malathi Lakshmi Kumari
Promoter Selling Shareholders	Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta
Promoter(s)	Promoters of our Company, being Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta.
Registered and Corporate Office	The registered office and corporate office of our Company, at Door No:7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad 500 018, Telangana, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Telangana at Hyderabad
"Restated Financial Information"	Restated financial information of our Company as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow, for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of material accounting policies and other explanatory notes, prepared in accordance with Ind AS and as per requirement of section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports

Term	Description
	in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time
Risk Management Committee	The risk management committee as described in "*Our Management Committees of the Board – Risk Management Committee*" on page 231
Selling Shareholders	Collectively, the Promoter Selling Shareholders and Promoter Group Selling Shareholders
"Senior Management" or "SMP"	Senior management personnel of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management – Senior Management of our Company*" on page 236
Shareholder(s)	The holders of Equity Shares of face value of ₹2 each of our Company from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee as described in "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 231
"Statutory Auditors" or "Auditors"	Laxminiwas & Co, Chartered Accountants, the statutory auditors of our Company
Technopak	Technopak Advisors Private Limited
Technopak Report	The report titled "Apparel Market in India and South India" dated August 12, 2025 prepared by Technopak, appointed by our Company pursuant to an engagement letter dated November 21, 2024, commissioned for by our Company. The Technopak Report is available on the website of our Company at https://rsbretail.com/investor-relations/shareholders-information/industry-report/and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 436
Whole-time Director(s)	Whole-time directors of our Company namely, Potti Venkateswarlu and Tiruveedhula Prasada Rao. For further details, see "*Our Management*" on page 221

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares of face value of ₹2 each offered pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares of face value of ₹2 each after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee(s)	A successful Bidder to whom the Equity Shares are Allotted
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 ₹100.00 million
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLMs during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	Application 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 requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Offer Period	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, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations.

Term	Description
	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
"Application Supported by Blocked Amount" or "ASBA"	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an UPI Bidders which is blocked upon acceptance of a UPI Mandate Request in relation to a Bid made by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bankers to the Offer	Collectively, Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" on page 387
Bid(s)	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 Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price (net of the Employee Discount) multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut Off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of the Employee Discount).
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 notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Telugu daily newspaper (Telugu being the regional language of Telangana, where our Registered and Corporate Office is located), each with wide circulation. Our Company, 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. In case of any revision, the extended Bid/ Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a public notice, and also by notifying on the websites of the BRLMs and at the terminals of the Syndicate Members and communicating to the Designated Intermediaries and the Sponsor Bank(s), 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
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 notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Telugu daily newspaper (Telugu being the regional language of Telangana, where our Registered and Corporate Office is located), each with wide circulation. 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 other members of

Term	Description
	the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), 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
Bid/ Offer Period	Except in relation to any Bids received from the 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 and the terms of the Red Herring Prospectus. Provided however, 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, in consultation with the Book Running Lead Managers 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
"Bidder(s)" or "Applicant(s)"	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, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the 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" or "BRLMs"	Book running lead managers to the Offer, namely, Motilal Oswal Investment Advisors Limited, HDFC Bank Limited and IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA 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 Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"CAN" or "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 or after the Anchor Investor Bid/ Offer Period
Cap Price	Higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The cash escrow and sponsor banks agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Bankers to the Offer, the Syndicate Member(s) and Registrar to the Offer for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refund of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and other applicable circulars issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion 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
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details, PAN and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI 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
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Bank(s)) for the

Term	Description
	transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account and HNIs bidding with an application size of up to ₹ 0.50 million (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 UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI mechanism), 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 (except Anchor Investors) 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), as updated from time to time
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 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
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated August 14, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees, working in India or outside India (excluding such employees who are not eligible to invest in the Offer under applicable laws), of our Company; or a Director of our Company who is a citizen of India and a person resident in India (as defined under the FEMA), whether whole-time or not who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company; The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of the applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 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 Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Discount	A discount of ₹[●] per Equity Share of face value of ₹2 each may be offered to Eligible Employees bidding in the Employee Reservation Portion, which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. This Employee Discount, if any shall be decided by our Company in consultation with the Book Running Lead Managers.
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares (comprising up to [●]% of our post Offer Equity Share capital), aggregating up to ₹ [●] million that may be made available for allocation to Eligible Employees, on a proportionate basis. In the event the Offer includes an Employee Reservation Portion, such portion shall not exceed 5.00% of the post offer Equity Share capital of our Company
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid

Term	Description
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder" or "Sole 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, not being less than the face value of the Equity Shares each, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	Fresh issue of up to [●] Equity Shares of face value of ₹2 each at the Offer Price aggregating up to ₹5,000.00 million by our Company.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 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 gross proceeds of the Fresh Issue that will be available to our Company
HDFC	HDFC Bank Limited
IIFL	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
Materiality Policy	The policy adopted by our Board in its meeting dated August 13, 2025 for determining identification of Group Companies, material outstanding civil litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement dated [●] to be entered into between and amongst our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation only to Mutual Funds on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	The proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 105
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion (if any) and who have Bid for Equity Shares for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Net Offer being not less than 15% of the Net Offer comprising [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) Two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders
"Non-Resident Indians" or "NRI(s)"	Person resident outside India, as defined under the FEMA Non-debt Instruments Rules, and includes a non-resident Indian, FVCIs and FPIs.
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹2 each for cash consideration at a price of ₹[●] each, aggregating up to ₹[●] million comprising the Fresh Issue and the Offer for Sale. For further information, see "*The Offer*" on page 73
Offer Agreement	The offer agreement dated August 14, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed upon in relation to the Offer

Term	Description
Offer for Sale	Offer for Sale of up to 29,878,946 Equity Shares of face value of ₹2 each at the Offer Price aggregating up to ₹[●] million by the Selling Shareholders
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders (except for the Anchor Investors) in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and in terms of the Red Herring Prospectus. A discount of ₹ [●] per Equity Share of face value of ₹2 each may be offered to Eligible Employees bidding in the Employee Reservation Portion, subject to necessary approvals. This Employee Discount, if any shall be decided by our Company in consultation with the Book Running Lead Managers.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale (net of their respective portion of Offer-related expenses and relevant taxes thereon) which shall be available to each of the Selling Shareholders in proportion to the respective portion of Offered Shares of each such Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 105
Offered Shares	Up to 29,878,946 Equity Shares of face value of ₹2 each aggregating to ₹[●] million offered by the Selling Shareholders in the Offer for Sale
Price Band	Price band of a minimum price of ₹[●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Telugu daily newspaper (Telugu being the regional language of Telangana, where our Registered and Corporate Office is located), each with wide circulation.
Pricing Date	The date on which our Company, in consultation with the BRLMs will finalise the Offer Price
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with section 26 of 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	The 'no-lien' and 'non-interest bearing' account 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 and ASBA Accounts maintained with the SCSBs on the Designated Date
Public Offer Account Bank(s)	A bank which is a clearing member and which is registered with SEBI as a banker to an issue and with which the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	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 Offer Price 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 on or after the Pricing Date
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank(s)	The Bank(s) which are clearing members registered with SEBI under the SEBI RTI Regulations, with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI
Registrar Agreement	The registrar agreement dated August 14, 2025 entered into amongst 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" or "RTAs"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number

Term	Description
	CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of NSE at www.nseindia.com and BSE at www.bseindia.com
"Registrar to the Offer" or "Registrar"	KFin Technologies Limited
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders (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 Bid cum Application 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. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders, Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date
SCORES	SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, 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 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to UPI Bidders, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated 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 as updated from time to time. UPI Bidders bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose names appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as 'Annexure A" to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The share escrow agreement to be entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank(s)	[●] and [●], being the Bankers to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars
Sub Syndicate	The sub syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
"Syndicate" or "Members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The syndicate agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar, in relation to collection of Bids by the Syndicate
Syndicate Member(s)	Intermediaries (other than BRLMs) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●]
Underwriters	[●]

Term	Description
Underwriting Agreement	The underwriting agreement to be entered into amongst our Company, the Selling Shareholders, and the Underwriters on or after the Pricing Date, but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion, (ii) Eligible Employees Bidding in Employee Reservation Portion; and (iii) Non-Institutional Bidders with an application size of up to ₹0.50 million, Bidding in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to the SEBI ICDR Master Circular issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI master circular no. number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and SEBI circular no. SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025 (to the extent these circulars are not rescinded by the SEBI ICDR Master Circular and SEBI RTA Master Circular), SEBI ICDR Master Circular, SEBI RTA Master Circular (to the extent that these circulars pertain to the UPI Mechanism), along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard from time to time
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. In respect of 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 the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI

Key Financial and Operating Metrics used in this Draft Red Herring Prospectus

KPI	Explanation
Average order value	This tracks the average sale value per bill. It helps in assessing retail performance, identifying growth opportunities, and formulating promotional strategies
Average revenue per sq.ft.	This is used to evaluate the operational and financial efficiency of the Company in terms of the per square feet utilised.
Average revenue per store	This is used to evaluate the operational and financial efficiency of the Company in terms of per operational store
Average selling price per apparel piece	It tracks the average sale value per piece. This helps in assessing retail performance, identifying growth opportunities, and formulating promotional strategies.
Average Store Size	This helps to assess the optimal area usage and to assess the rental and other expense requirement
Debt to Equity Ratio	The debt-to-equity ratio helps analysts assess a company's financial leverage.
EBITDA	EBITDA offers valuable insights into the Company's operational profitability.
EBITDA Margin	The EBITDA margin reflects the Company's operational profitability
Gross Profit	Tracking gross profit assesses the Company’s product margin earned from sales of traded goods.

KPI	Explanation
Gross Profit Margin	Monitoring gross margin helps assess the Company's product margin earned from the sale of traded goods.
Inventory Turnover Ratio	Inventory turnover ratio helps analysts assess how efficiently a company manages its inventory
Net Working Capital Days	Assesses company's investment in working capital across inventories, trade receivables and trade payables.
No. of bills	Number of Bills refers to the total number of tax invoices generated at stores. This helps to track the growth in terms of number of customers.
No. of cities Stores operate in	City-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network in the country
No. of States Stores operate in	State wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network within a region
No. of Stores	Number of stores is used to measure the number of stores in operation. It provides valuable insights into the Company's operations, growth and expansion.
No. of stores in Metro and Tier 1 cities	Tier-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network within a region.
No. of stores in Tier 2 cities and beyond	Tier-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network within a region
PAT	Profit for the year tracks net profit of the Company after tax expense.
PAT Margin	Net Profit Margin helps assess overall profitability of the Company
Return on Capital Employed (ROCE)	Return on capital employed measures the efficiency with which the Company generates earnings from the capital invested in the business.
Return on Equity (ROE)	Return on equity indicates how effectively the Company generates profits from shareholders' equity.
Revenue from Operations	Tracking revenue from operations enables the Company to analyse the overall financial performance of the Company.
Same store sales growth	Same-store sales growth enables to assess the operational and financial efficiency of stores.
Total Store Area	Total store area is used to measure the total store area in operation. It provides valuable insights into the Company's operations, growth and expansion

Technical, Industry and Business-Related Terms or Abbreviations

Abbreviation/Term	Full Form / Defined Term	Usage/Description
B&M	Brick-and-Mortar	Physical store retail format.
CAGR	Compound Annual Growth Rate	Smoothed annual growth rate across multiple years.
Cluster-focused expansion	Cluster-focused Expansion	Strategy focusing store openings in densely targeted regions/states.
CY	Calendar Year	January–December period, global comparison.
D2C	Direct-to-Consumer	Retail model where brands sell directly to consumers, mainly online.
E-commerce	Electronic Commerce	Online buying and selling of goods/services.
FMCG	Fast-Moving Consumer Goods	Non-durable products sold quickly at relatively low cost (e.g., groceries, household care).
FSP	Fastest Selling Price	Price at which most units of a category are sold (used in price segmentation/value retail).
Footfall	Customer Traffic	Number of shoppers visiting a retail outlet.
FY	Financial Year	April–March period in India, for market and company reporting.
GDP	Gross Domestic Product	Overall economic output of a country.
GI	Geographical Indication	Legal protection for origin-designated products (e.g., Kanchipuram saree).
GNI	Gross National Income	GDP plus net income from abroad.
Hypermart	Hypermarket	Large retail store combining supermarket and department store features.
IMF	International Monetary Fund	International institution providing economic projections.
INR	Indian Rupee	Indian currency; all market values shown in INR.
Large Format Store ("**LFS**")	Large Format Store	Stores larger than ~20,000 sq.ft.; multi-category, multi/single brand.
Marketplaces	Online Marketplaces	E-commerce platforms for third-party sellers (e.g. Amazon, Flipkart, Ajio, Tata CliQ).
Metro City	Metropolitan City	Indian city with population over five million, typically a major urban centre.
Multi-Brand Outlet	Multi-Brand Retail Store	Store selling multiple different brands, including in-house and external.
Multi-format Retail	Multi-format Retailing	Retail strategy with stores across multiple formats (e.g., value, large format, speciality stores).
NSDP	Net State Domestic Product	State-level GDP measure, after depreciation.
Omnichannel	Omnichannel Retailing	Integration of online and offline retail for a seamless experience.

Abbreviation/Term	Full Form / Defined Term	Usage/Description
Pan-India	Nationwide Presence	Distributed across India.
PFCE	Private Final Consumption Expenditure	Total household spending, a key GDP component.
PPP	Purchasing Power Parity	Currency exchange rate that equalizes purchasing power between countries.
Private Label	Private Label Brand	In-house brand owned by retailer, sold alongside/instead of external brands.
SEC	Socioeconomic Classification	Stratification of Indian households by education/assets.
Single Brand Outlet	Single-Brand Retail Store	Store selling only its own brand.
SKU	Stock Keeping Unit	Unique product identifier for inventory and sales tracking.
SPSF	Sales Per Square Foot	Productivity metric for retail space.
Store Locator	Store Locator	Online tool for finding retail outlet locations.
Tier 1/2/3/4 cities	City Classification	Tier 1 = largest cities, Tier 2/3/4 = increasingly smaller city markets.
USD	United States Dollar	Global benchmark currency; used for Indian data comparison.
Value Format	Value Retail Format	Store format designed for affordability and mass-market appeal.
Value Retail	Value Retail Model	Retail focused on affordable merchandise for price-sensitive consumers.
y-o-y	Year-on-Year	Evaluating metrics against prior year.

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian Rupees
AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
API	Application Programming Interface
BPLR	Benchmark Prime Lending Rate
BSE	BSE Limited
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
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules, regulations, clarifications and modifications made thereunder
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020
CrPC	Code of Criminal Procedure, 1973, as amended
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India

Term	Description
EGM	Extraordinary general meeting
EPS	Earnings per share
FCNR	Foreign currency non-resident
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules or FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First Information Report
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GECL 2.0	Guaranteed emergency credit line 2.0
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
IAS	Indian Administrative Service
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961
"Ind AS" or "Indian Accounting Standards"	Indian Accounting Standards notified under section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP/IGAAP	Accounting Standards notified under section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014, as amended and Companies (Accounting Standards) Amendment Rules, 2016, as amended
Ind AS 24	Indian Accounting Standard 24- Related Party Disclosures
Ind AS 34	Indian Accounting Standard 34 – Interim Financial reporting
Ind AS 37	Indian Accounting Standard 37- Provisions, Contingent Liabilities and Contingent Assets
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Information Technology Act, 2000, as amended
KYC	Know Your Customer
LLP	Limited Liability Partnership
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal Cost of funds-based Lending Rate
MSMEs	Micro, Small and Medium Enterprises
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
N/A	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Companies
NEFT	National Electronic Fund Transfer
NI Act	Negotiable Instruments Act, 1881, as amended
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRI	A non-resident Indian as defined under the FEMA NDI Rules
NRO	Non-Resident Ordinary

Term	Description
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 beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E	Price to Earnings
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PBT	Profit before tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
ROU	Right of Use
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	SEBI master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI RTA Master Circular	The SEBI master circular no. SEBI/HO/MIRSD/PoD/P/CIR/2025/91 dated June 23, 2025.
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
"U.K." or "UK"	United Kingdom
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia

Term	Description
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. Securities Act	U.S. Securities Act of 1933, as amended
“USD” or “US$”	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
“Year” or “calendar year”	Unless the context otherwise requires, shall mean the 12 month period ending December 31

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

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus 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 to the:

(i) "U.S.", "US", "U.S.A." or "United States" are to the United States of America and its territories and possessions;

In this Draft Red Herring Prospectus, unless otherwise specified:

- any time mentioned is in IST;
- all references to a year are to a calendar year; and
- all references to page numbers are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year.

Unless stated otherwise or where the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from the Restated Financial Information.

The Restated Financial Information of our Company as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 the summary statement of material accounting policies and other explanatory notes, prepared in accordance with Ind AS and as per requirement of section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations, as amended and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time. For further details, see "*Restated Financial Information*" and "*Other Financial Information*" on pages 252 and 324, respectively.

There are significant differences between Ind AS, Indian GAAP, 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 and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar and may consider them material to their assessment of our financial condition.*" on page 63. 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, Ind AS 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.

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 place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, or ratios (excluding certain operational metrics) as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 35, 187 and 329, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Information, as applicable.

Non-GAAP Financial Measures

Certain Non-GAAP financial measures relating to our financial performance, namely EBITDA, EBITDA Margin, EBIT, Return on capital employed, Return on Net Worth, Net Asset Value of face value ₹2 each, and certain other industry metrics and financial parameters have been included in this Draft Red Herring Prospectus and are a supplemental measure of our

performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year 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, IFRS or US GAAP. These Non-GAAP financial measures and other information relating to 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 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. Such supplemental financial and operational information should not be considered in isolation or as a substitute for an analysis of our Restated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Other Financial Information*" and "*Risk Factors – We have in this Draft Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("**Non-GAAP**") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies."* on pages 329, 324 and 62, respectively.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or "US$" are to United States Dollar, the official currency of the United States;

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

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.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and USD:

Currency	Exchange rate as at		
	March 31, 2025 *(in ₹)*	March 31, 2024 *(in ₹)*	March 31, 2023 *(in ₹)*
1 USD	85.58	83.37	82.22

Source: www.rbi.org.in
Note: In case of March 31 of any of the respective years is a public holiday, the previous working day not being a public holiday has been considered. Exchange rate is rounded off to two decimal point.

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Information may not have been converted using any of the above-mentioned exchange rates.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the Technopak Report and publicly available information as well as other industry publications and sources.

Technopak is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or Senior Management or the Book Running Lead Managers. The Technopak Report has been exclusively commissioned and paid for by our Company pursuant to an engagement letter with the Technopak dated November 21, 2024, for the purposes of confirming our understanding of the industry in which the Company operates, in connection with the Offer. The Technopak Report is available on the website of our Company at https://rsbretail.com/investor-relations/shareholders-information/industry-report/ and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 436.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. Such data 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 from third parties, including an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks.*", on page 62. Accordingly, investment decision should not be based solely on such information.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (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. Accordingly, the Equity Shares are being offered and sold (a) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("**Rule 144A**") and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as QIBs) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and (b) 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 are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold to, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements".

These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "are likely", "can", "continue", "expect", "estimate", "intend", "likely to", "may", "seek to", "shall", "objective", "plan", "project", "propose" "will", "will achieve", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and 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, including but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions, in India and globally, 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 and changes in competition in our industry, incidence of 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:

1. We generated substantially all of our revenue from operations during the last three Fiscals, from the two South Indian states of Andhra Pradesh and Telangana. Consequently, any adverse developments affecting our operations in these states could have an adverse impact on our business, results of operations and cash flows.

2. Our business is dependent on the sale of women apparel and in particular sarees, which contributed 35.04%, 38.94%, and 38.64% of our revenue from operations for Fiscals 2025, 2024 and 2023, respectively. Any variations in demand and change in customer preferences could have an adverse impact on our business, financial condition and cash flows.

3. We generated 89.50%, 94.01% and 97.20% of our revenue from operations collectively from South India Shopping Mall and R.S. Brothers format stores during Fiscals 2025, 2024 and 2023, respectively. Accordingly, any disruptions in the operation of South India Shopping Mall and R.S. Brothers format stores may adversely impact our sales, cash flows and profitability.

4. If we are unable to anticipate and respond to changes in market demands, fashion trends and customer preferences in a timely and effective manner and maintain an optimal level of inventory, our business, results of operations, cash flows and financial condition may be adversely affected.

5. We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.

6. We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, or these requirements are made more stringent, we may be unable to fully or partially operate our business, and our results of operations may be adversely affected.

7. Unexpected interruptions to our business and operations, including on account of supply chain and operational disruptions may adversely impact our business, results of operations and profitability.

8. We generated 7.25%, 5.31%, and 3.75% of our revenue from operations from our private label brands in the apparel category during Fiscals 2025, 2024 and 2023, respectively. We cannot assure you that we will be able to increase our private label offerings or that they will improve our profitability.

9. We rely on the "R. S. Brothers" brand, which is used by various group businesses; any loss of brand value could adversely affect our business, customer relationships and growth prospects.

10. Any failure in our quality control processes or in maintaining high standards of customer service, including effective recruitment, training and retention of key personnel, may adversely impact our business, results of operations and financial condition

Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 137, 187 and 329, respectively of this Draft Red Herring Prospectus has been obtained from the Technopak Report, which is available on the website of our Company at *https://rsbretail.com/investor-relations/shareholders-information/industry-report/*.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*", "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 35, 187, 137 and 329, respectively. 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 materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, any Selling Shareholder, our Directors, KMPs, the Syndicate nor any of their respective affiliates have any obligation 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 requirements of the SEBI ICDR Regulations, our Company shall ensure that Bidders in India are informed of material developments, until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer. In accordance with the requirements of the SEBI ICDR Regulations, each of the Selling Shareholders shall, severally and not jointly, ensure that our Company and BRLMs are informed of material developments in relation to the statements and undertakings specifically made or undertaken by such Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares in the Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. 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 Shareholder.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer 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 for 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 in "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Information" "Offer Procedure", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of the Articles of Association" beginning on pages 35, 73, 86, 105, 137, 187, 239, 252, 387, 355 *and* 408, *respectively.*

Summary of the business of our Company

We are a multi-format retailer catering to diverse customer segments across various income demographics, including premium, mid-premium, and value, as well as different shopping requirements. We operate through several store formats, including multi-brand format outlets for men, women and children; exclusive ethnic format outlets for men and women; and hypermarkets. Our apparel product portfolio includes ethnic wear, everyday casual wear, and formal wear. As of March 31, 2025, we had 73 stores across 22 cities in three South Indian states of Telangana, Andhra Pradesh and Karnataka.

For further details, refer to "*Our Business*" on page 187.

Summary of the industry in which our Company operates

The Indian retail industry is experiencing robust growth, with the total market projected at ₹ 92,597 billion in Fiscal 2025. Apparel and accessories form a significant segment, expected to reach ₹ 6,903 billion in Fiscal 2025 and driven by demand for value, affordability, and emerging omni-channel models. Organised retail, including value-focused brands are expanding rapidly, supported by digitalization and increased consumer preference for branded and affordable fashion. Key trends include the rise in e-commerce, penetration into tier-2 and tier-3 cities, and a strong shift towards value retail formats (*Source: Technopak Report*).

For further details, refer to "*Industry Overview*" on page 137.

Our Promoters

Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta are the Promoters of our Company.

For further details, see "*Our Promoters and Promoter Group*" on page 239.

Offer size

The following table summarizes the details of the Offer size:

Offer of Equity Shares[(1)(2)(3)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue[(1)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 5,000.00 million
(ii) Offer for Sale[(2)(3)]	Up to 29,878,946 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
The Offer comprises:	
Employee Reservation Portion [(4)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million

(1) *The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on August 4, 2025 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their extraordinary general meeting held on August 5, 2025.*

(2) *Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 13, 2025. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages* 73 *and* 363, *respectively.*

(3) *Each of the Selling Shareholders, severally and not jointly, confirms that their respective portion of the Offered Shares has been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders has, severally and not jointly approved its respective portion in the Offer for Sale as set out below:*

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of consent letter
Promoter Selling Shareholders			
Potti Venkateswarlu	Up to ₹[●] million	Up to 2,689,105 Equity Shares of face value of ₹2 each	August 13, 2025
Seerna Rajamouli	Up to ₹[●] million	Up to 2,689,105 Equity Shares of face value of ₹2 each	August 13, 2025
Tiruveedhula Prasada Rao	Up to ₹[●] million	Up to 2,390,316 Equity Shares of face value of ₹2 each	August 13, 2025
Potti Venkata Sai Abhinay	Up to ₹[●] million	Up to 2,689,105 Equity Shares of face value of ₹2 each	August 13, 2025
Seerna Suresh	Up to ₹[●] million	Up to 2,689,105 Equity Shares of face value of ₹2 each	August 13, 2025
Tiruveedhula Rakesh	Up to ₹[●] million	Up to 1,792,737 Equity Shares of face value of ₹2 each	August 13, 2025
Tiruveedhula Keshav Gupta	Up to ₹[●] million	Up to 1,792,737 Equity Shares of face value of ₹2 each	August 13, 2025
Promoter Group Selling Shareholders			
Potti Venkata Sujatha	Up to ₹[●] million	Up to 597,579 Equity Shares of face value of ₹2 each	August 13, 2025
Maturu Venkata Lakshmi Sindhu	Up to ₹[●] million	Up to 1,493,947 Equity Shares of face value of ₹2 each	August 13, 2025
Potti Venkata Lakshmi Spandana	Up to ₹[●] million	Up to 1,493,947 Equity Shares of face value of ₹2 each	August 13, 2025
Seerna Suvarna	Up to ₹[●] million	Up to 811,000 Equity Shares of face value of ₹2 each	August 13, 2025
Gourishetty Lalitha	Up to ₹[●] million	Up to 2,774,473 Equity Shares of face value of ₹2 each	August 13, 2025

Name of the Selling Shareholder	Aggregate proceeds from Offer for Sale	Maximum number of Offered Shares	Date of consent letter
Potti Malathi Lakshmi Kumari	Up to ₹[●] million	Up to 5,975,790 Equity Shares of face value of ₹2 each	August 13, 2025

(4) *The Offer may include an Employee Reservation Portion which shall not exceed 5.00% of our post Offer Equity Share capital. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. For further details, see "Offer Structure" on page 383. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. For further details, see "Offer Procedure" and "Offer Structure" beginning on page 387 and 383, respectively.*

The Offer and Net Offer shall constitute [●] % and [●]% of the post-Offer paid-up equity share capital of our Company. For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 73 and 383, respectively.

Objects of the Offer

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

Objects	Estimated Amount (in ₹ million)
Repayment/ prepayment, in part or full, of certain loan facilities availed by our Company	2,750.00
Setting up of new stores under the formats of "*RS Brothers*" and "*South India Shopping Mall*"	1,181.81
General corporate purposes (1)	[●](1)
Total(2)	[●]

(1) *The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*
(2) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to the filing of the Prospectus with the RoC.*

For further details, see "*Objects of the Offer*" beginning on page 105.

Aggregate pre-Offer of our Promoters, members of our Promoter Group and Selling Shareholders of our Company

S. No	Name of the Shareholder	Number of Equity Shares of face value of ₹ 2 each	Pre-offer Shareholding (%)
Promoters			
1.	Potti Venkateswarlu	25,546,500	9.00
2.	Seerna Rajamouli	25,546,500	9.00
3.	Tiruveedhula Prasada Rao	22,708,000	8.00
4.	Potti Venkata Sai Abhinay	25,546,500	9.00
5.	Seerna Suresh	25,546,500	9.00
6.	Tiruveedhula Rakesh	17,031,000	6.00
7.	Tiruveedhula Keshav Gupta	17,031,000	6.00
Promoter Group			
8.	Potti Venkata Sujatha	5,677,000	2.00
9.	Maturu Venkata Lakshmi Sindhu	14,192,500	5.00
10.	Potti Venkata Lakshmi Spandana	14,192,500	5.00
11.	Seerna Suvarna	8,515,500	3.00
12.	Gourishetty Lalitha	25,546,500	9.00
13.	Potti Malathi Lakshmi Kumari	22,708,000	8.00
14.	Potti Rachana Sree **	17,031,000	6.00
15.	Potti Venkata Lakshmi Greeshma**	17,031,000	6.00
	Total	**283,850,000**	**100.00**

** *Except for Potti Venkata Lakshmi Greeshma and Potti Rachana Sree, all other Shareholders of our Company are Selling Shareholders.*

Our Promoters hold 158,956,000 Equity Shares aggregating to 56.00% of the pre-Offer equity share capital of the Company. For further details of the Offer, see "*Capital Structure – Build-up of the equity shareholding of our Promoters in our Company*" at page 93.

Aggregate pre-Offer and post-Offer Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company

The aggregate pre-Offer and post-Offer shareholding, of our Promoters, members of our Promoter Group and additional top 10 Shareholders, as on the date of the Allotment is set forth below.

S. No.	Pre-offer shareholding as on the date of the price band advertisement			Post-Offer shareholding as at Allotment*$			
				At the lower end of the Price Band (₹[●]*)		At the upper end of the Price Band (₹[●]*)	
	Name of the Shareholder***	Number of Equity Shares of face value of ₹ 2 each@	Pre-offer Shareholding (%)@	Number of Equity Shares of face value of ₹ 2 each*@	Post-offer Shareholding (%)*@	Number of Equity Shares of face value of ₹ 2 each*@	Post-offer Shareholding (%)*@
Promoters							
1.	Potti Venkateswarlu	[●]	[●]	[●]	[●]	[●]	[●]
2.	Seerna Rajamouli	[●]	[●]	[●]	[●]	[●]	[●]
3.	Tiruveedhula Prasada Rao	[●]	[●]	[●]	[●]	[●]	[●]
4.	Potti Venkata Sai Abhinay	[●]	[●]	[●]	[●]	[●]	[●]
5.	Seerna Suresh	[●]	[●]	[●]	[●]	[●]	[●]
6.	Tiruveedhula Rakesh	[●]	[●]	[●]	[●]	[●]	[●]
7.	Tiruveedhula Keshav Gupta	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group							
8.	Potti Venkata Sujatha	[●]	[●]	[●]	[●]	[●]	[●]
9.	Maturu Venkata Lakshmi Sindhu	[●]	[●]	[●]	[●]	[●]	[●]
10.	Potti Venkata Lakshmi Spandana	[●]	[●]	[●]	[●]	[●]	[●]
11.	Seerna Suvarna	[●]	[●]	[●]	[●]	[●]	[●]
12.	Gourishetty Lalitha	[●]	[●]	[●]	[●]	[●]	[●]
13.	Potti Malathi Lakshmi Kumari	[●]	[●]	[●]	[●]	[●]	[●]
14.	Potti Rachana Sree **	[●]	[●]	[●]	[●]	[●]	[●]
15.	Potti Venkata Lakshmi Greeshma**	[●]	[●]	[●]	[●]	[●]	[●]
	Total	[●]	[●]	[●]	[●]	[●]	[●]

@ *This will include any transfers of Equity Shares by existing Shareholders, up to the date of the Prospectus.*
$ *Based on the Offer Price of ₹[●] and subject to finalisation of the Basis of Allotment.*
* *To be populated at the Prospectus stage.*
** *Except for Potti Venkata Lakshmi Greeshma and Potti Rachana Sree, all other Shareholders of our company are Selling Shareholders.*
*** *Promoters and Promoter group comprise the top 10 Shareholders.*

Summary of Restated Financial Information

The following details are derived from the Restated Financial Information as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in million, unless specified)

Particulars	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Equity Share capital (A)	567.70	81.10	81.10
Other equity (B)	4,001.23	3,435.97	2,811.52
Net Worth (C=A+B)	**4,568.93**	**3,517.07**	**2,892.62**
Total Income(1)	27,183.35	2,4791.18	21,456.44
Revenue from operations	26,939.44	2,4579.91	21,267.19
Restated Profit after tax for the year(2)	1,044.21	616.74	678.21
Basic Earnings per Equity Share of face value ₹2 each (in ₹)(5)	3.68	2.17	2.39
Diluted Earnings per Equity Share of face value ₹2 each (in ₹)(5)	3.68	2.17	2.39
Net Asset Value per Equity Share (in ₹)(3)	16.10	12.39	10.19
Total borrowings (4)	3,350.32	2,557.29	1,266.36

Notes:

1. *Total Income includes revenue from operations and other income as per restated statement of Profit and Loss.*
2. *Restated profit for the year does not include adjustments in other comprehensive income as per restated statement of Profit and Loss.*
3. *Net asset value per Equity Share (₹) is net worth at the end of the year divided by weighted average number of equity shares outstanding considered for the purpose of computing Basic EPS at the end of the year. Net worth means 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 on March 31, 2025, 2024 and 2023, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.*
4. *Total Borrowings is as per restated statement of assets and liabilities under the heading borrowings.*
5. *Basic and diluted earnings per share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Basic and diluted earnings per equity share is computed by dividing the restated profit for the year attributable to the owners of our Company by the weighted average number of shares outstanding during the year.*

For further details, see "*Restated Financial Information*" and "*Other Financial Information*" on pages 252 and 324, respectively.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Financial Information

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Information.

Summary table of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters, Group Companies as on the date of this Draft Red Herring Prospectus, as disclosed in the section titled "*Outstanding Litigation and Other Material Developments*" on page 355, in terms of the SEBI ICDR Regulations and the Materiality Policy as of the date of this Draft Red Herring Prospectus is provided below:

Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations as per the Materiality Policy	Aggregate amount involved (in ₹ million)*
Company						
By our Company	2	NA	NA	NA	Nil	Nil
Against our Company	Nil	6	Nil	Nil	Nil	192.58
Directors						
By our Directors	Nil	NA	NA	NA	Nil	Nil
Against our Directors	Nil	4^	Nil	Nil	Nil	30.16^
Promoters						
By the Promoters	Nil	NA	NA	NA	Nil	Nil
Against the Promoters	Nil	3	Nil	Nil	Nil	29.81
Group Companies**						
By our Group Companies	Nil	NA	NA	NA	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

* *To the extent quantifiable.*

** *Pending litigation involving our Group Companies which will have a material impact on our Company.*

^ *Three cases are against Executive Directors who are also Promoters, involving ₹29.81 million and one case is against an Independent Director involving ₹0.35 million.*

A summary of outstanding litigation proceedings involving our Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus, as disclosed in the section titled "*Outstanding Litigation and Other Material Developments – Litigation involving our Key Managerial Personnel and Senior Management*" on page 357, in terms of the SEBI ICDR Regulations and the Materiality Policy as of the date of this Draft Red Herring Prospectus is provided below:

Category of individuals	Criminal proceedings	Statutory or regulatory proceedings
Key Managerial Personnel		
By the KMPs	Nil	NA
Against the KMPs	Nil	Nil
Senior Management*		
By the Senior Management	Nil	NA
Against the Senior Management	Nil	Nil

* *Does not include cases involving the KMPs*

Risk Factors

Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 35 to have an informed view before making an investment decision. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors applicable to our Company:

Sr. No.	Risk Factors
1.	We generated substantially all of our revenue from operations during the last three Fiscals, from the two South Indian states of Andhra Pradesh and Telangana. Consequently, any adverse developments affecting our operations in these states could have an adverse impact on our business, results of operations and cash flows.
2.	Our business is dependent on the sale of women apparel and in particular sarees, which contributed 35.04%, 38.94%, and 38.64% of our revenue from operations for Fiscals 2025, 2024 and 2023, respectively. Any variations in demand and change in customer preferences could have an adverse impact on our business, financial condition and cash flows.
3.	We generated 89.50%, 94.01% and 97.20% of our revenue from operations collectively from South India Shopping Mall and R.S. Brothers format stores during Fiscals 2025, 2024 and 2023, respectively. Accordingly, any disruptions in the operation of South India Shopping Mall and R.S. Brothers format stores may adversely impact our sales, cash flows and profitability.

Sr. No.	Risk Factors
4.	Our past growth performance may not be indicative of our future growth prospects. Our inability to effectively manage our growth may have an adverse impact on our business prospectus and future financial performance.
5.	We do not manufacture apparel products sold in our stores and rely on suppliers and job workers. Furthermore, we do not enter into long-term agreements with our job-workers and suppliers, and these counterparties instead supply products to our Company on a non-exclusive basis, based on individual purchase orders
6.	If we are unable to anticipate and respond to changes in market demands, fashion trends and customer preferences in a timely and effective manner and maintain an optimal level of inventory, our business, results of operations, cash flows and financial condition may be adversely affected.
7.	We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.
8.	We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, or these requirements are made more stringent, we may be unable to fully or partially operate our business, and our results of operations may be adversely affected.
9.	Failure to maintain and enhance our brands and our image may have a negative impact on our business and results of operations. Furthermore, we may incur significant costs in connection with our branding and marketing efforts and some marketing efforts may not be effective in attracting or retaining new customers.
10.	Unexpected interruptions to our business and operations, including on account of supply chain and operational disruptions may adversely impact our business, results of operations and profitability.

Summary of contingent liabilities

The details of our contingent liabilities as at March 31, 2025 are set forth in the table below:

(₹ in million)

Particulars		As at March 31, 2025
Claims against the group not acknowledged as debt		
i)	Direct Tax*	179.78
ii)	Goods and Service Tax#	3.17
iii)	Service tax	9.63
Total		**192.58**

* The Company preferred appeal before the Hon'ble Commissioner of Income Tax (Appeals) against the orders(s) of the Assessing Officer disputing the tax demands as below:

1. AY 2023-24, tax demand of ₹ 49.29 million plus interest and penalty (if levied).
2. AY 2022-23, tax demand of ₹ 137.75 million. In this regard, the Company has already paid a substantial portion of tax liability which may result in net tax exposure of ₹ 118.76 million plus interest and penalty (if levied).
3. AY 2021-22, tax demand of ₹ 4.70 million plus interest and penalty (if levied).
4. AY 2020-21, tax demand of ₹ 7.02 million plus interest and penalty (if levied).

\# The Company is involved in with the GST department pursuant to a demand order for ₹ 9.97 million on account of ITC availed but not reflecting in GSTR-2A. Against this, the Company has made a pre-deposit of ₹ 0.77 million and paid ₹ 6.03 million through DRC-03 under protest. A contingent liability of ₹ 3.17 million has been disclosed for the balance amount pending dispute.

For further details of contingent liabilities as at March 31, 2025 as per Ind AS 37, see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 37 – Contingent liabilities and commitments*" on page 303.

Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations entered into by our group with related parties for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 as derived from the Restated Financial Information are as follows:

(₹ in million)

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
Unsecured loans taken from							
Potti Venkateswarlu	Appointed as Chairperson & Whole-time Director with effect from March	43.42	0.16	33.34	0.14	162.84	0.77

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
	19, 2025; He was an Executive Director till March 19, 2025						
Seerna Rajamouli	Appointed as Managing Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	32.07	0.12	85.55	0.35	88.24	0.41
Tiruveedhula Prasada Rao	Appointed as Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	15.00	0.06	13.20	0.05	79.49	0.37
Potti Venkata Sujatha	Relatives of Key Managerial Personnel / Director	2.84	0.01	2.99	0.01	-	-
Potti Venkata Lakshmi Spandana	Relatives of Key Managerial Personnel / Director	10.00	0.04	12.50	0.05	-	-
Maturu Venkata Lakshmi Sindhu	Relatives of Key Managerial Personnel / Director	3.85	0.01	-	-	-	-
Potti Venkata Sai Abhinay	Appointed as Chief Commercial and Operating Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	5.05	0.02	34.00	0.14	-	-
Unsecured loans returned to							
Potti Venkateswarlu	Appointed as Chairperson & Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	43.89	0.16	33.63	0.14	175.72	0.83
Seerna Rajamouli	Appointed as Managing Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	32.11	0.12	87.77	0.36	100.21	0.47
Tiruveedhula Prasada Rao	Appointed as Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	15.11	0.06	14.62	0.06	94.02	0.44
Potti Venkata Sujatha	Relatives of Key Managerial Personnel / Director	5.41	0.02	8.86	0.04	11.02	0.05
Maturu Venkata Lakshmi Sindhu	Relatives of Key Managerial Personnel / Director	4.13	0.02	0.40	0.00	0.06	0.00
Potti Venkata Lakshmi Spandana	Relatives of Key Managerial Personnel / Director	20.28	0.08	13.80	0.06	0.01	0.00
Potti Venkata Sai Abhinay	Appointed as Chief Commercial and Operating Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	5.05	0.02	34.00	0.14	-	-
Gourishetty Lalitha	Relatives of Key Managerial Personnel / Director	-	-	-	-	0.28	0.00
Directors remuneration							
Potti Venkateswarlu	Appointed as Chairperson & Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	21.60	0.09	45.00	0.21
Seerna Rajamouli	Appointed as Managing Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	21.60	0.09	45.00	0.21
Tiruveedhula Prasada Rao	Appointed as Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	14.40	0.06	30.00	0.14
Potti Venkata Sai Abhinay	Appointed as Chief Commercial and Operating Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	24.00	0.09	24.00	0.1	18.00	0.08
Seerna Suresh	Appointed as Chief Sales and Marketing Officer with effect from	24.00	0.09	24.00	0.1	18.00	0.08

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
	March 19, 2025; He was an Executive Director till March 19, 2025						
Tiruveedhula Keshav Gupta	Appointed as Chief Human Resource Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	24.00	0.09	24.00	0.10	18.00	0.08
Tiruveedhula Rakesh	Appointed as Chief Projects and Information Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	0.80	0.00	-	-	-	-
Management fee							
Potti Venkateswarlu Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	181.50	0.74	115.20	0.54
Seerna Rajamouli Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	181.50	0.74	115.20	0.54
T Prasad Rao Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	121.00	0.49	76.80	0.36
Rent received from							
R S Brothers Jewellers Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	99.60	0.37	92.35	0.38	61.40	0.29
Siddhi Vinayaka Fashions LLP	Entities in which KMP's / Directors exercises control / has significant influence	-	-	9.37	0.04	7.02	0.03
Narayani Silver House	Entities in which KMP's / Directors exercises control / has significant influence	3.60	0.01	-	-	-	-
Rent paid to							
Potti Venkateswarlu	Appointed as Chairperson & Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	35.44	0.13	30.42	0.12	30.13	0.14
Seerna Rajamouli	Appointed as Managing Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	35.44	0.13	30.42	0.12	30.13	0.14
Tiruveedhula Prasada Rao	Appointed as Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	23.62	0.09	20.28	0.08	20.09	0.09
Tiruveedhula Rakesh	Appointed as Chief Projects and Information Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	0.45	0.00	0.45	0.00	0.45	0.00
Tiruveedhula Keshav Gupta	Appointed as Chief Human Resource Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	0.45	0.00	0.45	0.00	0.45	0.00
Seerna Suresh	Appointed as Chief Sales and Marketing Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	1.80	0.01	1.80	0.01	1.80	0.01
Maturu Venkata Lakshmi Sindhu	Relatives of Key Managerial Personnel / Director	1.80	0.01	1.80	0.01	1.80	0.01
Sree Venkateswara Enterprises	Entities in which KMP's / Directors exercises control / has significant influence	14.40	0.05	14.40	0.06	7.29	0.03
R. S. Avenues Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	15.05	0.06	15.05	0.06	15.05	0.07
Advertisement paid to							

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
R S Ad Enterprises	Entities in which KMP's / Directors exercises control / has significant influence	-	-	92.31	0.38	74.66	0.35
Interest paid to							
Gourishetty Lalitha	Relatives of Key Managerial Personnel / Director	-	-	-	-	-	-
Tiruveedhula Prasada Rao	Appointed as Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	0.07	0.00	-	-
Potti Venkateswarlu	Appointed as Chairperson & Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	0.03	0.00	-	-
Seerna Rajamouli	Appointed as Managing Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	0.73	0.00	-	-
Potti Venkata Sujatha	Relatives of Key Managerial Personnel / Director	-	-	0.60	0.00	1.04	0.00
Maturu Venkata Lakshmi Sindhu	Relatives of Key Managerial Personnel / Director	-	-	0.04	0.00	0.04	0.00
Potti Venkata Lakshmi Spandana	Relatives of Key Managerial Personnel / Director	1.13	0.00	1.21	0.00	0.54	0.00
Salaries to							
Sirna Ramulu	Relatives of Key Managerial Personnel / Director	4.63	0.02	3.21	0.01	3.00	0.01
Potti Chandra Sekhara Rao	Relatives of Key Managerial Personnel / Director	4.45	0.02	3.33	0.01	3.20	0.02
Sirna Venkata Ramana	Relatives of Key Managerial Personnel / Director	10.38	0.04	7.99	0.03	7.48	0.04
Potti Srinivas Rao	Relatives of Key Managerial Personnel / Director	5.72	0.02	3.23	0.01	3.00	0.01
Potti Venkata Lakshmi Spandana	Relatives of Key Managerial Personnel / Director	2.40	0.01	2.40	0.01	2.40	0.01
Siddam Shetty Ramya	Relatives of Key Managerial Personnel / Director	6.00	0.02	6.00	0.02	-	-
Mattey Sri Lalitha Ratna Kumari	Relatives of Key Managerial Personnel / Director	2.40	0.01	2.40	0.01	2.40	0.01
Grandhi Kavitha	Relatives of Key Managerial Personnel / Director	2.40	0.01	2.40	0.01	2.40	0.01
Ashmitha Padmanabhan	Relatives of Key Managerial Personnel / Director	6.00	0.02	6.00	0.02	6.00	0.03
Vinitha Balakrishnan	Relatives of Key Managerial Personnel / Director	6.00	0.02	6.00	0.02	6.00	0.03
T S Maharani	Company Secretary and Compliance Officer (KMP)	2.97	0.01	-	-	-	-
Purchases from							
Mangalagowri Textiles & Garments (Formerly R. S. Brothers Textiles & Garments)	Entities in which KMP's / Directors exercises control / has significant influence	-	-	-	-	0.07	0.00
Status Textiles and Garments	Entities in which KMP's / Directors exercises control / has significant influence	-	-	1.77	0.01	1.30	0.01
R.S.Brothers Jewellers Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	1.03	0.00	1.18	0.00	0.90	0.00
Sales to							
Mangalagowri Textiles & Garments (Formerly R. S. Brothers Textiles & Garments)	Entities in which KMP's / Directors exercises control / has significant influence	101.80	0.38	105.19	0.43	92.79	0.44

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
Southmade Realty & Retail Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	-	-	-24.03	-0.11
Merit Retail Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	163.41	0.66	182.15	0.86
Siddhi Vinayaka Fashions LLP	Entities in which KMP's / Directors exercises control / has significant influence	-	-	446.64	1.82	633.80	2.98
Status Textiles and Garments	Entities in which KMP's / Directors exercises control / has significant influence	-	-	8.63	0.04	8.65	0.04
R.S. Brothers Jewellers Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	0.46	0.00	0.11	0.00	0.06	0.00
Advertisement income from							
R.S.Brothers Jewellers Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	1.00	0.00	-	-	-	-
Siddhi Vinayaka Fashions LLP	Entities in which KMP's / Directors exercises control / has significant influence	-	-	0.86	0.00	-	-
Merit Retail Private Limited	Entities in which KMP's / Directors exercises control / has significant influence		-	0.40	0.00	-	-
Interest income received							
Seerna Suresh	Appointed as Chief Sales and Marketing Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	7.28	0.03	-	-
Potti Venkata Sai Abhinay	Appointed as Chief Commercial and Operating Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	11.09	0.05	-	-
Potti Venkateswarlu	Appointed as Chairperson & Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	0.04	0.00	-	-
Seerna Rajamouli	Appointed as Managing Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	0.29	0.00	-	-
Tiruveedhula Prasada Rao	Appointed as Whole-time Director with effect from March 19, 2025; He was an Executive Director till March 19, 2025	-	-	0.11	0.00	-	-
Capital advances given							
P Venkateswarlu Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	-	-	127.50	0.60
S Rajamouli Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	-	-	127.50	0.60
T Prasad Rao Private Limited	Entities in which KMP's / Directors exercises control / has significant influence	-	-	-	-	42.50	0.20
Donations given							
R S Brothers Group C S R Foundation	Entities in which KMP's / Directors exercises control / has significant influence	17.45	0.06	-	-	-	-
Sitting fees to Independent Directors							
Thouta Srinivas	Independent Director	0.11	0.00	-	-	-	-
Salil Nair	Independent Director	0.11	0.00	-	-	-	-
Jagadeeshwar Munigela	Independent Director	0.16	0.00	-	-	-	-

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
Poonam Malakondaiah	Independent Director	0.13	0.00	-	-	-	-
Sale of fixed assets							
Siddhi Vinayaka Fashions LLP	Entities in which KMP's / Directors exercises control / has significant influence	-	-	-	-	4.62	0.02
Business Acquisitions							
Siddhi Vinayaka Fashions LLP	Entities in which KMP's / Director exercises control / has significant influence	83.00	0.31	-	-	-	-
Merit Retail Private Limited	Entities in which KMP's / Director exercises control / has significant influence	38.08	0.14	-	-	-	-
Status Textiles and Garments	Entities in which KMP's / Director exercises control / has significant influence	63.49	0.24	-	-	-	-
Salary Advances given to							
Seerna Suresh	Appointed as Chief Sales and Marketing Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	2.04	0.01	2.09	0.01	1.10	0.01
Potti Venkata Sai Abhinay	Appointed as Chief Commercial and Operating Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	5.08	0.02	4.95	0.02	1.50	0.01
Tiruveedhula Rakesh	Appointed as Chief Projects and Information Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	0.32	0.00	-	-	-	-
Tiruveedhula Keshav Gupta	Appointed as Chief Human Resource Officer with effect from March 19, 2025, He was an Executive Director till March 19, 2025	4.48	0.02	0.43	0.00	0.34	0.00
Potti Srinivas Rao	Relatives of Key Managerial Personnel / Director	0.91	0.00	2.97	0.01	12.18	0.06
Potti Venkata Lakshmi Spandana	Relatives of Key Managerial Personnel / Director	0.27	0.00	0.32	0.00	0.38	0.00
Potti Chandra Sekhara Rao	Relatives of Key Managerial Personnel / Director	1.99	0.01	0.67	0.00	0.09	0.00
Mattey Sri Lalitha Ratna Kumari	Relatives of Key Managerial Personnel / Director	0.26	0.00	0.35	0.00	0.22	0.00
Ashmitha Padmanabhan	Relatives of Key Managerial Personnel / Director	0.16	0.00	0.11	0.00	-	-
Vinitha Balakrishnan	Relatives of Key Managerial Personnel / Director	0.10	0.00	0.18	0.00	-	-
Siddam Shetty Ramya	Relatives of Key Managerial Personnel / Director	0.59	0.00	-	-	-	-
Grandhi Kavitha	Relatives of Key Managerial Personnel / Director	0.14	0.00	0.17	0.00	0.05	0.00
Sirna Ramulu	Relatives of Key Managerial Personnel / Director	0.05	0.00	0.92	0.00	-	-
Sirna Venkata Ramana	Relatives of Key Managerial Personnel / Director	-	-	0.03	0.00	2.21	0.01
Salary Advances recovered							
Seerna Suresh	Appointed as Chief Sales and Marketing Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	1.88	0.01	2.44	0.01	0.85	0.00
Potti Venkata Sai Abhinay	Appointed as Chief Commercial and Operating Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	1.60	0.01	2.34	0.01	1.58	0.01
Tiruveedhula Rakesh	Appointed as Chief Projects and Information Officer with effect from	0.32	0.00	-	-	-	-

Particulars	Nature of relationship	March 31, 2025		March 31, 2024		March 31, 2023	
		₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2025	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2024	₹ in million	% of revenue from operations for Fiscal Year ended March 31, 2023
	March 19, 2025; He was an Executive Director till March 19, 2025						
Tiruveedhula Keshav Gupta	Appointed as Chief Human Resource Officer with effect from March 19, 2025; He was an Executive Director till March 19, 2025	1.16	0.00	0.43	0.00	0.34	0.00
Potti Srinivas Rao	Relatives of Key Managerial Personnel / Director	0.71	0.00	6.38	0.03	0.32	0.00
Potti Venkata Lakshmi Spandana	Relatives of Key Managerial Personnel / Director	0.42	0.00	0.16	0.00	0.38	0.00
Potti Chandra Sekhara Rao	Relatives of Key Managerial Personnel / Director	0.61	0.00	0.58	0.00	0.47	0.00
Mattey Sri Lalitha Ratna Kumari	Relatives of Key Managerial Personnel / Director	0.26	0.00	0.35	0.00	0.22	0.00
Ashmitha Padmanabhan	Relatives of Key Managerial Personnel / Director	0.16	0.00	0.11	0.00	-	-
Vinitha Balakrishnan	Relatives of Key Managerial Personnel / Director	0.10	0.00	0.18	0.00	-	-
Siddam Shetty Ramya	Relatives of Key Managerial Personnel / Director	0.59	0.00	-	-	-	-
Grandhi Kavitha	Relatives of Key Managerial Personnel / Director	0.14	0.00	0.17	0.00	0.05	0.00
Sirna Ramulu	Relatives of Key Managerial Personnel / Director	0.23	0.00	0.18	0.00	-	-
Sirna Venkata Ramana	Relatives of Key Managerial Personnel / Director	0.40	0.00	0.47	0.00	0.18	0.00
Non-monetary transactions with related parties							
R.S.Brothers Jewellers Private Limited	Entities in which KMPs / Director exercises control /has significant influence	1,500.00	5.57	1,500.00	6.10	1,500.00	7.05

Note: All related party transactions were entered at arm's length basis and in the ordinary course of business.

For further details see *"Restated Financial Information"* on page 252.

Issuances of Equity Shares made in the last one year for consideration other than cash (excluding bonus issuance)

Except as disclosed in "*Capital Structure – Notes to the Capital Structure – (i) Share capital history of our Company – (a) Equity share capital*" on page 86, 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.

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 (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Weighted average price at which the 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 the 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 as follows:

S. No.	Name	Number of Equity Shares acquired in last one year	Weighted average price of acquisition per Equity Share*^ (in ₹)
Promoters			
1.	Potti Venkateswarlu	21,897,000	Nil
2.	Seerna Rajamouli	21,897,000	Nil
3.	Tiruveedhula Prasada Rao	19,464,000	Nil
4.	Potti Venkata Sai Abhinay	21,897,000	Nil
5.	Seerna Suresh	21,897,000	Nil

S. No.	Name	Number of Equity Shares acquired in last one year	Weighted average price of acquisition per Equity Share*^ (in ₹)
6.	Tiruveedhula Rakesh	14,598,000	Nil
7.	Tiruveedhula Keshav Gupta	14,598,000	Nil
Selling Shareholders*			
8.	Potti Venkata Sujatha	4,866,000	Nil
9.	Maturu Venkata Lakshmi Sindhu	12,165,000	Nil
10.	Potti Venkata Lakshmi Spandana	12,165,000	Nil
11.	Seerna Suvarna#	7,299,000	Nil
12.	Gourishetty Lalitha	21,897,000	Nil
13.	Potti Malathi Lakshmi Kumari	19,464,000	Nil

* *As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditor, by way of certificate dated August 14, 2025*

** *Please note that all the promoters are Selling Shareholders.*

*** *Except for the promoters, the rest of the Selling Shareholders are members of the Promoter Group.*

^ *The Company has allotted 243,300,000 Equity Shares of face value of ₹ 2 each pursuant to bonus issue in the ratio of 6 Equity Shares of face value of ₹ 2 each for every 1 Equity Share of face value of ₹ 2 each on March 4, 2025*

Seerna Suvarna has acquired 81,100 equity shares on September 23,2024 in addition to 162,200 equity shares acquired on September 25,2023 through gift.

Average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholders

The average cost of acquisition of our Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name	Number of Equity Shares as on the date of this Draft Red Herring Prospectus	Average cost of acquisition per Equity Share *^ (in ₹)
Promoter*			
1.	Potti Venkateswarlu	25,546,500	0.95
2.	Seerna Rajamouli	25,546,500	0.95
3.	Tiruveedhula Prasada Rao	22,708,000	0.71
4.	Potti Venkata Sai Abhinay	25,546,500	Nil
5.	Seerna Suresh	25,546,500	Nil
6.	Tiruveedhula Rakesh	17,031,000	Nil
7.	Tiruveedhula Keshav Gupta	17,031,000	Nil
Selling Shareholders*			
8.	Potti Venkata Sujatha	5,677,000	Nil
9.	Maturu Venkata Lakshmi Sindhu	14,192,500	Nil
10.	Potti Venkata Lakshmi Spandana	14,192,500	Nil
11.	Seerna Suvarna	8,515,500	Nil
12.	Gourishetty Lalitha	25,546,500	Nil
13.	Potti Malathi Lakshmi Kumari	22,708,000	Nil

* *As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditor, by way of certificate dated August 14, 2025.*

** *Please note that all the promoters are Selling Shareholders.*

*** *Except for the promoters, the rest of the Selling Shareholders are members of the Promoter Group.*

^ *The Company has allotted 243,300,000 Equity Shares of face value of ₹ 2 each pursuant to bonus issue in the ratio of 6 Equity Shares of face value of ₹ 2 each for every 1 Equity Share of face value of ₹ 2 each on March 4, 2025*

Details of price at which specified securities were acquired by each of the Promoters, members of our Promoter Group, Selling Shareholders and Shareholders entitled with the right to nominate directors or other rights in the last three years

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 the Promoters, members of our Promoter Group, Selling Shareholders and Shareholders entitled with the right to nominate directors or other rights in the Company. Further, it is confirmed that as on the date of this Draft Red Herring Prospectus, there are no Shareholders with right to nominate Directors or having any other special rights in the Company.

S. No.	Name of the acquirer/ Shareholder	Date of acquisition of equity shares	Number of equity shares	Face value*** (in ₹)	Cost of acquisition per equity share*^ (in ₹)	Nature of transaction
1.	Potti Venkateswarlu	March 4, 2025	21,897,000	2	Nil	Bonus issue
2.	Seerna Rajamouli	March 4, 2025	21,897,000	2	Nil	Bonus issue
3.	Tiruveedhula Prasada Rao	March 4, 2025	19,464,000	2	Nil	Bonus issue
4.	Potti Venkata Sai Abhinay	September 25, 2023	729,900	10	Nil	Gift
		March 4, 2025	21,,897,000	2	Nil	Bonus issue
5.	Seerna Suresh	September 25, 2023	729,900	10	Nil	Gift
		March 4, 2025	21,897,000	2	Nil	Bonus issue
6.	Tiruveedhula Rakesh	September 25, 2023	486,600	10	Nil	Gift
		March 4, 2025	14,598,000	2	Nil	Bonus issue
7.	Tiruveedhula Keshav Gupta	September 25, 2023	486,600	10	Nil	Gift
		March 4, 2025	14,598,000	2	Nil	Bonus issue
8.	Potti Venkata Sujatha	September 25, 2023	973,200	10	Nil	Gift
		March 4, 2025	4,866,000	2	Nil	Bonus issue
9.	Maturu Venkata Lakshmi Sindhu	November 6, 2023	405,500	10	Nil	Gift
		March 4, 2025	12,165,000	2	Nil	Bonus issue
10.	Potti Venkata Lakshmi Spandana	November 6, 2023	405,500	10	Nil	Gift
		March 4, 2025	12,165,000	2	Nil	Bonus issue
11.	Seerna Suvarna	September 25, 2023	162,200	10	Nil	Gift
		September 23, 2024	81,100	10	Nil	Gift
		March 4, 2025	7,299,000	2	Nil	Bonus issue
12.	Potti Rachana Sree **	September 23, 2024	486,600	10	Nil	Gift
		March 4, 2025	14,598,000	2	Nil	Bonus issue
13.	Potti Venkata Lakshmi Greeshma**	September 23, 2024	486,600	10	Nil	Gift
		March 4, 2025	14,598,000	2	Nil	Bonus issue
14.	Gourishetty Lalitha	March 4, 2025	21,897,000	2	Nil	Bonus issue
15.	Potti Malathi Lakshmi Kumari	March 4, 2025	19,464,000	2	Nil	Bonus issue

* *As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditor, pursuant to their certificate dated August 14, 2025*

** *Except for Potti Venkata Lakshmi Greeshma and Potti Rachana Sree, all other Shareholders of our company are Selling Shareholders.*

*** *Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from ₹81,100,000 divided into 8,110,000 equity shares of face value of ₹10 each to ₹ 81,100,000 divided into 40,550,000 Equity Shares of face value of ₹2 each.*

^ *The Company has allotted 243,300,000 Equity Shares of face value of ₹2 each pursuant to bonus issue in the ratio of 6 Equity Shares of face value of ₹2 each for every 1 Equity Share of face value of ₹ 2 each on March 4, 2025.*

Weighted average cost of acquisition of all equity shares transacted in one year, eighteen months and three years preceding the date of this Draft Red Herring Prospectus:

Period	Weighted average cost of acquisition^* (in ₹)	Cap Price is 'X' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price^ (in ₹)
Last one year preceding the date of this Draft Red Herring Prospectus	Nil	[●]	Nil
Last 18 months preceding the date of this Draft Red Herring Prospectus	Nil	[●]	Nil
Last three years preceding the date of this Draft Red Herring Prospectus	Nil	[●]	Nil

As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditor, by way of their certificate dated August 14, 2025.

^ *The weighted average cost of acquisition per equity share is Nil, as all the shares were acquired by way of gift and bonus during the last 1 year, 18 months, and 3 years, respectively.*

* *The Company has allotted 243,300,000 Equity Shares of face value of ₹ 2 each pursuant to bonus issue in the ratio of 6 Equity Shares of face value of ₹ 2 each for every 1 Equity Share of face value of ₹ 2 each on March 4, 2025*

Split or Consolidation of equity shares in the last one year

Except as stated below, our Company has undertaken a split or consolidation of the equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from ₹81,100,000 divided into 8,110,000 equity shares of face value of ₹10 each to ₹ 81,100,000 divided into 40,550,000 Equity Shares of face value of ₹2 each.

Details of Pre-IPO Placement

Our Company is not contemplating a pre-IPO placement.

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

Our Company has not sought any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II : RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate or propose to operate. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 187, 137, 206 and 329, respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of the Company and the terms of this Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment that may differ from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve known and unknown risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 19. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other implications of any of the risks described in this section.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "Apparel Market in India and South India" ("**Technopak Report**") dated August 12, 2025, prepared and issued by Technopak Advisors Private Limited ("**Technopak**"), which has been commissioned and paid for by us for an agreed fee and prepared exclusively in connection with this Offer. The Technopak Report is available on the website of our Company at https://rsbretail.com/investor-relations/shareholders-information/industry-report/. 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 year. Unless otherwise indicated or unless context requires otherwise, the financial information in this section has been derived from the Restated Financial Information. See "Restated Financial Information" on page 252. 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. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "Restated Financial Information" on page 252.*

INTERNAL RISKS

1. ***We generated substantially all of our revenue from operations during the last three Fiscals, from the two South Indian states of Andhra Pradesh and Telangana. Consequently, any adverse developments affecting our operations in these states could have an adverse impact on our business, results of operations and cash flows.***

   As of March 31, 2025, out of 73 stores that we operated, we had 72 stores in the two South Indian states of Telangana and Andhra Pradesh, with one store located in the state of Karnataka. We generated substantially all our revenue from operations, during Fiscals 2025, 2024 and 2023 from the stores located in the two South Indian states of Andhra Pradesh and Telangana. As a result, any material adverse social, political or economic development, natural calamities, pandemics such as COVID-19 in the past, civil disruptions or changes in the policies of the state or local governments in these states could adversely impact operations at our stores, including Karnataka, where we have one store as of March 31, 2025.

   The table below provides details of our revenue from operations generated from the three South Indian states of Telangana, Andhra Pradesh and Karnataka for Fiscals 2025, 2024 and 2023:

State	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Telangana	16,690.01	61.95	15,252.63	62.05	13,708.76	64.46
Andhra Pradesh	10,236.25	38.00	9,322.26	37.93	7,558.43	35.54
Karnataka	13.18	0.05	5.02	0.02	-	-
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

The table below provides format-wise number of our stores in the three South Indian states of Telangana, Andhra Pradesh and Karnataka as of March 31, 2025:

State	R.S. Brothers[(1)(2)]	South India Shopping Mall	Kanchipuram Narayani Silks	Dè Royal[(1)]	Value Zone Hyper Mart	Status Exclusive Men's Wear	Ethic Destination[(1)]	Total
Telangana	8	18	8	7	2	1	1	**45**
Andhra Pradesh	5	16	3	3	-	-	-	**27**
Karnataka	-	-	-	1	-	-	-	**1**
Total	13	34	11	11	2	1	1	**73**

Note:

(1) Subsequent to March 31, 2025, we closed four stores: one Ethnic Destination at Hyderabad, Telangana and one R.S. Brothers store at Patny, Hyderabad, Telangana on April 1, 2025 and one Dè-Royal store in Kokapet, Hyderabad, Telangana and one R.S. Brothers store at Suchitra, Hyderabad, Telangana.

(2) Subsequent to March 31, 2025, we opened one R.S. Brothers store in Vijayawada. Andhra Pradesh, Accordingly, as at the date of this Draft Red Herring Prospectus, we operate 70 stores.

We may continue to open more stores in such states. Existing and potential competitors to our businesses may increase their focus on these states, which could reduce our market share. For example, our competitors may intensify their efforts in these states to capture a larger market share by launching aggressive promotional campaigns. Any adverse development that affects the performance of the stores located in these states could have a material adverse effect on our business, financial condition and results of operations. Our past store sales may not be comparable to or indicative of future sales.

Furthermore, a significant portion of our revenue from operations were generated from the city of Hyderabad, Telangana, India. As of March 31, 2025, we operated 39 stores across formats located in Hyderabad, Telangana, India. The table below sets forth revenue from operations generated from Hyderabad, Telangana, India for Fiscals 2025, 2024 and 2023:

City	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Hyderabad, Telangana, India	14,035.03	52.10	13,113.22	53.35	12,229.25	57.50

There have been no material instances in which our performance was impacted during Fiscals 2025, 2024 and 2023. However, any adverse development affecting the performance of our stores located in the South Indian states of Andhra Pradesh and Telangana, particularly in the city of Hyderabad, Telangana, from where we generated more than 50% of our revenue from operations during each of Fiscals 2025, 2024 and 2023, could have a material adverse effect on our business, results of operations, and cash flows.

2. ***Our business is dependent on the sale of women apparel and in particular sarees, which contributed 35.04%, 38.94%, and 38.64% of our revenue from operations for Fiscals 2025, 2024 and 2023, respectively. Any variations in demand and change in customer preferences could have an adverse impact on our business, financial condition and cash flows.***

While our Company has various product offerings, our revenue from operations is dependent from the sale of women apparel products, and in particular sarees. Our business is characterized by rapidly changing customer preferences and requirements for trendy and new designs of women apparels, and the sale of our women apparels is similarly highly dependent on these factors.

The table below provides details of revenue from operations generated across our product offerings for Fiscals 2025, 2024 and 2023:

Product	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Women Apparel	14,586.25	54.14	14,143.04	57.54	12,131.47	57.04
Men's Apparel	6,028.38	22.38	5,278.83	21.48	4,646.10	21.85
Kids Apparel	4,797.84	17.81	4,477.36	18.22	4,067.71	19.13
General Merchandise and Fast-Moving Consumer Goods Products ("**FMCG**")	1,526.97	5.67	680.68	2.76	421.91	1.98
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

The table below provides details of revenue from operations generated from sarees and other products for Fiscals 2025, 2024 and 2023:

Product	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Sarees	9,439.18	35.04	9,572.51	38.94	8,217.38	38.64
Other Products[1]	17,500.26	64.96	15,007.40	61.06	13,049.81	61.36
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

Note:

(1) Other Products include all our products excluding sarees.

Our results of operations are dependent on our ability to anticipate, gauge and respond to such changes in such customer preferences and procure new products, approach other suppliers or hire different contract manufacturers to align them with changes in fashion trends as well as customer demand and preferences. If we are unable to anticipate changing customer preferences, or if we are unable to adapt to such changes in a timely basis or at all, we may lose or fail to attract customers, our inventory may become obsolete, and we may be subject to pricing pressure to sell such inventory at a discount, which would result in a decline in our total sales, revenue from operations and overall profitability. While we have not faced any such incidents during Fiscals 2025, 2024 and 2023, there can be no assurance these will not occur in the future, which in turn could adversely affect our business, results of operations, and cash flows.

3. ***We generated 89.50%, 94.01% and 97.20% of our revenue from operations collectively from South India Shopping Mall and R.S. Brothers format stores during Fiscals 2025, 2024 and 2023, respectively. Accordingly, any disruptions in the operation of South India Shopping Mall and R.S. Brothers format stores may adversely impact our sales, cash flows and profitability.***

We are dependent on the South India Shopping Mall and R.S. Brothers format stores for a significant portion of our revenue from operations. Both the South Indian Shopping Mall and R. S. Brothers formats primarily target ethnic wear and family-oriented apparel, and therefore cater largely to the same customer demographic. As a result, any adverse market trends or changes in consumer preference affecting this specific segment could disproportionately impact our overall performance.

The table below provides details of revenue generated across our store formats for Fiscals 2025, 2024 and 2023:

Store format	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
South India Shopping Mall	18,407.06	68.33	16,974.42	69.06	14,543.25	68.38
R.S. Brothers[1]	5,702.81	21.17	6,133.50	24.95	6,128.81	28.83
Kanchipuram Narayani Silks	681.77	2.53	719.91	2.93	560.32	2.63
Dè Royal	154.28	0.57	139.91	0.57	34.81	0.16
Value Zone Hyper Mart	1,851.24	6.87	612.17	2.49	-	-
Ethnic Destination[2][3]	18.09	0.07	-	-	-	-
Status Exclusive Men's Wear[2]	124.19	0.46	-	-	-	-
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

Notes:

(1) Inclusive sales made to employees and warehouse sales which are billed under the R.S. Brothers stores which were ₹ 228.89 million, ₹ 898.84 million and ₹ 1,010.68 million for Fiscals 2025, 2024 and 2023, respectively.

(2) Acquired pursuant to the BTA with effect from April 1, 2024, and accordingly details for Fiscals 2024 and 2023 are not included. Also see, "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 215.

(3) Subsequent to March 31, 2025, we have closed the Ethnic Destination store at Hyderabad, Telangana, India on April 1, 2025.

Going forward, as we expand our operations and geographical presence, we cannot assure you that our dependence on R.S. Brothers and South India Shopping Mall format stores for majority of our revenue from operations will reduce. Accordingly, interruptions or decrease in customer footfall in our South India Shopping Mall and R.S. Brothers format stores could adversely impact our business, results of operations, profitability and cash flows. Over the next three Fiscals, we propose to open four (4) additional stores in Fiscal 2026 and an additional seven (7) stores under South India Shopping Mall format and seven (7) stores under R.S. Brothers in the South Indian states of Andhra Pradesh and Telangana in Fiscals 2027 and 2028. This reflects our continued investment in, and reliance on, these two key retail formats. For risks associated with proposed new stores, see "– *We may face risks in deploying Net Proceeds for our*

expansion plans, and our inability to establish the proposed new stores as scheduled or at anticipated cost and performance levels may adversely impact our growth, profitability, and return on investment." on page 48.

4. ***Our past growth performance may not be indicative of our future growth prospects. Our inability to effectively manage our growth may have an adverse impact on our business prospectus and future financial performance.***

We have witnessed significant growth in our revenue from operations and profit for the year during Fiscals 2025, 2024, and 2023. However, our same store sales growth was negative at (4.38) % in Fiscal 2025, compared to marginal growth of 0.34% in Fiscal 2024 and 29.19% in Fiscal 2023, indicating potential pressure on organic growth at existing stores.

The following table provides details of certain financial metrics for Fiscals 2025, 2024 and 2023:

Particulars	For the Fiscal ended March 31,		
	2025 (in ₹ million)	2024 (in ₹ million)	2023 (in ₹ million)
Revenue from Operations	26,939.44	24,579.91	21,267.19
Gross Profit[(1)]	10,126.40	8,711.32	6,923.14
EBITDA[(2)]	3,738.26	2,661.08	2,192.94
Profit for the year	1,044.21	616.74	678.21
Same Store Sales Growth (%)[(3)]	(4.38)	0.34	29.19

Notes:

(1) Gross Profit is calculated as revenue from operations less cost of goods sold which is calculated as cost of materials consumed plus purchase of stock in trade plus changes in inventory.

(2) EBITDA is calculated as revenue from operations reduced by cost of goods sold, employee benefit expenses and other expenses.

(3) Same store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 24 months at the beginning of each year.

For further information, see, "*Restated Financial Information" and* "*Management's Analysis and Discussion of Financial Condition and Results of Operations"* on pages 252 and 329, respectively. A decrease in the demand of our products may result in a decrease in our revenue from operations and profitability. We cannot assure you that our growth strategy will continue to be successful or that our revenue from operations and profits will continue to increase at historical rates. Additionally, negative same store sales growth in Fiscal 2025 may suggest challenges in sustaining growth at our existing stores. Our inability to manage our business, profitability and growth strategy could have a material adverse effect on our business, financial condition, cash flows and results of operations.

5. ***We do not manufacture apparel products sold in our stores and rely on suppliers and job workers. Furthermore, we do not enter into long-term agreements with our job-workers and suppliers, and these counterparties instead supply products to our Company on a non-exclusive basis, based on individual purchase orders.***

Our ability to operate multi-format retail stores for our customers is dependent on our relationships with our job workers and suppliers. Our growth as a business depends on our ability to attract and retain high quality and cost-efficient suppliers to our network. As of March 31, 2025, we had 107 job workers and 3,888 suppliers from whom we source products on a non-exclusive basis, based on individual purchase orders. The job workers undertake specific manufacturing processes or operations on raw materials or semi-finished goods, while suppliers are those who source products from other manufacturers with whom we have no direct relationship. Consequently, we are dependent on the suppliers' ability to manage these underlying manufacturing arrangements. Because of this, these counterparties are under no long-term obligation to provide us with products, and we have no long-term contractual protection regarding the price for which we pay them. We have also purchased apparels from our related party Mangalagowri Textiles & Garments (Formerly R. S. Brothers Textiles & Garments) during Fiscal 2023 amounting to ₹ 0.07 million.

A portion of our sales is attributable to our private label apparel brands, for which consistent product quality and timely supply are critical to customer perception and brand reputation. Any disruption in the supply of private label products may directly affect our sales volumes, profitability, and ability to establish a trusted brand. Also see " – *We generated 7.25%, 5.31%, and 3.75% of our revenue from operations from our private label brands in the apparel category during Fiscals 2025, 2024 and 2023, respectively. We cannot assure you that we will be able to increase our private label offerings or that they will improve our profitability.*" on page 42.

In addition, job-workers and suppliers may not fulfil their obligations in a timely manner or at all, which could adversely impact our operations and the inventory available at our stores. While there has been no instance when any of our suppliers did not perform their obligations in a timely manner during Fiscals 2025, 2024 and 2023, which had an adverse impact on our financials or business operations, we cannot assure that no instance will arise in the future where delay in supply or non-performance of obligations would not have an adverse impact on our results of operations, cash flows, financial condition or business.

As we source products primarily through purchase orders, this creates inherent uncertainties regarding the consistency of supply and product quality. Additionally, in the absence of formal, binding supply agreements, enforcing contractual terms in the event of a breach may be challenging, which could expose us to financial losses and reputational harm. The informal nature of purchase orders may also restrict our ability to negotiate more favourable terms, such as volume discounts or exclusive rights, that could otherwise be secured under formal agreements. There have been no material

instances during Fiscals 2025, 2024 and 2023 in which the absence of formal supply agreements resulted in a disruption of supply or product quality, or in the inability to enforce key contractual terms. However, there can be no assurance that such incidents will not occur in the future.

The table below provides details of products sourced from our top 1, top 5 and top 10 suppliers for Fiscals 2025, 2024 and 2023:

Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Purchase Amount (in ₹ million)	Percentage of Total Purchase[1] (%)	Purchase Amount (in ₹ million)	Percentage of Total Purchase[1] (%)	Purchase Amount (in ₹ million)	Percentage of Total Purchase[1] (%)
Top 1	167.46	0.96	155.35	0.94	271.86	1.75
Top 5	700.91	4.01	684.29	4.13	931.40	6.00
Top 10	1,205.64	6.90	1,227.08	7.40	1,422.76	9.16

Note:
(1) Total Purchase is calculated as purchase of stock-in-trade.

If any of our key suppliers or job workers becomes unavailable for any reason or refuses to supply products or services to us, replacing them may be costly and adversely affect our ability to sell a given product. Even if a substitute supplier is available, until they pass our quality control assessments, we could face a temporary reduction in store inventory levels and/or a reduction in the quality of our products. While there are no instances during Fiscals 2025, 2024 and 2023, where we faced sourcing issues with our key suppliers or job workers, however, we cannot assure you that as we expand our presence and business, we will not face such instances which could impact our business, results of operations and cash flows. For further information, see "*Our Business – Sourcing and Partners*" on page 199.

6. ***If we are unable to anticipate and respond to changes in market demands, fashion trends and customer preferences in a timely and effective manner and maintain an optimal level of inventory, our business, results of operations, cash flows and financial condition may be adversely affected.***

An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a full range of products required to sell and service customers. The table below provides details of certain parameters as of the dates indicated:

Particulars	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Inventories (₹ million)	5,718.08	5,147.15	4,443.54
Total Current Assets (₹ million)	6,691.52	6,595.44	5,142.46
Inventory as a percentage of Total Current Assets (%)	85.45	78.04	86.41
Inventory Turnover Ratio[1] (in times)	3.09	3.31	3.72
Inventory Days[2]	118	110	98

Notes:
(1) Inventory Turnover Ratio is calculated as cost of goods sold divided by average inventories.
(2) Inventory Days is calculated as 365 divided by Inventory Turnover Ratio.

Although we maintain stocks based on our past experience and strive to prevent both under-stocking and over-stocking, our predictions and forecasts might not always be precise. Inaccurate forecasting of customer demand or misjudging trends could lead to either surplus inventory or insufficient products available for sale. Under-stocking could hinder our ability to meet customer needs, while over-stocking might raise our capital requirements and result in additional financing costs. Unsold or unused inventory might need to be sold at a discount or discarded, potentially causing losses. While there have been no such instances of where on account of unsold inventory, we had to face significant losses during Fiscals 2025, 2024 and 2023, we cannot assure you that we will be able to sell excess inventory promptly, or at all, which could negatively impact our business, operational results, and financial condition.

7. ***We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.***

The retail industry is highly competitive and characterised by swift shifts in consumer trends and technology, which may lead to an adverse impact on our market share at any time due to the significant number of competitors in our industry that may compete more effectively than us. These frequent changes and their impact on consumer demand may result into both price and demand volatility. Due to the nature of our offerings, we face competition from various kinds of fashion players, including players operating in retail, wholesale, and e-commerce space, national and local department stores and independent retail stores.

The retail sector in the Indian states of Andhra Pradesh and Telangana where we operate, particularly in the apparel retail category, is characterised by significant competition, which may increase in the future. According to Technopak Report, other key regional players include Marri Retail Private Limited (*formerly known as J.C. Brothers Retail Private Limited*) and Sai Silk (Kalamandir) Limited amongst others. We may struggle to compete effectively with

current and future rivals and shifts in the competitive landscape could lead to reduced profit margins and a loss or decrease in market share.

Specifically, we compete with other retailers on various aspects, including, product pricing; the level of store brand recognition concerning product quality, services, and store image; store location and size; the reputation, variety, and quality of the brands and variety of products available; the standard of customer service; and the capability to understand and promptly respond to consumer demands. Several different competitive strategies could have a material adverse effect in our business, results of operations and financial condition, including, amongst others:

- adoption of aggressive pricing strategies, improved merchandise mix, innovative store formats or retail sales methods by our existing or new competitors;
- entry by new competitors in the Indian states of Andhra Pradesh and Telangana and increased competition from other players; and
- two or more competitors merging or forming strong alliances and offering superior quality service at lower cost due to increased efficiency.

Some of our organised competitors may also have advantages over us on account of, *inter alia*, more prominent locations of their stores, more efficient distribution networks, better trained employees, greater geographic reach, broader product ranges or access to a large pool of financial resources. As a result, in order to establish ourselves in these markets, we will need to create brands and propositions that creates a customer connect to our brand identity along with providing access to high value and therefore we may face challenges in establishing ourselves in these markets.

Additionally, we are also witnessing a growth in the competition from online retailers who have been able to offer similar products as ours at competitive prices with a wider geographical reach. Due to various factors, including ease of shopping from home, efficient logistics management, lesser physical presence and strategic tie-ups, online retailers are not only able to offer more discounts, but also a wider range of apparels and accessories. Due to the above reasons, online retailing has been witnessing noticeable growth in the recent years and increased competition from them could reduce footfalls and sales in our stores. If we are unable to adequately address competitive pressures, our business, financial condition, results of operations and cash flows may be adversely affected.

8. ***We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, or these requirements are made more stringent, we may be unable to fully or partially operate our business, and our results of operations may be adversely affected.***

Our operations are subject to government regulations, and we are required to obtain and maintain several statutory and regulatory permits and approvals under central, state and local government legislation for operating our business and stores generally, including tax registrations, labour licenses such as provident fund, employees' state insurance corporation, licenses under the Contract Labour (Regulation and Abolition) Act, labour welfare license etc., shops and establishment registration, exemptions under the applicable shops and establishments act, as applicable, consent to operate under state pollution control boards, fire no objection certificates, licenses under the Legal Metrology Act, 2009 and trade licenses under the respective municipal laws. For instance, in relation to our stores we are required to obtain licenses such as shops and establishment registrations and licenses, trade licenses, goods and services tax registrations (as applicable for each state), and professional tax registrations. Certain of our material approvals, registrations, permits and licenses may expire in the ordinary course of business and our Company is in the process of renewing such key approvals, as necessary. In addition, there may be certain licenses and approvals that may be required to be obtained by the owners of the properties leased by us, in respect of such properties. We cannot assure that the owners of these properties apply for, whether fresh or renewal of, all such licenses and approvals in a timely manner or at all. For further information, see "*Government and Other Approvals*" on page 360.

We are required, and will continue to be required, to obtain and hold relevant licenses, approvals, consents and permits at the local, state and central government levels for undertaking our business. While we have applied for renewal of some of the approvals, there is no assurance that such renewals will be issued or granted to us in a timely manner, or at all. Some of the premises where our stores are located are required to have a fire no objection certificate ("**Fire NOC**") from the relevant local authorities under the relevant state legislations, of which, as on the date of this Draft Red Herring Prospectus six stores in the South Indian states of Andhra Pradesh and Telangana, which are being operated by us on a leasehold basis, we have not been able to obtain Fire NOC due to certain factors including certain structural issues.

The table below sets forth details of the contribution to revenue from operations by such stores during Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Contribution from 6 such stores which do not have fire NOC due to structural issues (₹ million)	2,811.01	3,070.63	3,142.11

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations (₹ million)	26,939.44	24,579.91	21,267.19
As a percentage of revenue from operations (%)	10.43	12.49	14.77

We have ensured that our staff is well versed with the fire safety protocols and all our stores are equipped with the requisite firefighting equipment. Further, we have conducted/ are in the process of conducting fire safety audits in all such stores wherein Fire NOCs have not been obtained. Due to structural issues at these store locations, there may be challenges in case of any untoward incident, including accidents arising out of any fire outbreak. For instance, there was a fire accident at one of our stores in Srikakulam, Andhra Pradesh on January 25, 2025, causing damage to certain assets. If we are not able to renew the approvals in a timely manner or at all, our existing and prospective business and operations may be adversely affected. The relevant local authorities may also institute any civil or criminal actions for any non-compliance of this requirement at these locations which may in turn interrupt our operations, and consequently our results of operations, financial conditions and cash flows may be impacted. We may also be unable to fulfil the terms and conditions to which such approvals, licenses, registrations, consents, and permits are granted. There is no assurance that these would not be suspended or revoked in the event of accidental non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us, through a failure of our employees or Directors, to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business and our operations.

9. ***Failure to maintain and enhance our brands and our image may have a negative impact on our business and results of operations. Furthermore, we may incur significant costs in connection with our branding and marketing efforts and some marketing efforts may not be effective in attracting or retaining new customers.***

Based on our experience, brand image is a crucial factor influencing customers' purchasing decisions in our industry. Our success largely relies on the popularity of our store format brands and private label brands, as well as our reputation for product quality. It is vital to maintain and enhance brand recognition and image to differentiate our products and services and compete effectively. Any instance of product misbranding or tampering could harm our brand value, even if the concerns are unwarranted or beyond our Company's control. While we have quality control mechanism, however, as we expand, maintaining the quality of our products offerings may become increasingly challenging. If customers perceive or encounter a decline in our product quality our reputation could be adversely affected, significantly impacting our business operations, financial health, and future prospects.

Furthermore, we significantly invest to promote our brands to further raise brand visibility, recognition and acceptance and engage in various marketing campaigns to promote our product offerings. We utilize different marketing efforts tailored for different target customers to increase brand awareness and boost sales. Our Company markets its brand and products across a wide variety of media, ranging from traditional to new media channels, such as content marketing on print, radio, digital and social media, TV, cinema theatre ads, out-of-home media, and in-store and outdoor events.

Our use of digital and social media channels for marketing also exposes us to heightened reputational risk, as any negative feedback from customers or public misinterpretation of our marketing content can be rapidly and widely disseminated online. Such amplification may adversely affect our brand image, regardless of the accuracy or fairness of the underlying complaints. While there have been no instances during Fiscals 2025, 2024 and 2023 in which our use of digital or social media channels resulted in adverse publicity or widespread reputational harm, there can be no assurance that such events will not occur in the future, especially as our marketing activities continue to expand.

The table below provides details of our advertisement expenses to our total expenses and revenue from operations for Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Advertisement expenses (₹ million)	678.94	745.30	568.33
Revenue from operations (₹ million)	26,939.44	24,579.91	21,267.19
As a percentage of revenue from operations (%)	2.52	3.03	2.67
Total expenses (₹ million)	25,584.94	23,792.35	20,538.13
As a percentage of total expenses (%)	2.65	3.13	2.77

We currently engage brand ambassadors to promote our products and store formats. While we believe that such associations enhance our brand visibility and appeal, any negative publicity or controversy involving any of our brand ambassadors may adversely impact our brand image and reputation. This, in turn, could affect customer perception and have a material adverse effect on our business operations and prospects.

We cannot guarantee that our marketing efforts will be well-received by customers and result in higher levels of sales. Failure to refine our marketing approaches or to adopt new, more cost-effective marketing techniques would materially affect our business, results of operations, financial condition and prospects.

10. ***Unexpected interruptions to our business and operations, including on account of supply chain and operational disruptions may adversely impact our business, results of operations and profitability.***

Our success depends significantly on the reliable operations of our stores, our only warehouse, which is located in Hyderabad, Telangana, and our supply chains. Because our warehouse is concentrated in one region, any disruption such as a natural disaster, civil unrest, or infrastructural issue in Hyderabad may disproportionately impact our inventory management and supply chain operations for all stores. Our store and warehouse operations are subject to several risks, such as power failures, cybersecurity attacks, criminal incidents, civil unrest, natural disasters and other potential hazards associated with operating stores. Given our cluster-based store format strategy, any supply chain or warehouse disruption in a particular region may affect multiple stores within that cluster, exacerbating the operational impact of any such interruption.

During Fiscal 2025, a fire occurred at our Srikakulam R. S. Brothers store on January 25, 2025, resulting in the loss of assets with a book value of ₹112.62 million. Our Company filed an insurance claim of ₹120.00 million in respect of this incident. As of March 31, 2025, we recognized an exceptional loss of ₹93.49 million. In May 2025, our Company received an interim insurance payment of ₹19.13 million. As at the date of this Draft Red Herring Prospectus, the assessment and final settlement of the insurance claim is pending at the insurance company's end.

Except for this incident, there have been no other instances during Fiscals 2025, 2024 and 2023 where operations at any of our stores or warehouse were materially impacted on account of similar incidents; however, there can be no assurances that going forward, unexpected interruptions will not occur. The occurrence of these or similar disruptions would significantly impact our operations, potentially causing store closures and reducing product availability in stores, all of which would materially and adversely affect our business, operational results, financial condition, and prospects. Moreover, there can be no guarantees that any damages or losses arising from such unexpected disruptions will be covered by our Company's insurance policies.

While we have a well-diversified supplier base, our revenues may be reduced due to losses or the cancellation of important orders on account of shortages. There have been no instances during Fiscals 2025, 2024 and 2023, excluding the fire incident described above, where we experienced material loss in our revenues on account of unavailability or cancellation of orders from our suppliers; however, there can be no assurances that this will not occur in the future. Such interruptions may also disrupt product availability and in-stock management, which could result in reduced sales or an increase in costs and adversely affect our business, results of operations, financial condition and prospects.

11. ***Our business and profitability depend on the levels of customer spending. A decrease in the number of customers or levels of customer spending, as well as changes in customer habits, may adversely impact our business, results of operations and profitability.***

The success of our business, revenue, and profitability largely relies on sales to our customers, which face typical risks associated with the retail industry. Retail sales, such as those in clothing apparel and the grocery sector, are prone to swift and, at times, unforeseen shifts in customer behaviour. These changes may arise from general economic fluctuations that are beyond our control, including factors like disposable income levels, taxation rates, consumer spending habits (especially discretionary spending), various occasions such as festivals, weddings, seasonal change and overall economic confidence, and evolving consumer preferences and demographics. Moreover, our business's success hinges on maintaining a diverse and attractive product range while anticipating and quickly adapting to changing consumer demands and tastes specifically for women apparel and sarees. Additionally, an increasing preference for e-commerce and other alternative retail channels could reduce foot traffic in our physical stores, negatively impacting our business operations, financial health, and future prospects.

The pace of change in consumer demands and market trends is accelerating, and the acceptance of new products is influenced by several aspects, such as current economic conditions, disposable income, lifestyle trends, pricing, functionality, technology, aesthetics, and other factors. There is a possibility that some of our products may not achieve broad consumer acceptance and may become obsolete.

Fluctuations in the apparel retail market affect the inventory owned by apparel retailers, since merchandise usually must be manufactured in advance of the season and frequently before fashion trends are evidenced by customer purchases. If sales do not meet expectations, excess inventory may lower planned margins. Our brand image may also suffer if customers believe we are no longer able to offer the merchandise pertaining to latest fashion and trends. The occurrence of these events could adversely affect our cash flows, financial condition, and business operations.

12. ***We generated 7.25%, 5.31%, and 3.75% of our revenue from operations from our private label brands in the apparel category during Fiscals 2025, 2024 and 2023, respectively. We cannot assure you that we will be able to increase our private label offerings or that they will improve our profitability.***

Over the years, we have expanded our own range of private label brands in the apparel category. As of March 31, 2025, we had 13 private label brands. Our private label products are important for future growth prospects as they offer an important source of differentiation against our competitors and generally offer more attractive margins.

The table below provides details of revenue generated from private label offerings in the apparel category for Fiscals 2025, 2024 and 2023:

Categories	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Private label apparel category	1,953.30	7.25	1,305.88	5.31	797.87	3.75

Achieving, maintaining and growing sales of our private label items depend on many factors, including pricing, costs, quality and customer perception. Furthermore, our private label products are manufactured by third parties, and we do not control these third parties or their labor or other business practices. While there have been no such instances during Fiscals 2025, 2024 and 2023 where our private label brands and products suffered a decline in sales on account of disruptions by job-workers or suppliers, we cannot assure you that such instances will not occur going forward as we expand our private label offerings. Failure to appropriately address these risks could materially and adversely affect our private label brands, reputation, results of operations and financial condition.

13. ***Our Registered and Corporate Office and majority of our stores are leased. If we fail to renew these leases on competitive terms or if we are unable to manage our rental costs, our business and results of operations would be materially and adversely affected.***

We operate majority of our stores, and our Registered and Corporate Office on a leased or licensed basis. The terms of our lease agreements for our stores typically ranges from 5 years to 25 years. Our Registered and Corporate Office is leased from a third-party for a period of 50 months and the lease agreement is valid until March 31, 2027. Further, our Company is in the process of shifting our registered office from Door No.7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad - 500 018, Telangana, India, leased premises, to owned premises of our Company at Thokatta village, Trimulgerry mandal, Bowenpally, Secunderabad Cantonment, Secunderabad, Telangana. Currently, we also have one warehouse located at Patancheruvu, Hyderabad, Telangana which has been leased. Furthermore, as of March 31, 2025, 69 of our stores are leased, one store is located on premises owned by our Company while three of our stores (one R.S. Brothers and two South India Shopping Mall stores) are partially leased and partially owned by us.

We have also leased certain properties from our Promoters and members of Promoter Group on which our stores are located. The table below sets forth details of properties leased as per the lease agreements from Promoters and members of Promoter Group.

Store Format	Name of the Promoters/ Promoter Group	Total Store size (sq ft) - gross	Owned by Promoters and members of Promoter Group (sq ft)	Lease deed validity
South India Shopping Mall, Abids, Hyderabad, Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	26,587	4,995	April 2, 2031
	Sree Venkateswara Enterprises		21,592	March 31, 2032
South India Shopping Mall, Ameerpet, Hyderabad, Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	60,088	43,403	July 27, 2034
South India Shopping Mall, Attapur, Hyderabad, Telangana	Potti Malathi Lakshmi Kumari Seerna Suresh Maturu Venkata Lakshmi Sindhu Tiruveedhula Keshav Gupta Tiruveedhula Rakesh	31,354	9,723	September 30, 2025
South India Shopping Mall, Tirupathi	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao	30,000	30,000	June 30, 2031
R.S. Brother store, Ameerpet, Hyderabad, Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	41,503	3,621	December 31, 2029
R.S. Brother store, Vijaywada, Andhra Pradesh	R.S. Avenues Private Limited	34,050	31,750	November 30, 2026
Status Textiles, Hyderabad, Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	7,200	7,200	March 31, 2033

Additionally, we have sub-leased certain properties leased to us pursuant to various agreements, to a member of our Promoter Group and Group Company namely, R.S.Brothers Jewellers Limited. While our related party transactions have been conducted on an arm's length basis in compliance with the applicable laws and accounting standards,

including the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. For details see, "– *We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.*", and "*Our Promoters and Promoter Group – Interests of Promoters and common pursuits.*" on pages 52 and 241, respectively.

We are exposed to the market conditions of the retail rental sector. Most of our lease agreements for stores contain an early termination clause that permits us to terminate the lease for specified reasons. Although we generally have renewal options for our leases, the terms of renewal typically require negotiation with the lessor, who may seek significant modifications to the existing terms and conditions. If a lease is renewed at a substantially higher rate, or if the existing favourable terms are not extended, we must consider whether renewal on such modified terms is desirable. While there have been no instances during Fiscals 2025, 2024 or 2023 where leases were renewed on terms not favourable to us, if we are unable to renew leases on acceptable terms, or at all, we may be required to close or relocate the relevant stores. This would eliminate the sales contributed by those stores during the closure period and could subject us to renovation or other associated costs and risks. The same applies where lease agreements lack a renewal option and new agreements must be executed.

Some of our leases include lock-in provisions that restrict our ability to terminate early, even if the location becomes unprofitable. Store location is critical to our retail success, and we continuously evaluate our presence to align with long-term business objectives. While certain locations have contributed significantly to our growth, all lease agreements are subject to periodic review, and non-renewal decisions may arise due to various factors, including commercial viability and strategic considerations.

As of the date of this Draft Red Herring Prospectus, our R.S. Brothers store in Hyderabad (Ameerpet) operates on premises leased from several lessors. We have successfully renewed the majority of these lease agreements, but renewal with a few remaining lessors is still pending for a portion of the store. Negotiations are ongoing, but there is no assurance that all outstanding lease agreements will be renewed. If we are unable to do so, we may be required to vacate, relocate, or close part of the store, which could adversely impact our business and operations.

Some lease agreements include provisions specifying fixed increases in rental payments over their term. While these provisions are pre-agreed and documented, they will increase our operating costs and may materially and adversely affect our results if we are unable to pass on the additional costs to our customers.

Under Indian law, lease agreements must be duly registered and adequately stamped. If a lease is unregistered, it may be declared legally invalid; if insufficiently stamped, it may be inadmissible as evidence in legal proceedings. In such circumstances, we may be required to pay additional stamp duty and penalties as determined by the authorities. Any failure to properly register or adequately stamp lease agreements may expose us to legal and financial risks, adversely impacting our business, financial condition, and results of operations.

Regulatory non-compliance by the lessor or us, or adverse developments relating to the lessors' title or ownership rights to leased properties, may cause significant disruptions to our operations, especially if we are required to vacate as a result. While there have been no such instances requiring us to vacate leased land during Fiscals 2025, 2024 or 2023, we cannot assure you that such events will not occur in the future.

Should our sales not increase in line with rent and other costs, including setup and interior design expenses, our profitability, business, results of operations, financial condition, and cash flows could be adversely affected.

14. ***Certain lease deeds with some of our lessors are not adequately stamped or registered, and, consequently, we may be unable to successfully litigate over the said agreements in the future and penalties may be imposed on us.***

Some of our lease agreements with certain of our lessors are unstamped and/or unregistered. It may render the document inadmissible as evidence in India (unless stamped prior to enforcement with payment of requisite penalties, which may be up to ten times the stamp duty payable, and other such fees that may be levied by the authorities). Additionally, a lease deed, which is compulsorily registrable under law but not registered, may be inadmissible as evidence in Indian courts. Further, documents which are insufficiently stamped are capable of being impounded by a public officer. Consequently, while this does not have any material or financial impact on our business, should any dispute arise in relation to our use of the relevant properties, we may be unable, or may incur additional expenses, to enforce our rights in relation to such properties.

15. ***We rely on the "R. S. Brothers" brand, which is used by various group businesses; any loss of brand value could adversely affect our business, customer relationships and growth prospects.***

Our business depends significantly on the recognition and reputation of the "R. S. Brothers" brand, which we believe is central to retaining customers and expanding our market presence. Our Company, previously known as R S Brothers Retail India Limited and now known as RSB Retail India Limited, operates through a store format of the same name. In addition to our operations, members of our promoter group also own, manage, and operate other businesses using the "R. S. Brothers" brand.

Pursuant to a transfer deed dated May 1, 2008, our Company acquired the business including all assets, properties and liabilities of R-9000 Textiles & Garments and the partners of R-9000 Textiles & Garments, namely Potti Venkateswarlu, Tiruveedhula Prasada Rao, Seerna Rajamouli and late Potti Satyanarayana, were granted the right to continue using the "R. S. Brothers" trade name as they deem fit. As a result, we do not have exclusive control over the use of the "R. S. Brothers" brand. Any negative event such as a breach of customer trust, adverse publicity, regulatory action, or operational failure affecting our Company, the Promoter Group, or other group businesses using this brand could damage the "R. S. Brothers" brand. This, in turn, could have a material adverse effect on our business, financial condition and results of operations.

The table below provides details of revenue generated from the R.S. Brothers store format for Fiscals 2025, 2024 and 2023:

Store format	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
R.S. Brothers[(1)]	5,702.81	21.17	6,133.50	24.95	6,128.81	28.83

Notes:

(1) Inclusive sales made to employees and warehouse sales which are billed under the R.S. Brothers stores which were ₹ 228.89 million, ₹ 898.84 million and ₹ 1,010.68 million for Fiscals 2025, 2024 and 2023, respectively.

Furthermore, our ability to effectively maintain, protect and enhance the value of the "R. S. Brothers" brand may be constrained by this non-exclusive arrangement. If we or any promoter group businesses fail to uphold the brand's reputation, or if there is any event that diminishes public trust in the "R. S. Brothers" brand, it may become difficult for us to retain existing customers, attract new customers, or grow our business.

16. ***We depend on our ability to identify suitable locations for new stores on commercially acceptable terms and open new stores at newly leased locations. If we are unable to identify and obtain suitable locations for new stores, it may adversely affect our expansion and growth plans.***

One of the factors of our success is our ability to identify and acquire key retail spaces at such shopping locations, which have attractive commercial propositions such as high footfall, targeted customer demography and reasonable cost of operations which helps us to deepen our penetration in existing clusters and expanding our footprint into new geographical areas. Our performance depends on the location of our stores. When selecting a location for a new store, we take into consideration various factors, including:

- population density and customer footfall;
- ease of customer access;
- estimated purchasing power within the local demographics;
- projected profitability based on anticipated sales potential; and
- proximity to or lack of thereof and performance of competitors in the vicinity.

Our ability to open new stores in competitive locations is heavily dependent on identifying and leasing premises that are suitable for our requirements on commercially reasonable terms and successfully developing and opening stores. As part of our store onboarding process, we may enter into letters of intent and submit deposits to the relevant owners of the properties where a new store will be located. The letters of intent are typically followed by a definitive lease agreement in the form of a lease deed or leave and license agreement being entered into between parties. In the event definitive agreements are not entered into within a specified period, the letters of intent may lapse unless extended. We may be delayed or be unable to enter a definitive lease agreement with respect to a specific site for various reasons, some of which are beyond our control. Furthermore, in the event such letters of intent lapse or are terminated, we may have to identify alternate store locations for which we expend significant time and resources. While there have been no such instances during Fiscals 2025, 2024 and 2023, there can be no assurances that we will not face these lapses or termination as we expand our operations.

As the location of a new store should satisfy various parameters to make an attractive commercial proposition, finalisation of location and property acquisition for our new stores is a process which may be dependent upon factors as specified above and we may not be able to expand our store network at the same pace as in the past or at the expected pace. The following table sets forth the number of new stores opened and closed in the periods indicated:

Particulars	During Fiscal 2025	During Fiscal 2024	During Fiscal 2023
Stores opened[(1)(2)]	16	16	11
Stores closed[(2)]	-	-	-

Note:

(1) Subsequent to March 31, 2025, we closed four stores: one Ethnic Destination at Hyderabad, Telangana, India and one R.S. Brothers store at Patny, Hyderabad, Telangana on April 1, 2025 and one De-Royal store in Kokapet, Hyderabad, Telangana and one R.S. Brothers store at

Suchitra, Hyderabad, Telangana and opened one R.S. Brothers store in Vijayawada. Andhra Pradesh, Accordingly, as at the date of this Draft Red Herring Prospectus, we operate 70 stores.

(2) *We closed one of our R.S. Brothers stores located in Visakhapatnam, Andhra Pradesh on December 29, 2024, which was relocated and reopened on January 2, 2025. Accordingly, for the purposes of store opening and closing, the store has been excluded.*

If we are unable to identify and obtain suitable locations for our expansion as per selection benchmarking and enter into leasehold or rental agreements on terms commercially beneficial to us, it may adversely affect our expansion and growth plans.

We may also face the risk of being evicted in the event that our landlords allege a breach on our part of any terms under the lease/ leave and license agreements and there is no assurance that we will be able to identify suitable locations to relocate our operations. Due to increased competition, we may also face increased lease expenses/or and rental fee from our competitors. It may also lead to termination of our leases or disputes that may arise with store owners which may result in closure of our stores, thus affecting our expansion and growth plans. We cannot assure you that we will be able to execute our growth strategies in a timely manner or within estimated budget. Our inability to properly manage our growth may have an adverse effect on our business, results of operations and financial condition.

17. ***We have expanded our operations by entering into a new state of Karnataka and opened a new store format in the hypermarket space. In the event we are unable to replicate our success from the states of Andhra Pradesh and Telangana as well as meet the demand of our customers in the hypermarket space, our business, revenue from operations and profitability will be adversely affected.***

During Fiscal 2024, we expanded our retail presence outside the Indian states of Andhra Pradesh and Telangana by opening a new Dè Royal store in the city of Bengaluru, Karnataka, India. Furthermore, we have introduced a new hypermarket format, Valuezone located in Hyderabad, Telangana, India, to expand and diversify our product offerings to include everyday household products in addition to apparels. Expanding into new markets involves inherent challenges, including differences in consumer behaviour, competitive landscape, operational costs, and regulatory requirements, which may impact the performance of our new stores. Entering new markets may involve higher operational costs, including lease rentals, manpower, and marketing expenses, which could affect the profitability of new stores. While going forward we will continue to evaluate entering into new states and cities, there can be no assurance that we will be able to replicate our success from the states of Andhra Pradesh and Telangana in such new cities and states. Our cluster-based store model, which has supported our expansion in Andhra Pradesh and Telangana, may not be as effective in new geographies where we lack a concentrated store presence. In addition, we cannot assure you that the products that we choose to sell in our hypermarket will meet customer demands, or that this new format store and any other format stores that we may launch in future will be successful or we will be able to recreate the success of our established store formats. Our ValueZone hypermarket format introduces a new product mix involving FMCG goods with different margin and operationality being distinct from apparel retail of which we have limited experience.

18. ***Any disruptions to our logistics and transportation facilities could have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Our daily operations rely heavily on the proper functioning of our logistics infrastructure, such as our warehouse, stores, and transportation facilities, including our owned vehicles. Products sourced from our suppliers are typically transported from our own vehicle distribution fleet which are then transported to our warehouse and shops. As on March 31, 2025, we had a fleet of 36 which is owned by us. Any service disruption in our logistics and transportation facilities as a result of force majeure, disputes, employee delinquencies or strikes, government inspections or regulatory orders could adversely impact our business operations.

The table below provides details of our carriage inward expenses to our total expenses for Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Carriage inward	201.89	0.79	179.41	0.75	145.78	0.71

Our efforts to maintain and expand our network infrastructure or manage such expansion may be unsuccessful. We may also not be able to locate desirable alternative sites for our facilities as our business continues to grow, as we compete with other businesses for premises at certain locations or of desirable scale or quality. We may be pressured to pay higher rent on the desirable sites for our facilities due to competition which may result in lower profitability and cash flows. Moreover, by renting and setting up new logistics facilities, we may incur additional expenses to design the facility to suit our business purpose and purchase the necessary equipment. While there have been no instances of any transportation issues that impacted our operations during Fiscals 2025, 2024 and 2023, however, we cannot assure you that such instances will not impact our operations going forward.

19. ***Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, which may affect our business and results of operations. Furthermore,***

the schedule of the implementation of the Objects for which funds are being raised in the Offer, is subject to risk of unanticipated delays in implementation and cost overruns.

We intend to use the Net Proceeds towards (i) repayment/ prepayment, in part or full, of certain loan facilities availed by the Company, (ii) expenditure by our Company for setting up 14 new stores in the R. S. Brothers and South India Shopping Mall store formats in the South Indian states of Telangana and Andhra Pradesh; and (iii) general corporate purposes, as described in "*Objects of the Offer – Details of the Objects of the Fresh Issue*" on page 106. The objects of the Offer have not been appraised by any agency. Whilst a monitoring agency will be appointed for monitoring utilization of the Gross Proceeds in accordance with Regulation 41 of the SEBI ICDR Regulations, the proposed utilization of Net Proceeds is based on current business plan, management estimates, prevailing market conditions and other commercial and technical factors and is subject to changes such as our financial and market condition, business and strategy, competition and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Accordingly, prospective investors in this Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this "*Risk Factors*" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

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

We intend to use the Net Proceeds towards (i) repayment/ prepayment, in part or full, of certain loan facilities availed by the Company, (ii) expenditure by our Company for setting up 14 new stores in the R. S. Brothers and South India Shopping Mall store formats in the South Indian states of Telangana and Andhra Pradesh; and (iii) general corporate purposes, as described in "*Objects of the Offer – Details of the Objects of the Fresh Issue*" on page 106. 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. The deployment of the Net Proceeds is based on current business plan, management estimates, prevailing market conditions and other commercial and technical factors and has not been appraised by any bank, financial institution or other independent party. These estimates may be inaccurate, and we may require additional funds to implement the purposes of this Offer. Accordingly, at this stage, we cannot determine with any certainty if we will require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control and may have to revise our funding requirements and schedule of deployment of funds. Any delay in our schedule of implementation may cause us to incur additional costs. Such time and cost overruns may adversely impact our business, financial condition, results of operations and cash flows. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in this Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Furthermore, our Promoters would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to modify the Objects of the Offer, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that our Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to undertake variation of objects of this Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business and results of operations.

21. ***A portion of the Net Proceeds may be utilized for repayment or pre-payment of certain loans availed by our Company which constituted 28.40% of our total borrowings as of June 30, 2025 from HDFC Bank Limited, which is one of the BRLMs. There can be no assurance that the repayment/prepayment of such loans from the Net Proceeds to one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.***

We propose to repay or pre-pay certain borrowings availed by our Company, from HDFC Bank Limited from the Net Proceeds. HDFC Bank Limited is one of our Book Running Lead Managers and is not an associate of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. The loan sanctioned to our Company by HDFC Bank Limited was done as part of their lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. As of June 30, 2025, the total outstanding borrowings from HDFC Bank Limited was ₹ 873.69 million accounting for 28.40% of our total borrowings. The Board of Directors of our Company has chosen the loan and facilities to be repaid/prepaid based on commercial considerations. For further details, see "*Objects of the Offer – Repayment/ Prepayment, in part or full, of certain loan borrowings availed by us*" on page 106. However, there can be no assurance that the repayment/prepayment of such borrowings from the Net Proceeds to one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.

22. ***We may face risks in deploying Net Proceeds for our expansion plans, and our inability to establish the proposed new stores as scheduled or at anticipated cost and performance levels may adversely impact our growth, profitability, and return on investment.***

We intend to utilise ₹1,181.81 million from the Net Proceeds to fund fit-out costs for opening 14 new stores under the R. S. Brothers and SISM store formats in the South Indian states of Andhra Pradesh and Telangana ("**Proposed New Stores**"), thereby seeking to accelerate our expansion in these core geographies. During Fiscals 2025, 2024 and 2023, we established a total of 19 new stores of R. S. Brothers and South India Shopping Mall store formats (which includes 8 under South India Shopping Mall and 4 under R. S. Brothers in Andhra Pradesh; 6 under South India Shopping Mall and 1 under R. S. Brothers in Telangana). Over the next three Fiscals, we propose to open an additional seven (7) stores under South India Shopping Mall format and seven (7) stores under R.S. Brothers in the South Indian states of Andhra Pradesh and Telangana.

Our ability to achieve the intended scale and profitability from these Proposed New Stores is subject to a variety of risks, including timely identification and availability of suitable locations, obtaining necessary regulatory approvals, managing construction and fit-out costs within budget, attracting sufficient customer footfall, and hiring and training qualified personnel. Delays, cost overruns, or failure to operationalize the Proposed New Stores as planned could result in underutilization or diversion of Net Proceeds, impact operational efficiency, and adversely affect our reputation, growth trajectory, and financial results. Further, should the new stores not reach expected sales or profitability, our ability to generate anticipated returns on these investments and enhance shareholder value could be significantly diminished.

There can be no assurance that we will be able to implement our expansion strategy in line with projections or that the proceeds of this Issue allocated for this purpose will generate expected returns. For further information, see "*Objects of the Offer – Setting up of new stores under the formats of "R.S. Brothers" and "South India Shopping Mall"*" on page 112.

23. ***We are yet to identify the exact locations or properties for the setting up Proposed New Stores, for which we intend to utilise the amount from Net Proceeds.***

We are yet to identify the exact locations or enter into agreements for lease of suitable properties for setting up Proposed New Stores for which we intend to utilise the amount from Net Proceeds. The identification of these locations is dependent on various factors such as availability of suitable locations, addressable market, lease rentals, competition within a given region or across regions, demographics, user demand, lease rentals and other business and market considerations. We propose to open Proposed New Stores in Andhra Pradesh and Telangana. However, these locations are only indicative in nature and will be determined by our Company after taking into account the above mentioned factors and will be approved by our Board of Directors. If we are unable to find suitable locations or if the lease / license payments for these locations are in excess of our estimates, our operations and financial conditions may be adversely impacted. For further details, please see "*Objects of the Offer*" on page 105.

24. ***We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer and the costs to be incurred in relation to such Objects are based on the quotations received from the vendors or estimates of the management.***

We intend to utilise a portion of the Net Proceeds for setting up Proposed New Stores. The expenditure to be incurred by our Company towards meeting the fit-out costs that will be incurred in relation to setting up of Proposed New Stores will involve expenditure towards interior work, electrical work, air conditioning work, exterior work, fire safety work, IT infrastructure and other miscellaneous expenses. While, our Company has obtained the quotations from various vendors in relation to such fit-out costs, most of these quotations are valid for a limited period of time and may be subject to revisions, and other commercial factors. The cost of such equipment, fit-outs and installations may escalate owing to any revision in the commercial terms of such quotations, rate of inflation or other macroeconomic factors. We are yet to enter into any definitive agreement(s) to place orders for interior work, electrical work, air conditioning work, exterior work, fire safety work, IT infrastructure and other miscellaneous expenses towards opening the Proposed New Stores and there can be no assurance that the same contractor/ vendor would be engaged eventually to

supply the requisite equipment/ fit-outs or supply at the same costs and that such costs will not adversely affect our business, cash flows, financial condition and results of operations in this regard. Various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Further, the outcome of this expenditure and investment is not ascertainable or quantifiable at this stage and may be disproportionate to the revenue generated or user conversion rates. Furthermore, our growth initiatives and expansion plans could be delayed due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances.

25. ***Our Company, certain of our Directors, Key Managerial Personnel and Senior Management are involved in legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our brand image, business and results of operations.***

Our Company, and certain of our Directors are currently involved in legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. In the event of any adverse rulings in these proceedings or the consequent levying of penalties, we may need to make payments or make provisions for future payments, which may increase our expenses and current or contingent liabilities.

The summary of outstanding litigation involving our Company, our Directors, Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus have been provided below in accordance with the materiality policy adopted by our Board. As of the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Company, the outcome of which could have a material impact on our Company.

For details, see "*Outstanding Litigation and Material Developments*" on page 355.

Particulars	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil or other litigations	Aggregate amount involved *(₹ in millions)**
Company						
By our Company	2	N.A.	N.A.	N.A.	Nil	Nil
Against our Company	Nil	6	Nil	Nil	Nil	192.58
Directors						
By our Directors	Nil	N.A.	NA	N.A.	Nil	Nil
Against our Directors	Nil	4^	Nil	Nil	Nil	30.16^
Key Managerial Personnel						
By the KMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against the KMPs	Nil	N.A.	Nil	Nil	N.A.	Nil
Promoters						
By our Promoters	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our Promoters	Nil	3	Nil	Nil	Nil	29.81
Senior Management						
By the Senior Management	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against the Senior Management	Nil	N.A.	Nil	Nil	N.A.	Nil

* *To the extent such amount is ascertainable.*

^ *Three cases are against Executive Directors who are also Promoters involving ₹ 29.81 million and one case is against an Independent Director involving ₹ 0.35 million.*

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations and services, our technology and/or intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. There can be no assurance that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

26. ***Any failure in our quality control processes or in maintaining high standards of customer service, including effective recruitment, training and retention of key personnel, may adversely impact our business, results of operations and financial condition.***

While we maintain stringent quality control processes for products procured from job workers and suppliers, there remains a risk that products may occasionally exhibit defects or quality issues due to factors such as defects in supplied

raw materials, manufacturing flaws at the supplier's end, or damage incurred during transit. Although we strive to ensure the effectiveness of our quality control procedures, we cannot guarantee that they will always identify every defect. Failures in quality assurance processes, human error, or negligence may result in defective products being offered for sale.

In accordance with our exchange and returns policy, we periodically issue credit memos to customers for product exchanges. However, if a product does not meet our quality standards, is found to be defective, or if a customer is unable to use the product due to unforeseen circumstances, we offer a complete refund.

If a product return or recall is necessary, it may impact our reputation and business operations. Additionally, we face the risk of legal claims or product liability cases related to defective products. While no such instances have occurred during Fiscals 2025, 2024 and 2023, we cannot guarantee that we will not face such claims in the future. Any product liability case could affect our brand image and result in significant legal costs.

The table below provides details of refunds issued during Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Number of Refund memos issued	1,199	1,214	811
Amount of Refund (₹ million)	6.79	6.46	5.42
Revenue from operations (₹ million)	26,939.44	24,579.91	21,267.19
Amount of refund as a percentage of revenue from operations (%)	0.03	0.03	0.03

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, or we may be required to recall or exchange such products at an additional cost. As we depend on job-workers and suppliers for our products, our ability to directly monitor production processes or to consistently enforce our quality standards across all products is limited. Such incidents may impact our reputation and our customers may visit our competitors instead of our store formats, which in turn may adversely affect our business, results of operations and financial condition. We also face the risk of legal proceedings and product liability claims being brought against us by customers, for defective products sold. While there have been no such instances during Fiscals 2025, 2024 and 2023, 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. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs in defending such claims. Also see " – *We do not manufacture apparel products sold in our stores and rely on suppliers and job workers. Furthermore, we do not enter into long-term agreements with our job-workers and suppliers, and these counterparties instead supply products to our Company on a non-exclusive basis, based on individual purchase orders.*" on page 38.

Furthermore, our business is manpower intensive, and our sales personnel play a crucial role in ensuring quality customer service at our stores through interacting with the customers, building rapport and representing our brand. Success of our business depends on maintaining high standards of customer service in our stores. This is dependent on our ability to hire and retain the right personnel, train them in the implementation of our processes effectively, monitor them continuously on key service parameters and guide them regularly. We cannot assure you that we will be able to recruit and retain the right personnel and functional experts or will be successful in delivering consistent services.

If customer service at our stores deteriorates or any untoward act is committed by our sales personnel at our stores, our reputation might suffer resulting in a decrease in sales, which could materially and adversely affect our financial condition, cash flows and results of operations.

27. ***Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition, and cash flows.***

As at March 31, 2025, the outstanding amount under our borrowings included: non-current borrowings which includes secured term loans from banks and secured loans from non-banking financial institutions; and current borrowings included working capital loans from banks; current maturities of non-current loans and unsecured loans. The table below provides details of our borrowings and debt-to-equity ratio as at March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-current			
Secured			
Term loans from banks	1,516.85	1,001.13	161.09
Loans from non-banking financial institutions	120.33	115.22	154.42
Total (A)	1,637.18	**1,116.35**	**315.51**
Current			
Working capital loans from banks	1,211.43	1,110.06	744.32
Current maturities of non-current loans	484.79	318.13	183.51

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Unsecured loans	16.92	12.75	23.02
Total (B)	1,713.14	**1,440.94**	**950.85**
Total Borrowings C = A+B	**3,350.32**	**2,557.29**	**1,266.36**
Non-current borrowings as a percentage of total borrowings (%)	**48.87**	**43.65**	**24.91**
Current borrowings as a percentage of total borrowings (%)	**51.13**	**56.35**	**75.09**
Debt-to-equity ratio (in times)[1]	2.35	2.04	1.73

Note:

[1] *Debt-to-Equity ratio is calculated as sum of current borrowings, non-current borrowings and total lease liabilities divided by total shareholder's equity.*

Our total borrowings have increased significantly over the past three Fiscals. If our earnings do not scale proportionately with increased debt, we may face constraints in servicing our obligations or raising additional capital. The actual amount and timing of our future capital requirements may also differ from estimates as a result of, among other things, change in business plans due to prevailing economic conditions, unanticipated expenses, and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. We may also have difficulty accessing capital markets, which may make it more difficult or expensive to obtain financing in the future.

Certain of our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including: (a) change in the constitutional documents; (b) change in the ownership/ (existing) ownership, management or control; (c) change in capital structure; (d) change in management, including Directors, Key Managerial Personnel or board composition; (e) for opening any bank accounts with other lenders/financers/bankers not part of the consortium; (f) convert outstanding obligations under the facility into equity capital or other securities in stressed situation or restructuring situation of debt; (g) enter into any scheme of merger, de-merger, amalgamation, etc.; (h) disposal of assets other than those permitted by the lender; (i) change in composition of the borrower; (j) dilution in controlling stake of the existing promoter(s); (k) expansion/modernization apart from routine capital expenditure; and (l) change in remuneration payable to Directors. Additionally, lenders under various borrowing arrangements entered into with our Company contain certain restrictive covenants, the breach of which may result in the lender exercising certain rights under the arrangement including but not limited to: (a) changes in constitution, or existing ownership or control or management; (b)right of lender to nominate directors on the Board of the Company; (c) opening any account with any other bank; (d) transfer of controlling interest or making drastic change in management setup; and (e) conversion of debt into equity, which may require obtaining waivers from the lender. Failure to meet these conditions or obtain these consents/ waivers could have significant consequences on our business and operations. For instance, failure to fulfil consent/ intimation/ waiver requirements may trigger an "event of default" resulting in actions including, inter alia, imposition of default penalty, lender's right to convert debt to equity. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Offer.

Our ability to make payments on our indebtedness will depend on our future performance and our ability to generate cash, which, to a certain extent, is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors, many of which are beyond our control. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations, our contractual obligations, or to fund our other liquidity needs, we may be forced to sell our assets or attempt to restructure, convert debt to equity or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives which could harm our ability to incur additional indebtedness on acceptable terms.

28. ***Certain of our Promoters and members of Promoter Group have provided personal guarantees for loan facilities obtained by us. Any failure or default by us to repay such loans could trigger repayment obligations on our Promoters and relevant members of Promoter Group, which could affect their ability to perform their responsibilities and obligations as our Promoters, which could adversely affect our business, results of operation and financial condition.***

Certain of our Promoters namely, Potti Venkateswarlu, Tiruveedhula Prasada Rao, Seerna Rajamouli, Tiruveedhula Rakesh, Seerna Suresh, Potti Venkata Sai Abhinay and Tiruveedhula Keshav Gupta, and certain members of Promoter Group namely, Potti Malathi Lakshmi Kumari, Potti Venkata Sujatha and Seerna Suvarna have provided personal guarantees to secure a portion of our existing borrowings. Our Promoters may be required to continue to provide such guarantees and other security after the listing of our Equity Shares. As of June 30, 2025, ₹2,592.76 million of our borrowings are backed by personal guarantees provided by our Promoters. For details, see "*History and Certain*

Corporate Matters – Details of guarantees as on June 30, 2025 given to third parties by our Promoters who are participating in the Offer for Sale", on page 218. Any default or failure by us to repay our loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter and members of Promoter Group in respect of such loans. This, in turn, could have an effect on their ability to effectively perform their responsibilities and obligations as Promoters of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Further, in the event that our Promoters withdraw or terminate the guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business, results of operation and financial condition.

29. ***We have contingent liabilities (₹ 192.58 million as at March 31, 2025 representing 4.21% of our Net Worth), and our financial condition could be adversely affected if any of these contingent liabilities materialize.***

As of March 31, 2025, we had disclosed the following contingent liabilities (that had not been provided for) in our Restated Financial Information in accordance with Ind AS – Provisions, Contingent Liabilities and Contingent Assets, which are extracted below:

(₹ in million)

Particulars	As at March 31, 2025
Contingent Liabilities	**192.58**
- Direct Tax *	179.78
- Goods and Service Tax	3.17
- Service Tax #	9.63
Net Worth	**4,568.93**

* The Company preferred appeal before the Hon'ble Commissioner of Income Tax (Appeals) against the orders(s) of the Assessing Officer disputing the tax demands as below:

1. AY 2023-24, tax demand of ₹ 49.29 million plus interest and penalty (if levied).
2. AY 2022-23, tax demand of ₹ 137.75 million. In this regard, the Company has already paid a substantial portion of tax liability which may result in net tax exposure of ₹ 118.76 million plus interest and penalty (if levied).
3. AY 2021-22, tax demand of ₹ 4.70 million plus interest and penalty (if levied).
4. AY 2020-21, tax demand of ₹ 7.02 million plus interest and penalty (if levied).

\# The Company is involved in with the GST department pursuant to a demand order for ₹ 9.97 million on account of ITC availed but not reflecting in GSTR-2A. Against this, the Company has made a pre-deposit of ₹ 0.77 million and paid ₹ 6.03 million through DRC-03 under protest. A contingent liability of ₹ 3.17 million has been disclosed for the balance amount pending dispute.

Our contingent liabilities represented 4.21% of our Net Worth as of March 31, 2025.

We cannot assure you that we will not incur similar or increased levels of contingent liabilities or capital commitments in the future. If any of these contingent liabilities or capital commitment materialize, our financial condition and results of operation may be adversely affected. For further information in relation to our contingent liabilities and commitments, please see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 37 – Contingent liabilities and commitments*" on page 303.

30. ***We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.***

We have in the ordinary course of business in the past entered into, and will continue to enter into, transactions with related parties. These transactions include unsecured loans received and returned, rent paid, salary, remuneration, purchases, interest on un-secured loans, management fee, advertisement, donations, and sales amongst others.

The table below sets forth details of our related party transactions as at / during Fiscal 2025, 2024 and 2023:

(in ₹million, except %)

Particulars	As at / For Fiscal 2025	As at / For Fiscal 2024	As at / For Fiscal 2023
Unsecured loans taken	112.23	181.58	330.57
Percentage of total borrowings	3.35%	7.10%	26.10%
Unsecured loans returned	125.99	193.08	381.31
Percentage of total borrowings	3.76%	7.55%	30.11%
Directors' remuneration	72.80	129.60	174.00
Percentage of total expenses	0.28%	0.54%	0.85%
Management fee	0.00	484.00	307.20
Percentage of total expenses	0.00%	2.03%	1.50%
Rent received	103.20	101.72	68.42
Percentage of revenue from operations	0.38%	0.41%	0.32%
Rent paid	128.45	115.08	107.20
Percentage of total expenses	0.50%	0.48%	0.52%
Advertisement paid	0.00	92.31	74.66
Percentage of total expenses	0.00%	0.39%	0.36%

Particulars	As at / For Fiscal 2025	As at / For Fiscal 2024	As at / For Fiscal 2023
Interest paid	1.13	2.68	1.62
Percentage of total expenses	0.00%	0.01%	0.01%
Salaries	53.35	42.95	35.88
Percentage of total expenses	0.21%	0.18%	0.17%
Purchases	1.03	2.95	2.28
Percentage of total expenses	0.00%	0.01%	0.01%
Sales	102.26	723.98	893.43
Percentage of revenue from operations	0.38%	2.95%	4.20%
Advertisement income	1.00	1.26	0.00
Percentage of revenue from operations	0.00%	0.01%	0.00%
Interest income received	0.00	18.81	0.00
Percentage of revenue from operations	0.00%	0.08%	0.00%
Capital advances given	0.00	0.00	297.50
Percentage of total assets	0.00%	0.00%	2.47%
Donations given	17.45	0.00	0.00
Percentage of total expenses	0.07%	0.00%	0.00

While our related party transactions have been conducted on an arm's length basis in compliance with applicable laws and accounting standards, including the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Furthermore, we may enter into related party transactions in the future. While all related party transactions that we may enter into post-listing will be subject to Board or Shareholder approval, as necessary under the Companies Act and the SEBI Listing Regulations, we cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, cash flows and results of operations or that we could not have achieved more favorable terms if such future transactions had not been entered into with related parties. Furthermore, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. There can be no assurance that our Directors and executive officers will be able to address such conflicts of interests or others in the future.

31. ***We have extended corporate guarantees in favour of certain lenders to our related party and group company, R.S.Brothers Jewellers Private Limited, covering facilities amounting to ₹ 1,500.00 million in each of Fiscal 2025, Fiscal 2024, and Fiscal 2023 (representing 32.83%, 42.65% and 51.86% of our Net Worth as of March 31, 2025, March 31, 2024 and March 31, 2023). If these guarantees are invoked, our financial position could be adversely affected.***

During Fiscal 2025, Fiscal 2024 and Fiscal 2023, we have extended the following corporate guarantees in favour of certain lenders to our related party and group company, R.S.Brothers Jewellers Private Limited, in respect of banking facilities. No direct cash outflow arises unless such guarantee is invoked. The table below sets forth details of the corporate guarantee:

Name of Related Party	March 31, 2025 (₹ million)	Percentage of Net Worth as of March 31, 2025 (%)	March 31, 2024 (₹ million)	Percentage of Net Worth as of March 31, 2024 (%)	March 31, 2023 (₹ million)	Percentage of Net Worth as of March 31, 2023 (%)	Purpose
R.S.Brothers Jewellers Private Limited	1,500.00	32.83	1,500.00	42.65	1,500.00	51.86	Corporate guarantee for facilities availed from lenders

If R.S.Brothers Jewellers Private Limited were to default under its banking facilities with its lenders, we may be required to meet the guaranteed obligations up to ₹ 1,500.00 million. Any invocation of these guarantees could, therefore, have a material adverse effect on our financial condition, results of operations, cash flows, and net worth. Additionally, related party transactions of this nature may entail potential conflicts of interest and may not always be on arm's length terms, thereby posing risks to shareholder interests.

32. ***Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business, financial condition, and results of operations.***

The cost and availability of capital depends on our credit ratings. Credit ratings reflect the opinion of the rating agency on our management, track record, diversified product offerings, increase in scale and operations and margins, medium term revenue visibility and operating cycle. Our current rating for our facilities is A+ / Stable (reaffirmed) as rated by CRISIL.

The table below provides details of our credit ratings during the last three Fiscals:

Name of the rating agency	Credit rating received	Date of the credit rating letter
CRISIL	A + / Stable (Reaffirmed)	December 11, 2024
CRISIL	A + / Stable (Reaffirmed)	April 3, 2024
CRISIL	A+ / Stable (Upgraded from A Stable)	December 4, 2023
CRISIL	A Stable	March 24, 2022

While we have not experienced downgrading in our credit ratings received recently, including during Fiscals 2025, 2024 and 2023, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, financial condition and results of operations.

33. ***There have been delays in payment of statutory dues by our Company. Inability to make timely payment of our statutory dues could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business, results of operations and financial condition.***

Our Company, in the regular course of its operations, is required to pay certain statutory dues including the employee state insurance as per Employee State Insurance Act,1948, provident fund as per Employee' Provident Fund & Miscellaneous Provisions Act,1952, professional tax, income tax as per Income Tax Act, GST as per Central Goods and Service Tax Act, 2017, Gratuity as per The Payment of Gratuity Act,1972, bonus as per The Payment of Bonus Act,1965, and compliances under the Companies Act, 2013. As of March 31, 2025, we had 10,668 employees for whom we were required to pay certain statutory dues, including provident fund contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, and professional taxes, among others.

Except as stated below, there have been no instances of default in the payment or non-payment of statutory dues, by our Company during Fiscals 2025, 2024 and 2023:

Statutory Dues (TDS)

Fiscal Year	Total Dues Paid (₹ in million)	Unpaid Dues	No. of instances of delayed payments in Fiscal year	Range of delays *
2023	250.38	-	2	30 days
2024	290.10	-	-	No Delays
2025	258.33	-	1	30 days

* *Note: The delays reported herein have been duly paid during the respective financial year.*

Statutory Dues (Professional Tax)

Fiscal Year	Total Dues Paid (₹ in million)	Unpaid Dues	No. of instances of delayed payments in Fiscal year	Range of delays *
2023	6.84	-	6	1- 30 days
2024	10.14	-	7	3- 117 days
2025	15.38	-	6	1- 14 days

* *Note: The delays reported herein have been duly paid during the respective financial year.*

Statutory Dues (ESI)

Fiscal Year	Total Dues Paid (₹ in million)	Unpaid Dues	No. of instances of delayed payments in Fiscal year	Range of delays *
2023	41.42	-	2	2- 37 days
2024	52.60	-	-	No delays
2025	64.92	-	-	No delays

* *Note: The delays reported herein have been duly paid during the respective financial year.*

Statutory Dues (Provident Fund)

Fiscal Year	Total Dues Paid (₹ in million)	Unpaid Dues	No. of instances of delayed payments in Fiscal year	Range of delays *
2023	151.80	-	9	7- 306 days
2024	203.91	-	-	No delays
2025	260.54	-	-	No delays

* *Note: The delays reported herein have been duly paid during the respective financial year.*

Statutory Dues (GST)

Fiscal Year	Total Dues Paid (₹ in million)	Unpaid Dues**	No. of instances of delayed payments in Fiscal year	Range of delays *
2023	1,884.44	4.41	1	Up to 4 days
2024	2,184.96	8.31	-	No delays

Fiscal Year	Total Dues Paid (₹ in million)	Unpaid Dues**	No. of instances of delayed payments in Fiscal year	Range of delays *
2025	2,510.58	25.08	1	Up to 2 days

* *Note: The delays reported herein have been duly paid during the respective financial year.*
** *The Unpaid dues disclosed above for the respective financial years have been paid subsequently.*

We cannot assure you that going forward we will be able to make payment of our statutory dues in a timely manner or at all, which could result in penal or other regulatory action including payment of interest on the delay in payment of statutory dues, which could adversely affect our business and our results of operations and financial condition.

34. ***We procure insurance policies from third-party insurers to insure critical aspects of our business operations. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

Our insurance policies currently cover our inventory, our stores, our warehouse and transit of goods from our warehouse to our stores. Our principal types of insurance coverage amongst others include marine cargo insurance policy; burglary insurance policy; contractors all risk insurance policy; money insurance policy; fire insurance policy; standard fire and special perils insurance, neon sign insurance policy; plate glass insurance policy; electronic equipment insurance, commercial general liability insurance, vehicle insurance, fidelity guarantee, employer and employee scheme policyand package insurance policy.

The table below provides details of our insurance coverage on our total insured assets, as of the dates indicated:

Particulars	As of March 31, 2025 / Fiscal 2025	As of March 31, 2024 / Fiscal 2024	As of March 31, 2023 / Fiscal 2023
Total tangible assets[(1)] (in ₹ million)	9,075.89	7,668.01	6,116.81
Insured assets (in ₹ million)	8,777.30	7,371.21	5,981.27
Uninsured assets (in ₹ million)	298.59	296.80	135.54
Total insurance coverage (in ₹ million)	13,524.00	10,674.16	8,593.99
Insured assets as a percentage of total tangible assets (%)	96.71	96.13	97.78
Insurance coverage as a percentage of insured assets (%)	154.08	144.81	143.68

Note:
(1) Total tangible assets are defined as the sum of the gross value of property, plant and equipment, capital-work-in progress and inventories

During Fiscal 2025, a fire incident occurred at our Srikakulam R.S. Brothers store on January 25, 2025 resulting in the loss of assets with a book value of ₹112.62 million. Our Company filed an insurance claim of ₹120.00 million in respect of this incident. As of March 31, 2025, we recognized an exceptional loss of ₹93.49 million. In May 2025, our Company received an interim insurance payment of ₹19.13 million. As at the date of this Draft Red Herring Prospectus, the assessment and final settlement of the insurance claim is pending at the insurance company's end.

We may not be insured for certain types of risks and losses that we may also be subject to, as such risks are either uninsurable or that relevant insurance is not available on commercially acceptable terms. The table below provides details of claims made by our Company and the respective settlement amounts for the relevant Fiscals:

Period/Fiscal	Claims made by our Company (in ₹ million)	Settlement amount (in ₹ million)
Fiscal 2025	120.83*	0.83
Fiscal 2024	-	-
Fiscal 2023	0.07	0.07

* *Includes a claim of ₹ 120.00 million relating to the fire incident at the Srikakulam R.S. Brothers store, and a claim of ₹ 0.83 million for loss of a sign board at the ValueZone store. Out of this, we have received an interim insurance payment of ₹ 19.13 million subsequent to March 31, 2025, in May 2025 relating to the Srikakulam claim and ₹ 0.83 million for loss of a sign board at the ValueZone store during Fiscal 2025.*

We cannot assure you that we will be able to renew our insurance covering all risks at commercially viable terms or at all. To the extent that we suffer loss or damage for events for which we are not insured or for which our insurance is inadequate, the loss would have to be borne by us, and, as a result, our business, reputation, results of operations and cash flows could be adversely affected. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future. There can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. If we are unable to pass the effects of increased insurance costs on to our customers, the costs of higher insurance premiums could have a material adverse effect on our profitability.

35. ***Our business is subject to seasonality and our quarterly or periodic results published upon listing may not be indicative of our annual financial performance and results of operations.***

Our business is affected by seasonality and our income and profits may vary from quarter to quarter depending on seasonal festivities, wedding season and other events specific to the regions in which our stores are located. These seasonal variations in consumer demand subject the industry in which we operate in, to a considerable degree of volatility. Accordingly, our customer footfall and consequently, our revenue from operations, could vary. Our operating results are expected to continue to vary from quarter to quarter and from half-year period to half-year period,

and results in a single quarter or half-year may not be indicative of our annual financial results. Comparisons of operating results between different periods within a single financial year, or between different periods in different years, may not necessarily be meaningful and should not be relied upon as an indicator of our performance.

Furthermore, the adverse impacts of poor seasons or weak sales of seasonal merchandise might be intensified by industry-wide price cuts aimed at clearing excess stock before or at the end of the respective season. We may struggle to accurately predict or align our procurement cycles with the seasonal shifts in sales volume. Sudden surges in seasonal demand may put pressure on our supply chain and logistics network, leading to potential delays in procurement and distribution, increased freight costs, or supplier constraints that may affect product availability. Should our business growth decelerate or halt, these seasonal fluctuations could significantly influence our operational outcomes. Seasonal changes might also lead to variations in our inventory levels, working capital needs, and cash flows from one quarter to another, potentially having a substantial negative impact on our business, financial health, operational results, and prospects.

36. ***We may not be able to protect our intellectual property rights which may adversely impact our business, reputation and results of operations.***

As of the date of this Draft Red Herring Prospectus, we have 154 registered trademarks, including in respect of our logos with the Registrar of Trademarks in India to protect our intellectual property, 4 trademark applications that have been accepted and advertised, 13 trademark applications that have been opposed and being currently contested, 10 trademark applications that have been objected and 46 trademark applications for which formalities check pass has been done. Our corporate logo is currently not registered and we have applied for trademark registration which is pending. For further information, see "*Our Business – Intellectual Property*" and "*Government and Other Approvals*" on pages 201 and 360, respectively.

In the event we are unable to register or renew our trademarks, or in the event a third party objected to the registration of a trademark, this would affect our operations, financial condition and results of operations. It is possible that other proprietary information, such as the proposed pricing or product launch information, could be leaked by employees, suppliers and other third parties. If any of these were to occur, on a sustained, material and unmitigated basis, and if the reputation of our Company was to suffer as a result, our competitive position in our markets and our ability to grow our business could be negatively impacted, which would have a material adverse effect on our business, results of operations and financial condition

In the event the intellectual property rights related to our trademarks are infringed, including as a result of unauthorized use or a failure to protect such rights by the competent authorities in accordance with the regulations of the relevant countries, it may face costly litigation and the diversion of technical and management personnel. Furthermore, the outcome of a dispute may require our Company to enter into royalty or licensing agreements, which may not be available on terms acceptable to our Company, or at all. Any of the above would have a material adverse effect on our business, results of operations, financial condition and prospects.

37. ***Our operations are subject to risks associated with cash management, theft, employee negligence or similar incidents. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations and financial condition.***

Our operations are subject to incidents of theft or damage to inventory in transit, prior to or during store stocking and display. We have adopted various security measures, including video surveillance, engaging security personnel and insurance coverage. Our industry typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, and general administrative errors. While there have been no material instances of fraud, theft or employee negligence experienced by our Company during Fiscals 2025, 2024 and 2023, however, we cannot assure you that going forward as we expand our retail presence, we will not experience any instances of fraud, theft or employee negligence, which could adversely affect our results of operations and financial condition.

Our stores also manage and handle cash in hand daily. There may be a risk where the cash stored in our stores could be subject to theft by our customers and/or our employees. In case of losses due to theft, fire or breakage, there can be no assurance that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our

business, results of operations and financial condition. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy. During Fiscal 2025, a fire incident occurred at our Srikakulam R.S. Brothers store on January 25, 2025 resulting in the loss of assets with a book value of ₹112.62 million. Our Company filed an insurance claim of ₹120.00 million in respect of this incident. As of March 31, 2025, we recognized an exceptional loss of ₹93.49 million. In May 2025, our Company received an interim insurance payment of ₹19.13 million. As at the date of this Draft Red Herring Prospectus, the assessment and final settlement of the insurance claim is pending at the insurance company's end.

For further information in relation to our insurance policies, see *" – We procure insurance policies from third-party insurers to insure critical aspects of our business operations. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*" on page 55.

38. ***Failures in internal control system could cause operational errors which may have an adverse impact our business, reputation and profitability.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of our assets, optimal utilization of resources, reliability of our financial information and compliance. The systems and procedures are periodically reviewed and routinely tested and cover all functions and business areas. While we believe that we have adequate controls, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. While there have been no instances of internal control failures in our Company during Fiscals 2025, 2024 and 2023, we cannot assure you that going forward, we will be able to identify every instance of non-compliance, which could adversely affect our business, results of operations and financial condition. Furthermore, if internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness.

39. ***Our operations are exposed to payment risks, including processing risks, as well as an increase in transaction fees. Failure of our payment processing systems could adversely affect our business, financial condition, results of operations and cash flows.***

We rely on electronic payment methods as our stores accept payments using credit and debit cards, contactless, and unified payments interface. Our Company and our customers may be increasingly exposed to fraud. We are subject to rules, regulations and compliance requirements that govern our use of these payment methods. We pay interchange and other fees for the card payments, which may increase overtime and raise operating costs and lower margins. Interchange fees are regulated and are therefore currently subject to an effective minimum amount, which is beyond our Company's control. We rely on third parties to provide payment processing services, and it could disrupt our operations if these companies become unwilling or unable to provide these services. If our Company fails to comply with the applicable rules and requirements, including payment card association rules and rules governing electronic fund transfers, we may be subject to fines and/or higher transaction fees and, in extreme cases, may lose its ability to accept payments from customers, process electronic fund transfers or facilitate other types of online payments. While there has been no failure of payment processing systems during Fiscals 2025, 2024 and 2023, we cannot assure you that such instances will not occur going forward.

The increasing adoption of digital payments also exposes us to evolving cybersecurity threats, data breaches, and potential regulatory changes. Any security breach, whether within our systems or those of third-party payment processors, could lead to unauthorized access to sensitive customer payment information, resulting in reputational damage, regulatory scrutiny, and potential financial liabilities. While we have adequate system controls, however, any failure in our processing systems, whether due to a technical issue, inadequate detection or prevention of fraudulent payment activities, or other reasons, will negatively impact our Company's short-term revenue and could lead to a loss of customers, potentially having a significant negative impact on our Company's financial health and growth. Furthermore, there are no guarantees that advancements in computing power, new breakthroughs in cryptography, or other events or developments will not lead to a compromise or breach in the processes our Company employs to safeguard customer transaction data. In addition, evolving data protection laws and regulations in India, may impose stricter compliance requirements on our Company, requiring continuous updates to our security infrastructure and policies which may lead to additional operational costs. Failure to meet these regulatory requirements, or delays in adapting to changing cybersecurity laws, could result in financial penalties, increased compliance costs, or operational disruptions. Moreover, any perceived or actual data security incident may erode consumer confidence, impacting brand reputation and customer retention.

40. ***Dependence on information technology systems, including vulnerability to cyberattacks and data breaches, may adversely affect our business, operations and reputation.***

Our business relies extensively on information technology ("**IT**") and communications systems including internet- and cloud-based platforms, mobile networks and third-party service providers to support our day-to-day operations, supply chain, store management, sales reporting, inventory, and human resources functions. These systems are critical for the efficient operation and growth of our business. While our Company has not experienced any material disruptions, system outages, or data breaches during Fiscals 2025, 2024 and 2023, there can be no assurance that such incidents will not occur in the future.

Our IT systems, or those of our third-party service providers, are inherently vulnerable to a range of operational risks, including system failures, technological changes, infrastructure disruptions, human or software errors, and cyber threats such as hacking, malware, ransomware, denial-of-service attacks, and unauthorised access or theft of data. As cyberattacks and data breaches become increasingly sophisticated and complex, it may become more difficult to anticipate and prevent such risks, and our preventive measures or those of our service providers may not always be adequate or timely implemented.

Any significant disruption, breach of data security, or failure to adapt our systems to new technologies or regulatory requirements could result in unauthorised disclosure, loss or corruption of sensitive information, reputational harm, legal liabilities, regulatory proceedings, operational downtime, or financial losses. Furthermore, any such event may erode customer trust, affect customer retention, and undermine our competitive position, all of which could have a material adverse effect on our business, financial condition and results of operations.

41. ***We may not be able to implement our strategy at all times, which could impact our ability to achieve our growth strategy and adversely impact our business, results of operations and financial condition.***

Our Company's future performance depends on our ability to implement our growth strategy. For further details in relation to our growth strategies, see "*Our Business – Our Strategies*" on page 194. However, there can be no assurance that our Company will be successful in implementing the growth strategy.

The successful implementation of our Company's strategy objectives will depend on several factors including, but not limited to:

- Our ability to successfully manage our existing stores and integrate the new stores and achieve related synergies;
- Our ability to identify suitable sites for new stores under terms and conditions that are favorable to us;
- Our ability to negotiate and obtain acceptable terms from suppliers, including our ability to negotiate with suppliers and secure terms that are acceptable and / or similar to those with key suppliers;
- Our ability to introduce an optimal mix of products including private label products that successfully meet consumer preferences at attractive prices and maintain quality standards;
- Our availability of sufficient financing, including through our existing resources and through third-party sources on acceptable terms;
- The effectiveness of our marketing campaigns;
- The competition that we face from incumbent and new players in the markets where we operate;
- Our ability to hire, train and retain skilled personnel and employees;
- Our ability to monitor our operations, controlling costs and maintaining effect quality and service controls; and
- Favorable economic, regulatory and market condition, which are outside of our Company's control.

As a result of any of the above factors, our Company's revenues may not grow at the same rate as in the past and/or our Company may incur costs without benefitting from the expected revenues of new stores in the future. Accordingly, our results of operations may be negatively affected if any of these factors significantly delay, prevent or hinder our Company from opening and realizing the benefits from any of its new stores. In particular, if our stores in the markets where we operate do not break even or achieve the projected levels of profitability within the expected timeframe, or at all, our Company may decide to shut down some of our stores and delay or roll back its expansion strategy. There can be no assurance that any new store will be profitable or will achieve its projected investment returns. There is also a risk that opening new stores could adversely affect the revenues in existing stores located in the same city or area.

Accordingly, our operations may be negatively affected if changes in circumstances, including any of the above factors significantly delay, prevent or hinder us achieving any of our strategy objectives, which in turn would adversely and materially affect our business, results of operations, financial condition and prospects.

42. ***Certain of our Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges.***

Following the listing of the Equity Shares, our Company will be required to comply with various regulatory requirements, including those prescribed under the SEBI Listing Regulations and the Companies Act. While certain of our Directors do not have prior experience in managing the compliance and governance obligations of a listed company, our Company is supported by experienced key and senior management personnel who are familiar with the applicable regulatory framework. Nevertheless, the Board of Directors may need to devote additional time and attention to adapting to the increased compliance requirements, which could temporarily divert focus from other business matters. In addition, we may need to hire additional legal, compliance and accounting staff with appropriate experience and technical accounting knowledge, amongst others, but we cannot assure you that we will be able to do so in a timely and efficient manner. Any challenges in adapting to the regulatory environment may result in compliance lapses, which could impact investor perception or the trading price of our Equity Shares.

43. ***We are dependent on several key personnel, including our Promoters, Key Managerial Personnel and Senior Management, and the loss of or our inability to attract or retain such persons could adversely affect our business, financial condition, results of operations and cash flows.***

We are highly dependent on our Promoters, Key Managerial Personnel ("**KMP**"), Senior Management ("**SMP**") and other key personnel for strategic direction and to manage our operations and meet future business challenges. The loss of, or inability to attract or retain, such persons could adversely affect our business, financial condition, results of operations and cash flows. In particular, the active involvement of our Promoters and the services of our KMP, Senior Management have been integral to the growth of our business. For details in relation to the experience of our Promoters, KMP and SMP, see "*Our Promoters and Promoter Group – Details of our Individual Promoters*" and "*Our Management – Key Managerial Personnel*" on pages 239 and 236, respectively. If one or more of these individuals were unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

The table below sets forth our relevant attrition rate as of / for the relevant period:

Particulars	As of / Year ended March 31, 2025	As of / Year ended March 31, 2024	As of / Year ended March 31, 2023
Number of employees (excluding retail employees - store operations)	1,077	1,035	797
Employees resigned	326	341	201
Employee attrition rate[(1)] (%) (excluding retail employees - store operations)	30.27	32.95	25.22
Number of employees (store operations)	9,591	7,966	6,676
Employees resigned (store operations)	4,657	3,875	3,039
Employee attrition rate[(2)] (%) (store operations)	48.56	48.64	45.52
Number of KMPs	9	-	-
Number of SMPs	6	-	-
KMPs and SMPs attrition rate (%)	-	-	-

Notes:

(1) Employee attrition rate (excluding retail employees - store operations) is calculated as the number of employees (excluding retail employees - store operations) who have resigned during the period, divided by the number of employees existing as of the beginning of the period.

(2) Employee attrition rate (store operations) is calculated as the number of employees (store operations) who have resigned (store operations) during the period, divided by the number of employees (store operations) existing as of the beginning of the period.

Based on our experience, our attrition rate trend is consistent with broader patterns observed among other Indian retail companies, where we believe that competitive market conditions and a largely youthful workforce often contribute to elevated attrition rates.

We may take a significant period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. If we are unable to hire and train replacement personnel in a timely manner or increase our levels of employee compensation to remain competitive, our business, financial results, results of operations and cash flows may be adversely affected. For further details in relation to changes in our KMPs and SMPs, see "*Our Management – Changes in Key Managerial Personnel and Senior Management*" on page 237.

44. ***Our business is manpower intensive. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wage, and if we are unable to engage new employees at commercially attractive terms.***

Our operations are manpower intensive, and we are dependent on our staff for a significant portion of our operations. As of March 31, 2025, we had 10,668 full-time employees. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of skilled personnel or disruptions caused by

disagreements with employees could have an adverse effect on our business and results of operations. We may have to seek prior consent and approval from local government authorities in order to employ staff from third party service providers. In situations if we fail to seek proper consent or timely approval, or such approvals expire, it may impact our business and revenue from operations. While we have never experienced any major disruptions in our business operations due to disputes or other problems with our work force in Fiscals 2025, 2024 and 2023, there can be no assurance that going forward we will not experience any such disruptions. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

Furthermore, India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution, and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. For details on labor legislations that may be applicable to our Company, see "*Key Regulations and Policies in India*" on page 206. Our employees are not unionized. However, if our employees seek to unionize, it may become difficult for us to maintain flexible labor policies, which may increase our costs and adversely affect our business.

45. ***Our Promoters and the members of our Promoter Group will continue to retain significant shareholding in our Company after the Offer, and will continue to be able to exercise significant influence and control over us.***

Our Promoters along with the members of our Promoter Group together hold 283,850,000 Equity Shares, i.e., 100.00% of our issued, subscribed and paid-up Equity Share capital on a fully diluted basis. Upon completion of the Offer, our Promoters along with the Promoter Group, together will continue to hold a significant percentage of our post-Offer Equity Share capital. For details of the Equity Shares held by our Promoters and Promoter Group, see "*Capital Structure – Notes to the Capital Structure – 10. History of the equity share capital held by our Promoters – (a) Build-up of the equity shareholding of our Promoters in our Company*" on page 93.

By virtue of their shareholding, our Promoters and the members of our Promoter Group (to the extent that they hold Equity Shares of our Company) may have the ability to exercise significant control and influence over our Company and our affairs and business, including the composition of our Board of Directors, the adoption of amendments to our memorandum and articles of associations, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. 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 and the members of our Promoter Group may not make decisions in our best interests. Furthermore, the influence of our Promoters and the members of our Promoter Group may also result in delays or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to our other Shareholders.

46. ***Our Promoters, certain of our Directors, Key Managerial Personnel and Senior Managerial Personnel may have interests other than reimbursements of expenses incurred and normal remuneration or benefits. Certain of our Promoters and Directors may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us.***

Our Promoter, certain of our Directors, Key Managerial Personnel and Senior Managerial Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the shareholding in our Company.

Potential conflicts of interest may occur between our business and the business of such entities which have a similar line of business as our Company and in which our Promoters and Directors may have interest. Some of our Promoters and Directors may be on the board of directors of certain companies engaged in businesses similar to our business. For instance:

- Our Promoters, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta are directors and promoters of Merit Retail Private Limited* and are partners in Siddhi Vinayaka Fashions LLP* and Sree Venkateswara Fashions;

- Further, our Directors and Promoters namely Potti Venkateswarlu, Seerna Rajamouli and Tiruveedhula Prasada Rao are partners of Mangalagowri Textiles & Garments (Formerly, R. S. Brothers Textiles & Garments) and Status Textiles and Garments.

* *Currently, no operations are being undertaken by these entities.*

For more details, see *"Our Promoter and Promoter Group*" and "*Our Management*" on pages 239 and 221, respectively.

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.

Furthermore, our Promoters and certain of our Directors may also hold equity shares and be interested to the extent of any dividend payable to them by entities with such similar lines of business, which include other members of the Promoter Group. We cannot assure you that our Promoters and such Directors will not favor the interests of such entities over our interests in future or that we will be able to suitably resolve any such conflicts without an adverse effect on our business.

As a result of the above factors, our Promoters, Directors and members of our Promoter Group may have conflicts of interest which may adversely affect our business, results of operations and financial condition.

For details of payments that are made by our Company and benefits given by our Company to related parties including remuneration to our Directors and our Key Managerial Personnel, rental payments, transfers made pursuant to business transfer agreements, etc., see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 25.

47. ***Our Company has not paid dividends during Fiscals 2025, 2024 and 2023 and from April 1, 2025 until the filing of this Draft Red Herring Prospectus and may not be able to pay dividends in the future.***

Our Company has not paid any dividends during Fiscals 2025, 2024 and 2023 and from April 1, 2025 until the filing of this Draft Red Herring Prospectus. Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend on several internal and external factors, which, *inter alia*, include accumulated reserves, potential opportunities available for growth/ expansion, past dividend trends, expectation of major shareholders and prudential requirements for cash conservations. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that the Equity Shares will appreciate in value. For details pertaining to our dividend policy, see "*Dividend Policy*" on page 251.

48. ***Our Company will not receive any proceeds from the Offer for Sale.***

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale. Other than the (a) listing fees which will be borne 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, all costs, charges, fees and expenses associated with and incurred with respect to the Offer, including but not limited to offer advertising, printing, research expenses, road show expenses, accommodation and travel expenses, stamp duty, transfer, issuance, documentary, registration, costs for execution and enforcement of Offer related agreements, fees paid to the intermediaries and BRLMs, fees and expenses of legal counsels to the Company and the BRLMs, fees and expenses of the auditors and advisors, regulatory fees, and third parties, shall be shared among our Company and the Selling Shareholders in accordance with Applicable Law.

49. ***The average cost of acquisition of Equity Shares by our Promoters and Selling Shareholder may be less than the Offer Price.***

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders (including the Promoter Selling Shareholders) may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoters and the Selling Shareholders (including the Promoter Selling Shareholders) are provided below:

Name of the Promoter/Selling Shareholders	Number of Equity Shares as on the date of this Draft Red Herring Prospectus	Average cost of acquisition per Equity Share (in ₹)^
Promoters (also the Promoter Selling Shareholders)		
Potti Venkateswarlu	25,546,500	0.95
Seerna Rajamouli	25,546,500	0.95
Tiruveedhula Prasada Rao	22,708,000	0.71
Potti Venkata Sai Abhinay	25,546,500	Nil
Seerna Suresh	25,546,500	Nil
Tiruveedhula Rakesh	17,031,000	Nil
Tiruveedhula Keshav Gupta	17,031,000	Nil
Selling Shareholders (other than Promoter Selling Shareholders)		
Potti Malathi Lakshmi Kumari	22,708,000	Nil
Gourishetty Lalitha	25,546,500	Nil
Maturu Venkata Lakshmi Sindhu	14,192,500	Nil
Potti Venkata Lakshmi Spandana	14,192,500	Nil
Potti Venkata Sujatha	5,677,000	Nil

Name of the Promoter/Selling Shareholders	Number of Equity Shares as on the date of this Draft Red Herring Prospectus	Average cost of acquisition per Equity Share (in ₹)^
Seerna Suvarna	8,515,500	Nil

* *As certified by Laxminiwas & Co., Chartered accountants by way of their certificate dated August 14, 2025.*

^ *The Company has allotted 243,300,000 Equity Shares of face value of ₹ 2 each pursuant to bonus issue in the ratio of 6 Equity Shares of face value of ₹ 2 each for every 1 Equity Share of face value of ₹ 2 each on March 4, 2025*

50. ***An increase in operational costs could adversely impact our business, results of operations and cash flows.***

Factors such as inflation, employee benefit costs (by regulation or otherwise), and increase rental costs, may increase our operating costs. The table below provides details of shop maintenance – house keeping services, shop maintenance – security services and electricity charges as a percentage of total expenses for Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Shop maintenance – house keeping services	131.22	0.51	159.15	0.67	99.08	0.48
Shop maintenance – security services	127.19	0.50	95.96	0.40	70.49	0.34
Electricity charges	497.02	1.94	412.65	1.73	320.95	1.56
Total	**755.43**	**2.95**	**667.76**	**2.80**	**490.52**	**2.38**

Any increase in our operational costs could result in an increase in the price of our products, which could result in a decrease in our customer footfalls and total sales. While there have been no such instances during Fiscals 2025, 2024 and 2023, where any increase in operational costs resultant in a decrease in customer footfalls and total sales, however, we cannot assure you that such instances will not occur going forward, which could adversely impact our business, results of operations and cash flows.

51. ***We have had shortfall towards corporate social responsibility ("CSR") expenditure as required under the Companies Act 2013 during Fiscal 2023 of ₹ 0.14 million. We cannot assure you that we will not experience any shortfall in future which could impact our business and reputation.***

The Companies Act 2013 stipulates the requirement of formulation of a corporate social responsibility policy and mandates our Board to ensure that our Company spends, in each Fiscal, at least two percent of the average net profits of our Company during the three immediately preceding Fiscals, in accordance with the Companies Act, 2013. During Fiscals 2025, 2024 and 2023, while our Company has made profits and accordingly allocated certain portion of such profits towards CSR activities formulated under our CSR policy, our Company has not incurred the requisite portion of the expenditure towards such activities in Fiscal 2023. The following table sets forth the details with respect to the gross amount required to be spent, amount approved by the Board and total amount spent towards the CSR activities in the years indicated:

Details of CSR Expenditure	Fiscal 2025	Fiscal 2024	Fiscal 2023
Gross amount required to be spent during the year	19.23	13.45	8.17
Amount spent during the year			
(i) Construction / acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	19.26	13.52	8.03
Amount to be spent in remaining period	-	-	-
Shortfall at the end of the year	-	-	0.14
Total of previous years shortfall	-	-	0.14

While we had taken all the necessary steps to spend requisite amount for CSR activities, however our Company spent only ₹ 8.03 million during Fiscal 2023 and unspent amount of ₹ 0.14 million were transferred to a specific fund as specified under Schedule VII of the Companies Act. Furthermore, out of ₹ 19.26 million spent during Fiscal 2025, ₹ 17.45 million was contributed to our related party R S Brothers Group CSR Foundation.

52. ***This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

We have used the report titled "*Apparel Market in India and South India*" dated August 12, 2025 by Technopak appointed on November 21, 2024 ("**Technopak Report**"), for purposes of inclusion of such information in this Draft Red Herring Prospectus, and exclusively commissioned by our Company for purposes of inclusion of such information in the Offer documents at an agreed fees to be paid by our Company. The Technopak Report is available on the website of our Company at *https://rsbretail.com/investor-relations/shareholders-information/industry-report/*. Our Company,

our Promoters, our Directors, Key Managerial Personnel, Senior Management and Selling Shareholders are not related to Technopak as a consequence of this engagement.

The Technopak Report is a paid report and is subject to various limitations and based upon certain estimates, projections, forecasts and assumptions that are subjective in nature and may prove to be incorrect. 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 and may include numbers relating to our Company and peer group companies that differ from those we or such peer group companies record internally. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. There are no parts, data or information (which may be relevant for the Offer), that have been left out or changed in any manner. Accordingly, investors should read the industry-related disclosure in this Draft Red Herring Prospectus in this context.

53. ***We have in this Draft Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("Non-GAAP") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain Non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as EBITDA, EBITDA Margin, Gross Profit, Debt to Equity ratio and Net Worth have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry in which we operate, many of which provide such Non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus.

These Non-GAAP financial measures and such other industry related 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 industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Other Financial Information – Reconciliation of Non-GAAP Measures*" on page 324.

54. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar and may consider them material to their assessment of our financial condition.***

Our Restated Financial Information for Fiscals 2025, 2024 and 2023, have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP, and other accounting principles with which prospective investors may be familiar with in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

55. ***The Offer Price, market capitalization to revenue multiple and enterprise-value-to-EBITDA ratio based on the Offer Price of our Company, may not be indicative of the market price of our Company on listing or thereafter.***

Our revenue from operations and EBITDA for Fiscal 2025 was ₹ 26,939.44 million and ₹ 3,738.26 million, respectively, and our market capitalization to revenue from operations (Fiscal 2025) multiple is [●] times and our enterprise-value-to-EBITDA ratio (based on Fiscal 2025 profit for the year) is [●]* at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for Offer Price – Qualitative Factors*" on page 119 and the Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter.

** To be updated at Prospectus*

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. 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, 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.

EXTERNAL RISKS

56. ***Natural disasters, fires, epidemics, pandemics, acts of war, civil unrest and other events could materially and adversely affect our business.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our technological infrastructure and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

During Fiscal 2025, there was a fire accident which occurred at one of our stores on January 25, 2025, causing damage to certain assets. For further information, see " – *We procure insurance policies from third-party insurers to insure critical aspects of our business operations. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*" on page 55.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Demand for our offerings may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

57. ***Changing laws, rules and regulations in India 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 is subject to change. The Government of India ("**GoI**") may implement new laws or other regulations and policies that could affect hyperlocal commerce in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Furthermore, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

Further, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations, were to take effect from April 1, 2021 (collectively, the "**Labour Codes**") which consolidate, subsume and replace numerous existing central labour legislations. The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, business and operations which may restrict our ability to grow our business in the future and increase our expenses which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as

may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund. Further, the parliament passed the Digital Personal Data Protection Act, 2023, which once notified, will replace the existing data protection provision, and provides for the processing of digital personal data in a manner that recognises both the rights of individuals to protect their personal data and the need to process personal data for lawful purposes and matters incidental thereto. The Ministry of Electronics and Information Technology, GoI ("**MeitY**") published the draft Digital Personal Data Protection Rules, 2025, on January 3, 2025 ("**Draft DPDP Rules**"), inviting feedback/ comments from stakeholders. The Draft DPDP Rules pertain to operational aspects of the personal data protection framework, including manner of consent notice, form and manner of intimation of data breach, manner of obtaining verifiable consent, obligations of significant data fiduciaries, obligations of consent manager and establishment of a 'Data Protection Board'. As the operational rules continue to be in the consultation stage, there is no clarity on the final framework that may be notified in this respect.

In addition, the Government of India has introduced The Bharatiya Nyaya (Second) Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bharatiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively.

Unfavourable changes in the applicability, implementation, or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements under any laws applicable to us, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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 business in the future. Additionally, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings or are required to bear any costs to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

58. ***Any adverse application or interpretation of competition laws could adversely affect our business and cash flows.***

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 ("**AAEC**") in certain markets 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 AAEC is deemed void and attracts substantial penalties.

Further, 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 Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC 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 India if such agreement, conduct or combination has an AAEC in India. The effects of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

The GoI has also passed the Competition (Amendment) Act, 2023, which has proposed several amendments to the Competition Act, such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information.

If we pursue acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that

may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

59. ***Investors may have difficulty enforcing foreign judgments in India against us or our management.***

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors, Key Managerial Personnel and Senior Management are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The United Kingdom, Singapore, United Arab Emirates, and Hong Kong have been declared by the GoI to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 44A of the Civil Code provides that where a foreign judgement has been rendered by a superior court, within the meaning of such section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgement had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. A judgement of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgement under Section 13 of the Civil Code, and not by proceedings in execution. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Code, such presumption may be displaced by proving that the court did not have jurisdiction. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties.

Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. A final judgement 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 judgement 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. Any such suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

However, the party in whose favour such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgement. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action were brought in India. Moreover, it is unlikely that an Indian court will award damages to the extent awarded in a final judgement rendered outside India if it believes that the number of damages awarded were excessive or inconsistent with public policy or Indian law. In addition, any person seeking to enforce a foreign judgement in India is required to obtain the prior approval of the RBI under the FEMA to execute such a judgement or to repatriate any amount recovered.

60. ***Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.***

India's sovereign rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

61. ***Political changes could adversely affect economic conditions in India.***

We are incorporated in India and derive all of our revenue from operations in India and all of our assets, directors, KMPs and SMPs are located in India. Our business depends on a number of general macroeconomic and demographic factors in India which are beyond our control. In particular, our revenue and profitability are strongly correlated to user discretionary spending, which is influenced by general economic conditions, unemployment levels, the availability of discretionary income and consumer confidence. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, increased food and grocery prices, increased energy prices, rising interest rates or other industry-wide cost pressures could also affect consumer behaviour and spending for dining, events, premium products or occasions and lead to a decline in our sales and earnings.

Factors that may adversely affect the Indian economy and hence our results of operations and cash flows, may include the macroeconomic climate, including any increase in Indian interest rates or inflation; exchange rate fluctuations; scarcity of credit or other financing in India; prevailing income conditions among Indian consumers and Indian companies; epidemics, pandemics or any other public health crisis in India or in countries in the region or globally;

volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies; political instability, terrorism or military conflict in India or in countries in the region or globally; occurrence of natural or man-made disasters; other significant regulatory or economic developments in or affecting India or its consumption sector; 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; downgrading of India's sovereign debt rating by rating agencies; changes in political environment on account of upcoming elections; difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and 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. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of our Equity Shares.

62. ***Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to various factors. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

63. ***If inflation rises in India, increased costs may impact our ability to maintain or achieve profitability.***

India has experienced high inflation relative to developed countries in the recent past. Increasing inflation in India could cause a rise in the costs of rent, wages, raw materials and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Our Company has no control over fluctuations in the price and availability of products, packaging materials or variations in products caused by these factors, any of which could impact the prices imposed by its suppliers, making the cost of raw materials or packaging materials more expensive for our suppliers and increase the prices of our products for customers. Any such increases may reduce demand and affect our overall financial performance.

64. ***The determination of the Price Band is based on several factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 119 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band. For further details, see "*Basis for Offer Price*" on page 119.

Furthermore, there can be no assurance that our key performance indicators ("**KPIs**") shall become higher than our listed comparable industry peers in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of the Equity Shares. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus.

The disposal of Equity Shares by our Promoters or any of our Company's other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable

to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Furthermore, we cannot assure you that the disposal of the Equity Shares in the future, if any, by our Promoters or other major shareholders will not be at a price higher than the Offer Price.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)*" on page 370. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

65. ***Subsequent to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure and Graded Surveillance Measures by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net-worth, other measures such as price-to-earnings multiple and market capitalisation.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

66. ***Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

67. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid on the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on recognised stock exchange. Any capital gain exceeding ₹125,000, realised on the sale of Equity Shares on a recognised 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 rate of 12.5% (plus applicable surcharge and cess). This beneficial rate is, among others, subject to payment of STT. Further, any gain realised on the sale of Equity Shares held for more than 12 months, which are sold using any platform other than a recognised stock exchange and on which no STT has

been paid, will be subject to long term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess).

Further, any capital gains realised on the sale of 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. Such gains will be subject to tax at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

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 read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. 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 realised upon the sale of the Equity Shares.

The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. We 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. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

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

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

69. ***Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.***

Prior to this Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after this Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Furthermore, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all. 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 and volatility in the Stock Exchanges and securities markets elsewhere in the world.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- activities of competitors and suppliers;

- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

Furthermore, the stock market often experiences price and volume fluctuations that are unrelated nor disproportionate to the operating performance of a particular company. Recent stock run-ups, divergences in valuation ratios relative to those seen during traditional markets, high-short interest or short squeezes, and strong and a typical retail investor interest in the markets may also affect the demand for and price of our Equity Shares that are not directly correlated to our operating performance. On some occasions, our stock price may be, or may be purported to be, subject to "short squeeze" activity. A "short squeeze" is a technical market condition that occurs when the price of the stock increases substantially, forcing market participants who have taken a position that its price would fall (i.e. who had sold the stock "short"), to buy it, which in turn may create significant, short-term demand for the stock not for fundamental reasons, but rather due to the need for such market participants to acquire the stock in order to forestall the risk of even greater losses. A "short squeeze" condition in the market for a stock can lead to short-term conditions involving very high volatility and trading that may or may not track fundamental valuation models. As a result of these fluctuations, our Equity Shares may trade at prices significantly below the Offer Price. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

70. ***Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

71. ***Any future issuance of Equity Shares or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales 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 our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares**.**

72. ***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.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the

pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, 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. 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.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 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 of India. 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 with or without any particular terms or conditions or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 406.

73. ***Our ability to raise foreign capital 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 financing 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 foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

74. ***Qualified Institutional Buyers 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, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers ("**QIBs**") and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and 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. Retail Individual Investors can revise their Bids during the Bid/Offer Period and/or withdraw their Bids until the Bid/Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

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

Under the Companies Act, 2013 a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their 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 the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

76. ***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. Under the SEBI 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 this 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 SEBI Takeover Regulations.

77. ***If our Company does not receive the minimum subscription of 90% of the Fresh Issue, the Offer may fail.***

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 60 days from the date of the 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 SEBI ICDR Master Circular. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

SECTION III : INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares of face value of ₹2 each[(1)(2)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
of which:	
(i) Fresh Issue[(1)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹5,000.00 million
(ii) Offer for Sale[(2)]	Up to 29,878,946 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
The Offer comprises of	
Employee Reservation Portion [(3)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
Accordingly	
Net Offer	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
The Net Offer consists of:	
A) QIB Portion[(4)(5)]	Not more than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
of which:	
Anchor Investor Portion[(5)]	Up to [●] Equity Shares of face value of ₹2 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹2 each
of which:	
Mutual Fund Portion (5% of the Net QIB Portion)[(5)]	[●] Equity Shares of face value of ₹2 each
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹2 each
B) Non-Institutional Portion[(6)(7)]	Not less than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of face value of ₹2 each
Two-thirds of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value of ₹2 each
C) Retail Portion[(6)]	Not less than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	283,850,000 Equity Shares of face value of ₹2 each
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of proceeds of the Offer	See "*Objects of the Offer*" on page 105 for details regarding the use of Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on August 4, 2025 and our Shareholders have authorized Fresh Issue pursuant to a special resolution passed at their meeting held on August 5, 2025.*

(2) *Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated August 13, 2025. Each of the Selling Shareholders, severally and not jointly, confirms that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders has, severally and not jointly, approved its respective portion in the Offer for Sale as set out below:*

Name of the Selling Shareholder	***Aggregate proceeds from Offer for Sale***	***Maximum number of Offered Shares***	***Date of consent letter***
Promoter Selling Shareholders			
Potti Venkateswarlu	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Seerna Rajamouli	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Tiruveedhula Prasada Rao	*Up to ₹[●] million*	*Up to 2,390,316 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Venkata Sai Abhinay	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Seerna Suresh	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Tiruveedhula Rakesh	*Up to ₹[●] million*	*Up to 1,792,737 Equity Shares of face value of ₹2 each*	August 13, 2025
Tiruveedhula Keshav Gupta	*Up to ₹[●] million*	*Up to 1,792,737 Equity Shares of face value of ₹2 each*	August 13, 2025
Promoter Group Selling Shareholders			
Potti Venkata Sujatha	*Up to ₹[●] million*	*Up to 597,579 Equity Shares of face value of ₹2 each*	August 13, 2025
Maturu Venkata Lakshmi Sindhu	*Up to ₹[●] million*	*Up to 1,493,947 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Venkata Lakshmi Spandana	*Up to ₹[●] million*	*Up to 1,493,947 Equity Shares of face value of ₹2 each*	August 13, 2025
Seerna Suvarna	*Up to ₹[●] million*	*Up to 811,000 Equity Shares of face value of ₹2 each*	August 13, 2025
Gourishetty Lalitha	*Up to ₹[●] million*	*Up to 2,774,473 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Malathi Lakshmi Kumari	*Up to ₹[●] million*	*Up to 5,975,790 Equity Shares of face value of ₹2 each*	August 13, 2025

(3) *The Employee Reservation Portion shall not exceed 5.00% of our post-Offer paid-up Equity Share capital. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. For further details, see "Offer Structure" on page 383. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits.*

(4) *Subject to valid bids being received at or above the Offer Price, 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 of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws.*

(5) *Our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 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 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. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the 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 387. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.*

(6) *Allocation to Bidders in all categories except the Anchor Investor Portion, the Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each RIB 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. For further details, see "Offer Procedure" on page 387.*

(7) *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, 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 Non-Institutional 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.*

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" and "*Offer Structure*" on pages 387 and 383, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 376.

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023. The summary of financial information presented below should be read in conjunction with the "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 252 and 329, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3,554.39	2,575.28	1,710.22
(b) Capital work-in- progress	126.36	81.49	93.71
(c) Right-of-use assets	6,668.30	4,056.69	3,351.63
(d) Investment property	525.79	525.79	525.79
(e) Intangible assets	23.16	21.43	14.31
(f) Financial assets			
(i) Other financial assets	978.72	709.42	516.89
(g) Other non current assets	1,175.45	436.92	423.65
(h) Deferred tax assets (net)	489.64	374.22	289.18
Total Non-Current Assets	**13,541.81**	**8,781.24**	**6,925.38**
Current assets			
(a) Inventories	5,718.08	5,147.15	4,443.54
(b) Financial assets			
(i) Trade receivables	39.38	244.87	285.19
(ii) Cash and cash equivalents	248.78	456.23	162.28
(iii) Bank balances other than (ii) above	114.19	374.23	-
(iv) Other financial assets	258.16	222.31	167.68
(c) Other current assets	312.93	150.65	83.77
Total Current Assets	**6,691.52**	**6,595.44**	**5,142.46**
Total assets	**20,233.33**	**15,376.68**	**12,067.84**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	567.70	81.10	81.10
(b) Other equity	4,001.23	3,435.97	2,811.52
Total Equity	**4,568.93**	**3,517.07**	**2,892.62**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	1,637.18	1,116.35	315.51
(ii) Lease liabilities	6,918.00	4,124.41	3,355.86
(iii) Other financial liabilities	11.79	13.87	8.53
(b) Other non-current liabilities	4.22	3.49	4.25
(c) Provisions	224.76	187.88	146.79
Total Non-Current Liabilities	**8,795.95**	**5,446.00**	**3,830.94**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	1,713.14	1,440.94	950.85
(ii) Lease liabilities	459.94	494.74	375.41
(iii) Trade payables			
- total outstanding dues of micro and small enterprises;	625.95	1,789.81	2,157.21
- total outstanding dues of creditors other than micro and small enterprises	3,076.14	2,051.08	1,412.09
(iv) Other financial liabilities	520.73	410.57	305.05
(b) Other current liabilities	269.57	162.29	83.77
(c) Provisions	19.65	16.77	24.28
(d) Current tax liabilities (Net)	183.33	47.41	35.62
Total Current Liabilities	**6,868.45**	**6,413.61**	**5,344.28**
Total Equity and Liabilities	**20,233.33**	**15,376.68**	**12,067.84**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹ million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	26,939.44	24,579.91	21,267.19
Other income	243.91	211.27	189.25
Total income	**27,183.35**	**24,791.18**	**21,456.44**
Expenses			
Purchases of stock in trade	17,474.63	16,572.20	15,524.09
Changes in inventories of stock-in-trade	(661.59)	(703.61)	(1,180.04)
Employee benefits expense	3,357.83	2,804.24	2,191.92
Finance costs	938.03	693.90	536.85
Depreciation and amortization expenses	1,445.73	1,179.62	927.03
Other expenses	3,030.31	3,246.00	2,538.28
Total expenses	**25,584.94**	**23,792.35**	**20,538.13**
Profit before exceptional items and tax	**1,598.41**	**998.83**	**918.31**
Exceptional items – loss due to fire	(93.49)	-	-
Profit after exceptional items and before tax	**1,504.92**	**998.83**	**918.31**
Tax expenses			
Current tax	507.57	355.18	326.68
Deferred tax	(117.99)	(87.61)	(86.95)
Tax pertaining to earlier years	71.13	114.52	0.37
Total tax expenses	**460.71**	**382.09**	**240.10**
Profit for the year	**1,044.21**	**616.74**	**678.21**
Other Comprehensive Income/ (loss)			
(i) Items that will not be reclassified subsequently to profit or loss			
- Re-measurement gains/(losses) on defined benefit plans	10.22	10.21	(2.39)
- Income tax effect on the above	(2.57)	(2.57)	0.60
(ii) Items that will be reclassified subsequently to profit or loss	-	-	-
Total other comprehensive income/ (loss)	7.65	**7.64**	**(1.79)**
Total comprehensive income for the year	**1,051.86**	**624.38**	**676.42**
Earnings per equity share (Face value of share ₹2 each)			
Basic (₹)	3.68	2.17	2.39
Diluted (₹)	3.68	2.17	2.39

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS

(Amount in ₹ million)

Particulars	For the year ended March 31, 20245	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flows from operating activities			
Profit after exceptional items and before tax	1,504.92	998.83	918.31
Adjustments:			
Depreciation and amortization expenses	1,445.73	1,179.62	927.03
(Gain) / loss on sale of Property, Plant and Equipment	-	-	(56.67)
Finance costs	938.03	693.90	536.85
Gain on derecognition of Right-of-use assets	(61.47)	(43.41)	(30.91)
Interest income of finance lease receivable	(34.60)	(31.00)	(28.36)
Loyalty Rewards written off	-	(0.07)	-
Interest income	(46.39)	(35.02)	(19.88)
Loss on derecognition of ROU	5.42	-	-
Remeasurement of Lease Receivable	(42.16)	(48.52)	-
Gain on remeasurement of term loans	(0.29)	-	-
Loss on sale of fixed assets	2.61	-	-
Exceptional items	93.49	-	-
Operating profit before working capital changes	**3,805.29**	**2,714.33**	**2,246.37**
Changes in working capital:			
Decrease/(Increase) in inventories	(661.59)	(703.61)	(1,180.04)
Decrease/(Increase) in trade receivables	205.49	40.32	(55.49)
Decrease/(Increase) in Other current assets	(162.28)	(66.88)	32.97
Decrease/(Increase) in Other non-current assets	(738.53)	(13.27)	(360.38)
Decrease/(Increase) in Other current financial assets	5.44	(10.78)	5.44
Decrease/(Increase) in Other non-current financial assets	(196.80)	(130.98)	(96.02)
Increase/(Decrease) in trade payables	(139.79)	271.59	1,232.80
Increase/(Decrease) in provisions	49.98	43.79	30.73
Increase/(Decrease) in Other financial liabilities	108.08	110.86	8.01
Increase/(Decrease) in Other current liabilities	108.01	77.89	34.69
Cash flows generated from operating activities	**2,383.30**	**2,333.26**	**1,899.08**
Income-taxes paid	(442.78)	(457.91)	(372.14)
Net cash flows generated from operating activities	**1,940.52**	**1,875.35**	**1,526.94**
Cash flows from investing activities			
Purchase of Property, Plant and Equipment and Intangible Assets	(1,809.30)	(1,406.82)	(806.12)
Proceeds from sale of Property, Plant and Equipment	41.15	-	352.30
Loans granted to related and other parties	(30.11)	(32.99)	-
Loan amount recovered from related and other parties	-	-	9.17
Movement in other bank balances	131.38	(435.49)	4.99
Interest received	21.79	14.39	3.51
Rental income received from sub-leases	136.00	121.01	92.19
Net cash flows used in investing activities	**(1,509.09)**	**(1,739.90)**	**(343.96)**
Cash flows from financing activities			
Proceeds from non-current borrowings	1,356.51	1,183.92	150.15
Repayment of non-current borrowings	(665.51)	(238.95)	(300.57)
Proceeds from/(repayment) of short-term borrowings	105.54	355.47	(156.79)
Repayment of lease liabilities	(1,052.66)	(848.00)	(686.24)
Interest paid	(382.76)	(293.94)	(212.63)
Net cash flows (used in)/ from financing activities	**(638.88)**	**158.50**	**(1,206.08)**
Net change in cash and cash equivalents	**(207.45)**	**293.95**	**(23.10)**
Cash and cash equivalents at the beginning of the year	456.23	162.28	185.38
Cash and cash equivalents at the end of the year	**248.78**	**456.23**	**162.28**
Cash and cash equivalents includes:			
Cash on hand	88.08	110.40	29.84
Balances with banks in current accounts	32.25	231.69	115.42
Credit card receivables	128.45	114.14	17.02
	248.78	**456.23**	**162.28**

GENERAL INFORMATION

Corporate Identity Number: U47510TG2008PLC058454

Company Registration Number: 058454

Registered and Corporate Office

RSB Retail India Limited
(formerly known as R S Brothers Retail India Limited)
Door No:7-2-1740, Opposite to Fire Station Office
Main Road, Sanath Nagar, Rangareddi district
Hyderabad 500 018
Telangana, India

For further details of our incorporation and changes to the name and Registered and Corporate Office of our Company, see "*History and Certain Corporate Matters*" on page 211.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Telangana at Hyderabad which is situated at:

2nd Floor, Corporate Bhawan
GSI Post, Tattiannaram Nagole
Bandlaguda, Hyderabad-500 068
Telangana, India

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus shall be filed electronically on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular. It will also be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus and Prospectus, respectively, will be filed with the RoC in accordance with section 32 read with section 26 of the Companies Act, along with the material contracts and documents referred to therein, respectively, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

PDF copies of the DRHP, along with the attachment of the PDF of the payment confirmation slip shall be filed under SEBI ICDR Regulations, 2018, and any other exemption requests, if any and similar applications under SEBI ICDR Regulations, 2018 shall be sent to the email address: cfddil@sebi.gov.in.

Board of Directors

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	DIN	Address
Potti Venkateswarlu	Chairperson and Whole-time Director	01430443	Plot No. 832, Road No. 41, Jubilee hills, Hyderabad - 500 033, Telangana
Seerna Rajamouli	Managing Director	01980976	8-2-293/82/a/307, P.No 307, Road No. 25, Jubilee Hills, Shaikpet, Hyderabad - 500 033, Telangana
Tiruveedhula Prasada Rao	Whole-time Director	01430663	H. No - 8-2-293/82/A/281, Plot No. 281, Padmavathi nilayam, Road No. 10 C, Near diamond house, Jubilee Hills, Shaikpet, Hyderabad - 500 033, Telangana
Poonam Malakondaiah	Non-executive Independent Director	07488397	H. No. 156, Road No. 72, Near Andhra Jyoti Office, Prashasan Nagar, Shaikpet, PO: Jubilee Hills, Hyderabad - 500 033, Telangana

Name	Designation	DIN	Address
Jagadeeshwar Munigela	Non-executive Independent Director	03407188	Plot no 11 and 12, Amar Society, Opposite SBI Kavuri Hills, Branch, Guttala Begumpet, Madhapur, Shaikpet, Jubilee Hills, Hyderabad - 500 033, Telangana
Salil Nair	Non-executive Independent Director	01955091	Apt. No. 1501, 15th floor, Quiescent Heights, Chincholi, Off Link Road, Mindspace, Mumbai - 400 064, Maharashtra
Thouta Srinivas	Non-executive Independent Director	06666974	Plot no- 326, Vasavi Colony, Road No 11/4, Near Water Tank, Ashtalakshmi Temple, Ramakrishnapuram, Kothapet, Saroornagar, K. V. Rangareddy - 500 035, Telangana

For further details of our Board, see "*Our Management*" on page 221.

Company Secretary and Compliance officer of our Company

T S Maharani is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below:

T S Maharani
Door No:7-2-1740, Opposite to Fire Station Office
Main Road, Sanath Nagar, Rangareddi district, Hyderabad 500 018
Telangana, India
Tel: 040 6742 9915
E-mail: cs@rsbretail.com

Statutory Auditor

Laxminiwas & Co
6-3-569, 4th Floor, Above BMW Show Room
Opp. RTA Office, Khairtabad, Hyderabad 500 082
Telangana, India
Peer Review: 017289
Firm Registration Number: 011168S
Tel: 040 2324 0900
E-mail: lnco@lncofirm.in

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

Particulars	Date of change	Reasons for change
M/s. RCV & Co, Chartered Accountants **Address:** Zoom House, 4th Floor, 8-2-681/A/1/A, Road No 12, Banjara Hills, Hyderabad – 500 034, Telangana, India. **Email:** rcvcoauditors@gmail.com **Peer Review Number:** 014407 **Firm Reg. Number:** 017180S	September 30, 2024	Expiry of tenure
Laxminiwas & Co **Address:** 6-3-569, 4th Floor, Above BMW Show Room, Opp. RTA Office, Khairtabad, Hyderabad 500 082, Telangana, India **E-mail**: lnco@lncofirm.in **Peer Review Number:** 017289 **Firm Registration Number**: 011168S	September 30, 2024	Appointment as statutory auditors of our Company

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi
Mumbai 400 025
Maharashtra, India
Tel: +91 22 7193 4380
E-mail: rsbril.ipo@motilaloswal.com
Website: www.motilaloswalgroup.com
Investor Grievance ID: moiaplredressal@motilaloswal.com
Contact Person: Sankita Ajinkya/ Kunal Thakkar
SEBI Registration Number: INM000011005

HDFC Bank Limited
Investment Banking Group
Unit no. 701, 702 and 702-A
7th floor, Tower 2 and 3, One International Centre, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013
Maharashtra, India
Tel: +91 22 3395 8233
Email: rsbril.ipo@hdfcbank.com
Website: www.hdfcbank.com
Investor Grievance ID: investor.redressal@hdfcbank.com
Contact Person: Bharti Ranga / Souradeep Ghosh
SEBI Registration Number: INM000011252

IIFL Capital Services Limited
(*formerly known as IIFL Securities Limited*)
24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (W)
Mumbai 400 013, Maharashtra, India
Telephone: +91 22 4646 4728
Email: rsbrothers.ipo@iiflcap.com
Website: www.iiflcap.com
Investor grievance ID: ig.ib@iiflcap.com
Contact person: Yogesh Malpani / Pawan Jain
SEBI Registration No.: INM000010940

Legal Advisor to the Company

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road
Bengaluru 560 025
Karnataka, India
Tel: +91 80 6792 2000

Registrar to the Offer

KFin Technologies Limited
Selenium Tower-B, Plot 31 & 32, Gachibowli
Financial District, Nanakramguda, Serilingampally
Hyderabad – 500 032, Telangana
Tel: +91 40 6716 2222
E-mail: rsb.ipo@kfintech.com
Website: www.kfintech.com
Investor grievance ID: einward.ris@kfintech.com
Contact person: M Murali Krishna
SEBI Registration No.: INR000000221

Bankers to the Offer

Escrow Collection Bank(s), Refund Bank(s) and Public Offer Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to our Company

State Bank of India
Address: Commercial Branch, Hyderabad (04168) LHO premises, Bank Street, Koti
Hyderabad – 500 095, Telangana
Tel: 040-24757780
E-mail: rm1.cbh@sbi.co.in
Contact Person: B. Raveendra
Website: www.sbi.co.in

HDFC Bank Limited
Address: M.No: 6-3-246 & 6-3-244/A, 6th Floor Roxana Palladium, Bank House, Banjara Hills
Road No.1, beside Virinchi Hospital
Hyderabad – 500 034, Telangana
Tel: 040-67921474
E-mail: Arjun.gullapalli@hdfcbank.com
Contact Person: Arjun G.
Website: www.hdfcbank.com

ICICI Bank Limited
Address: ICICI Bank Towers, Financial District Nanakramguda, Hyderabad – 500 032
Telangana
Tel: 9566262764
E-mail: saianumakonda@icicibank.com
Contact Person: Sai Teja Anumakonda
Website: www.icicibank.com

Canara Bank Limited
Address: D No. 5-2-69/3, Kandala Plaza, Near Arya Samaj building, Bible House, R P Road, Secunderabad Telangana – 500 003
Tel: 040 - 23438609
E-mail: cb4929@canarabank.com
Contact Person: B H Surya Prakash
Website: www.canarabank.com

Syndicate Members

[●]

Designated Intermediaries

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

The list of SCSBs notified by SEBI for the ASBA process is available at http://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 UPI Bidders), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

In accordance with SEBI ICDR Master Circular and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB(s) 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at https://www.bseindia.com/Static/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 at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the respective Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Offer

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

Our Company has received written consent dated August 14, 2025 from Laxminiwas & Co, Chartered Accountants, having firm registration number 011168S to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report, dated August 13, 2025 on our Restated Financial Information; and (ii) their report dated August 14, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus.

Our Company has received written consent dated August 14, 2025 from Saran Associates Atelier Private Limited, independent architect firm, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent architect firm.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Inter-se allocation of responsibilities among the Book Running Lead Managers to the Offer

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

S. No.	Activity	Responsibility	Coordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy, allocation between primary and secondary, etc.and Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, abridged prospectus, and application form. The BRLMs shall Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing.	BRLMs	Motilal Oswal
2.	Drafting and approval of all statutory advertisements and preparation of Audiovisual (AV) presentation	BRLMs	Motilal Oswal
3.	Drafting and approval all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising and brochures and filing of media compliance report with SEBI	BRLMs	HDFC
4.	Appointment of Registrar, Printer and Advertisement agency (including coordination of agreements)	BRLMs	HDFC
5.	Appointment of all other intermediaries including Banker (s) to the Offer, Syndicate, Share Escrow Agent, Monitoring Agency, etc. (including coordination of all agreements)	BRLMs	IIFL
6.	• Preparation of road show presentation	BRLMs	HDFC
7.	• FAQs for the road show team	BRLMs	HDFC
8.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	BRLMs	Motilal Oswal
9.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Finalising the list and division of domestic investors for one-to one meetings • Finalising domestic road show and investor meeting schedules	BRLMs	IIFL
10.	• Conduct non-institutional and retail marketing of the Offer, which will cover, inter-alia: o Finalising media, marketing, public relations strategy and publicity budget o Finalising collection centres o Finalising commission structure and co-ordinate with RTA for commission payouts o Finalising centers for holding conferences for brokers etc. o Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	BRLMs	HDFC
11.	Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading and anchor coordination, anchor CAN and initiation of anchor allocation	BRLMs	HDFC
12.	Managing the book and finalization of pricing in consultation with Company	BRLMs	Motilal Oswal
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, 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 under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.	BRLMs	IIFL

IPO Grading

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

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of the SEBI ICDR Regulations and for monitoring the utilisation of the Gross Proceeds from the Fresh Issue. The relevant details shall be included in the Red Herring Prospectus. For details in relation to proposed utilization of Net Proceeds, see "*Objects of the Offer*" on page 105.

Appraising Entity

None of the objects for which the Net Proceeds are proposed to be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of equity shares, there is no credit rating required for the Offer.

Debenture Trustees

As this is an Offer of equity shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Illustration of the Book Building Process

Book building in the context of the Offer refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid Cum Application Forms (and the Revision Forms) within the Price Band and the minimum Bid Lot, which will be decided by our Company, in consultation with the Book Running Lead Managers, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper, [●] edition of [●], a Telugu daily newspaper (Telugu being the regional language of Telangana, 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 purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/ Offer Closing Date. For further details, see "*Offer Procedure*" on page 387.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective ASBA accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs and Eligible Employees bidding in Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, allocation in the Offer will be on a proportionate basis, subject to valid Bids being received at or above the Offer Price. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as may be introduced under applicable laws.

Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Offer, by submitting their Bid in 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 Bidders are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

The Bidders should note that the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment as per the prescribed timelines in compliance with the SEBI ICDR Regulations.

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 376, 383 and 387, respectively.

Underwriting Agreement

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, on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus with the RoC, as applicable, in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. Specific details below have been intentionally left blank and will be filled in before filing of the Prospectus with the RoC and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus, as applicable with the RoC, as applicable)

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

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

The aforementioned underwriting commitments are indicative and will be finalised after the Offer Price is determined and allocation of Equity Shares in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are registered with SEBI under section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board of Directors/ IPO Committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders respectively procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations (including any defaults in payment for which the respective Underwriter is required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount) and the Bids to be underwritten in the Offer by each Book Running Lead Manager shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

Details of the share capital of our Company, as at the date of this Draft Red Herring Prospectus, are as set forth below:

(in ₹, except share data)

	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL**[(1)]		
	Equity shares comprising:		
	750,000,000 Equity Shares of face value of ₹ 2 each	1,500,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	283,850,000 Equity Shares of face value of ₹ 2 each	567,700,000	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [(2)(3)]	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹5,000.00 million[(2)]	[●]	[●]
	Offer for Sale of up to 29,878,946 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million [(3)]	[●]	[●]
	which includes		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million [(4)]	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹2 each	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹ 2 each	[●]	[●]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (as on date of this Draft Red Herring Prospectus)		Nil
	After the Offer*		[●]

* *To be updated upon finalisation of the Offer Price, and subject to finalisation of Basis of Allotment.*

(1) *For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 212.*

(2) *The Offer has been authorised by our Board pursuant to the resolution passed at its meeting held on August 4, 2025 and our Board and Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meetings held on August 4, 2025 and August 5, 2025, respectively. Further, our Board pursuant to its resolution dated August 13, 2025 has taken on record the approval for the Offer for Sale by each of the Selling Shareholders.*

(3) *Each of the Selling Shareholders, severally and not jointly, have confirmed their participation in the Offer for Sale. The Equity Shares being offered by each of the Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorizations and consents of each of the Selling Shareholders in relation to their respective Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures – Authorisation by the Selling Shareholders" on pages 73 and 363, respectively.*

(4) *The Employee Reservation Portion shall not exceed 5% of the post-Issue paid up Equity Share capital. Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000(net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Our Company in consultation with the Book Running Lead Managers, may offer a discount of ₹[●] per Equity Share to Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date.*

Notes to the Capital Structure

1. Share capital history of our Company

(a) Equity share capital

The history of the equity share capital of our Company is set forth below:

Date of allotment of equity shares	Nature of allotment	Nature of consideration	Number of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Name of allottees/ shareholders	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
March 11, 2008*	Initial subscription to Memorandum of Association	Cash	10,000	10	10	Allotment of 3,000 equity shares to Potti Venkateswarlu, 3,000 equity shares to Seerna Rajamouli, 2,000 equity shares to Potti Satyanarayana, 2,000 equity shares to Tiruveedhula Prasada Rao.	10,000	100,000
May 1, 2008	Allotment in lieu of the transfer deed dated May 1, 2008 pursuant to which the business of R-9000 Textiles & Garments was transferred to the Company.	Other than cash#	8,100,000	10	NA	Allotment of 2,430,000 equity shares to Potti Venkateswarlu, 2,430,000 equity shares to Seerna Rajamouli, 1,620,000 equity shares to Potti Satyanarayana and 1,620,000 equity shares to Tiruveedhula Prasada Rao.	8,110,000	81,100,000
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from ₹81,100,000 divided into 8,110,000 equity shares of face value of ₹10 each to ₹ 81,100,000 divided into 40,550,000 Equity Shares of face value of ₹2 each.								
March 4, 2025	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	NA	243,300,000	2	NA	Allotment of 21,897,000 Equity Shares to Potti Venkateswarlu, 21,897,000 Equity Shares to Seerna Rajamouli, 19,464,000 Equity Shares to Tiruveedhula Prasada Rao, 21,897,000 Equity Shares to Potti Venkata Sai Abhinay, 4,866,000 Equity Shares to Potti Venkata Sujatha, 12,165,000 Equity Shares to Maturu Venkata Lakshmi Sindhu, 12,165,000 Equity Shares to Potti Venkata Lakshmi Spandana, 21,897,000 Equity Shares to Seerna Suresh, 7,299,000 Equity Shares to Seerna Suvarna, 21,897,000 Equity Shares to Gourishetty Lalitha, 14,598,000 Equity Shares to Tiruveedhula Rakesh, 14,598,000 Equity Shares to Tiruveedhula Keshav Gupta, 19,464,000 Equity Shares to Potti Malathi Lakshmi Kumari, 14,598,000 Equity Shares to Potti Rachana Sree, 14,598,000 Equity Shares to Potti Venkata Lakshmi Greeshma	283,850,000	567,700,000

* *The certificate of incorporation of the Company is dated March 31, 2008, however, the allottees for this allotment subscribed to equity shares on March 11, 2008, as per our Memorandum of Association.*

\# *Pursuant to a transfer deed dated May 1, 2008, entered into between of R-9000 Textiles & Garments and our Company, our Company acquired the business of R-9000 Textiles & Garments, a partnership firm represented by Potti Venkateswarlu and consequently allotted 8,100,000 equity shares to settle amounts due to Potti Venkateswarlu, Seerna Rajamouli, Late Potti Satyanarayana and Tiruveedhula Prasada Rao, the partners of R-9000 Textiles & Garments.*

(b) **Preference share capital**

As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference share capital.

2. Secondary transactions of securities

Except as disclosed below, there have been no secondary transactions of securities of our Company by our Promoters and members of the Promoter Group:

Date of transfer of equity shares	Number of equity shares transferred	Details of transferor	Details of transferee	Nature of transaction	Face value per equity share (in ₹)	Transfer price per equity share (in ₹)	Nature of consideration
Promoters							
Potti Venkateswarlu#							
September 25, 2023	729,900	Potti Venkateswarlu	Potti Venkata Sai Abhinay	Gift	10	Nil	NA
September 25, 2023	973,200	Potti Venkateswarlu	Potti Venkata Sujatha	Gift	10	Nil	NA
Seerna Rajamouli#							
November 23, 2015	811,000	Seerna Rajamouli	Gourishetty Lalitha	Gift	10	Nil	NA
September 25, 2023	729,900	Seerna Rajamouli	Seerna Suresh	Gift	10	Nil	NA
September 25, 2023	162,200	Seerna Rajamouli	Seerna Suvarna	Gift	10	Nil	NA
Tiruveedhula Prasada Rao#							
September 25, 2023	486,600	Tiruveedhula Prasada Rao	Tiruveedhula Rakesh	Gift	10	Nil	NA
September 25, 2023	486,600	Tiruveedhula Prasada Rao	Tiruveedhula Keshav Gupta	Gift	10	Nil	NA
Promoter Group							
Gourishetty Lalitha#							
September 23, 2024	81,100	Gourishetty Lalitha	Seerna Suvarna	Gift	10	Nil	NA
Potti Malathi Lakshmi Kumari#							
February 10, 2020**	1,622,000	Potti Satyanarayana	Potti Malathi Lakshmi Kumari	Gift	10	Nil	NA
September 23, 2024	486,600	Potti Malathi Lakshmi Kumari	Potti Venkata Lakshmi Greeshma	Gift	10	Nil	NA
September 23, 2024	486,600	Potti Malathi Lakshmi Kumari	Potti Rachana Sree	Gift	10	Nil	NA
Potti Venkata Sujatha #							
November 6, 2023	405,500	Potti Venkata Sujatha	Maturu Venkata Lakshmi Sindhu	Gift	10	Nil	NA
November 6, 2023	405,500	Potti Venkata Sujatha	Potti Venkata Lakshmi Spandana	Gift	10	Nil	NA

 # This individual is also a Selling Shareholder.
*** The relevant gift deed was executed on January 7, 2019.*

3. Equity shares issued under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013

Our Company has not allotted any equity shares pursuant to any scheme approved under sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013.

4. Specified securities issued for consideration other than cash or out of revaluation reserves

(i) As on the date of this Draft Red Herring Prospectus, our Company has not issued any specified securities out of revaluation reserves since its incorporation.

(ii) Except as stated below, our Company has not issued any specified securities for consideration other than cash as on the date of this Draft Red Herring Prospectus:

Date of allotment	No. of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Name of Allottees	Nature of consideration	Benefits accrued to our Company pursuant to the allotment
May 1, 2008	8,100,000	10	NA	Allotment in lieu of the transfer deed dated May 1, 2008 pursuant to which the business of R-9000 Textiles & Garments was transferred to the Company.	Allotment of 2,430,000 equity shares to Potti Venkateswarlu, 2,430,000 equity shares to Seerna Rajamouli, 1,620,000 equity shares to Potti Satyanarayana, 1,620,000 equity shares to Tiruveedhula Prasada Rao.	Other than cash	Pursuant to a transfer deed dated May 1, 2008, entered into between of R-9000 Textiles & Garments and our Company, our Company acquired the business of R-9000 Textiles & Garments, a partnership firm represented by Potti Venkateswarlu and consequently allotted 8,100,000 equity shares to settle amounts due to Potti Venkateswarlu, Seerna Rajamouli, Late Potti Satyanarayana and Tiruveedhula Prasada Rao, the partners of R-9000 Textiles & Garments.

(iii) Our Company has not issued any preference shares for consideration other than cash since its incorporation.

5. Equity Shares issued at a price lower than the Offer Price in the preceding one year

The Offer Price is [●]. Except as set forth below, our Company has not issued any Equity Shares of face value of ₹2 each during a period of one year preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the Offer Price.

Date of allotment of equity shares	No. of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Nature of consideration	Name(s) of Allottees	Whether Allottees form part of the Promoter Group
March 4, 2025	243,300,000	2	NA	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	NA	Allotment of 21,897,000 Equity Shares to Potti Venkateswarlu, 21,897,000 Equity Shares to Seerna Rajamouli, 19,464,000 Equity Shares to Tiruveedhula Prasada Rao, 21,897,000 Equity Shares to Potti Venkata Sai Abhinay, 4,866,000 Equity Shares to Potti Venkata Sujatha, 12,165,000 Equity Shares to Maturu Venkata Lakshmi Sindhu , 12,165,000 Equity Shares to Potti Venkata Lakshmi Spandana, 21,897,000 Equity Shares to Seerna Suresh, 7,299,000 Equity Shares to Seerna Suvarna, 21,897,000 Equity Shares to Gourishetty Lalitha, 14,598,000 Equity	Yes, Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Potti Venkata Sujatha, Maturu Venkata Lakshmi Sindhu, Potti Venkata Sujatha, Potti Venkata Lakshmi Spandana, Seerna Suvarna, Gourishetty Lalitha, Tiruveedhula Rakesh, Tiruveedhula Keshav Gupta, Potti Malathi Lakshmi Kumari, Rachna Sree Potti and Potti Venkata Lakshmi Greeshma are individuals forming part of our Promoter Group

Date of allotment of equity shares	No. of equity shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Nature of consideration	Name(s) of Allottees	Whether Allottees form part of the Promoter Group
						Shares to Tiruveedhula Rakesh, 14,598,000 Equity Shares to Tiruveedhula Keshav Gupta, 19,464,000 Equity Shares to Potti Malathi Lakshmi Kumari, 14,598,000 Equity Shares to Rachna Sree Potti, 14,598,000 Equity Shares to Potti Venkata Lakshmi Greeshma	

6. Details of Equity Shares held by Directors, Key Managerial Personnel and Senior Management

Set out below are details of the Equity Shares and the employee stock options, as applicable, held by the Directors, Key Managerial Personnel and Senior Management of our Company:

S. No.	Name	Number of Equity Shares of face value of ₹2 each	Number of employee stock options vested	Number of employee stock options not vested	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital# (%)
Directors						
1.	Potti Venkateswarlu*$	25,546,500	Nil	[●]	9.00	[●]
2.	Seerna Rajamouli*$	25,546,500	Nil	[●]	9.00	[●]
3.	Tiruveedhula Prasada Rao*$	22,708,000	Nil	[●]	8.00	[●]
Total (A)		**73,801,000**	**Nil**	**[●]**	**26.00**	**[●]**
Key Managerial Personnel						
1.	Potti Venkata Sai Abhinay*^	25,546,500	Nil	[●]	9.00	[●]
2.	Seerna Suresh*^	25,546,500	Nil	[●]	9.00	[●]
3.	Tiruveedhula Rakesh*^	17,031,000	Nil	[●]	6.00	[●]
4.	Tiruveedhula Keshav Gupta*^	17,031,000	Nil	[●]	6.00	[●]
5.	T S Maharani ^	-	Nil	[●]	-	[●]
6.	R Gowrisankar^	-	Nil	[●]	-	[●]
Total (B)		**85,155,000**	**Nil**	**[●]**	**30.00**	**[●]**
Total (A+B)		**158,956,000**	**Nil**	**[●]**	**56.00**	**[●]**

* *This individual is also a Promoter of the Company.*
$ *This individual is also a KMP of the Company*
^ *This individual is also a SMP of the Company.*
\# *To be updated in the Prospectus.*

For further details, see "*Our Management*" on page 221.

7. As of the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders is 15.

8. Shareholding Pattern of our Company

The table below presents the equity 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 of face value of ₹2 each held (IV)	Number of partly paid-up Equity Shares of face value of ₹2 each held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares of face value of ₹2 each 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 shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								Number of voting rights		Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	Promoters and Promoter Group	15	283,850,000	Nil	NA	283,850,000	100	283,850,000	283,850,000	100	NA	NA	Nil	NA	Nil	NA	283,850,000
(B)	Public	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Equity Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Equity Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A+B+C)	**15**	**283,850,000**	**Nil**	**NA**	**283,850,000**	**100**	**283,850,000**	**283,850,000**	**100.00**	**NA**	**NA**	**Nil**	**NA**	**Nil**	**NA**	**283,850,000**

9. Details of equity shareholding of the major Shareholders of our Company:

a) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up equity share capital of our Company, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹2 each*	Percentage of the pre-Offer Equity Share capital* (%)
1.	Potti Venkateswarlu	25,546,500	9.00
2.	Seerna Rajamouli	25,546,500	9.00
3.	Tiruveedhula Prasada Rao	22,708,000	8.00
4.	Potti Venkata Sai Abhinay	25,546,500	9.00
5.	Potti Venkata Sujatha	5,677,000	2.00
6.	Maturu Venkata Lakshmi Sindhu	14,192,500	5.00
7.	Potti Venkata Lakshmi Spandana	14,192,500	5.00
8.	Seerna Suresh	25,546,500	9.00
9.	Seerna Suvarna	8,515,500	3.00
10.	Gourishetty Lalitha	25,546,500	9.00
11.	Tiruveedhula Rakesh	17,031,000	6.00
12.	Tiruveedhula Keshav Gupta	17,031,000	6.00
13.	Potti Malathi Lakshmi Kumari	22,708,000	8.00
14.	Potti Rachana Sree	17,031,000	6.00
15.	Potti Venkata Lakshmi Greeshma	17,031,000	6.00
	Total	**283,850,000**	**100.00**

* *There are no vested stock options as on the date of filing this Draft Red Herring Prospectus.*

b) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up equity share capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹2 each*	Percentage of the pre-Offer Equity Share capital* (%)
1.	Potti Venkateswarlu	25,546,500	9.00
2.	Seerna Rajamouli	25,546,500	9.00
3.	Tiruveedhula Prasada Rao	22,708,000	8.00
4.	Potti Venkata Sai Abhinay	25,546,500	9.00
5.	Potti Venkata Sujatha	5,677,000	2.00
6.	Maturu Venkata Lakshmi Sindhu	14,192,500	5.00
7.	Potti Venkata Lakshmi Spandana	14,192,500	5.00
8.	Seerna Suresh	25,546,500	9.00
9.	Seerna Suvarna	8,515,500	3.00
10.	Gourishetty Lalitha	25,546,500	9.00
11.	Tiruveedhula Rakesh	17,031,000	6.00
12.	Tiruveedhula Keshav Gupta	17,031,000	6.00
13.	Potti Malathi Lakshmi Kumari	22,708,000	8.00
14.	Potti Rachana Sree	17,031,000	6.00
15.	Potti Venkata Lakshmi Greeshma	17,031,000	6.00
	Total	**283,850,000**	**100.00**

* *There are no vested stock options as on the date of filing this Draft Red Herring Prospectus.*

c) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up equity share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of equity shares of face value of ₹10 each*	Percentage of the pre-Offer Equity Share Capital* (%)
1.	Potti Venkateswarlu	729,900	9.00
2.	Seerna Rajamouli	729,900	9.00
3.	Tiruveedhula Prasada Rao	648,800	8.00
4.	Potti Venkata Sai Abhinay	729,900	9.00
5.	Potti Venkata Sujatha	162,200	2.00
6.	Maturu Venkata Lakshmi Sindhu	405,500	5.00
7.	Potti Venkata Lakshmi Spandana	405,500	5.00
8.	Seerna Suresh	729,900	9.00
9.	Seerna Suvarna	162,200	2.00
10.	Gourishetty Lalitha	811,000	10.00
11.	Tiruveedhula Rakesh	486,600	6.00
12.	Tiruveedhula Keshav Gupta	486,600	6.00
13.	Potti Malathi Lakshmi Kumari	1,622,000	20.00
	Total	**8,110,000**	**100.00**

* *There are no vested stock options as on the date of filing this Draft Red Herring Prospectus.*

d) Set forth below is a list of shareholders holding 1% or more of the issued and paid-up equity share capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of equity shares of face value of ₹10 each*	Percentage of the pre-Offer Equity Share Capital* (%)
1.	Potti Venkateswarlu	2,433,000	30.00
2.	Seerna Rajamouli	1,622,000	20.00
3.	Tiruveedhula Prasada Rao	1,622,000	20.00
4.	Potti Malathi Lakshmi Kumari	1,622,000	20.00
5.	Gourishetty Lalitha	811,000	10.00
	Total	**8,110,000**	**100.00**

* *There are no vested stock options as on the date of filing this Draft Red Herring Prospectus.*

10. History of the equity share capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters, i.e., Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh, Tiruveedhula Keshav Gupta in aggregate hold 158,956,000 Equity Shares, representing 56.00% of the issued, subscribed and paid-up pre-Offer equity share capital of our Company. The details regarding our Promoters' shareholding in our Company since incorporation are set forth below.

(a) Build-up of the equity shareholding of our Promoters in our Company

The details regarding the build-up of the equity shareholding of our Promoters in our Company since incorporation is set forth in the table below:

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
Potti Venkateswarlu							
March 11, 2008*	3,000	Allotment of 3,000 equity shares pursuant to initial subscription to the Memorandum of Association.	Cash	10	10	Negligible	[●]
May 1, 2008	2,430,000	Allotment of 2,430,000 equity shares in lieu of the transfer deed dated May 1, 2008 pursuant to which the business of R-9000 Textiles & Garments was transferred to the Company.	Other than cash#	10	NA	0.86	[●]
September 25, 2023	(729,900)	Transfer of 729,900 equity shares from Potti Venkateswarlu to Potti Venkata Sai Abhinay	Gift	10	NA	0.26	[●]
	(973,200)	Transfer of 973,200 equity shares from Potti Venkateswarlu to Potti Venkata Sujatha	Gift	10	NA	0.34	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 729,900 equity shares of face value of ₹10 each held by Potti Venkateswarlu were sub-divided into 3,649,500 Equity Shares of face value of ₹2 each.							

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
March 4, 2025	21,897,000	Bonus issue of 21,897,000 Equity Shares in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	Not Applicable	2	NA	7.71	[●]
Sub Total (A)	**25,546,500**					**9.00**	[●]
Seerna Rajamouli							
March 11, 2008*	3,000	Allotment of 3,000 equity shares pursuant to initial subscription to the Memorandum of Association.	Cash	10	10	Negligible	[●]
May 1, 2008	2,430,000	Allotment of 2,430,000 equity shares in lieu of the transfer deed dated May 1, 2008 pursuant to which the business of R-9000 Textiles & Garments was transferred to the Company.	Other than cash#	10	NA	0.86	[●]
November 23, 2015	(811,000)	Transfer of 811,000 equity shares from Seerna Rajamouli to Gourishetty Lalitha	Gift	10	NA	0.29	[●]
September 25, 2023	(729,900)	Transfer of 729,900 equity shares from Seerna Rajamouli to Seerna Suresh	Gift	10	NA	0.26	[●]
	(162,200)	Transfer of 162,200 equity shares from Seerna Rajamouli to Seerna Suvarna	Gift	10	NA	0.06	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 729,900 equity shares of face value of ₹10 each held by Seerna Rajamouli were sub-divided into 3,649,500 Equity Shares of face value of ₹2 each.							
March 4, 2025	21,897,000	Bonus issue of 21,897,000 Equity Shares in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	NA	2	NA	7.71	[●]
Sub Total (B)	**25,546,500**					**9.00**	[●]
Tiruveedhula Prasada Rao							

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
March 11, 2008*	2,000	Allotment of 2,000 equity shares pursuant to initial subscription to the Memorandum of Association	Cash	10	10	Negligible	[●]
May 1, 2008	1,620,000	Allotment of 1,620,000 equity shares in lieu of the transfer deed dated May 1, 2008 pursuant to which the business of R-9000 Textiles & Garments was transferred to the Company.	Other than cash#	10	NA	0.57	[●]
September 25, 2023	(486,600)	Transfer of 4,86,600 equity shares from Tiruveedhula Prasada Rao to Tiruveedhula Rakesh.	Gift	10	NA	0.17	[●]
	(486,600)	Transfer of 4,86,600 equity shares from Tiruveedhula Prasada Rao to Tiruveedhula Keshav Gupta.	Gift	10	NA	0.17	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 648,800 equity shares of face value of ₹10 each held by Tiruveedhula Prasada Rao were sub-divided into 3,244,000 Equity Shares of face value of ₹2 each.							
March 4, 2025	19,464,000	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	NA	2	NA	6.86	[●]
Sub Total (C)	**22,708,000**					**8.00**	[●]
Potti Venkata Sai Abhinay							
September 25, 2023	729,900	Transfer of 7,29,900 equity shares from Potti Venkateswarlu to Potti Venkata Sai Abhinay	Gift	10	NA	0.26	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 729,900 equity shares of face value of ₹10 each held by Potti Venkata Sai Abhinay were sub-divided into 3,649,500 Equity Shares of face value of ₹2 each.							
March 4, 2025	21,897,000	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	NA	2	NA	7.71	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
Sub Total (D)	**25,546,500**					**9.00**	[●]
Seerna Suresh							
September 25, 2023	729,900	Transfer of 7,29,900 equity shares from Seerna Rajamouli to Seerna Suresh	Gift	10	NA	0.26	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 729,900 equity shares of face value of ₹10 each held by Seerna Suresh were sub-divided into 3,649,500 Equity Shares of face value of ₹2 each.							
March 4, 2025	21,897,000	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025.	NA	2	NA	7.71	[●]
Sub Total (E)	**25,546,500**					**9.00**	[●]
Tiruveedhula Rakesh							
September 25, 2023	486,600	Transfer of 4,86,600 equity shares from Tiruveedhula Prasada Rao to Tiruveedhula Rakesh	Gift	10	NA	0.17	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 486,600 equity shares of face value of ₹10 each held by Tiruveedhula Rakesh were sub-divided into 2,433,000 Equity Shares of face value of ₹2 each.							
March 4, 2025	14,598,000	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders.	NA	2	NA	5.14	[●]
Sub Total (F)	**17,031,000**					**6.00**	[●]
Tiruveedhula Keshav Gupta							
September 25, 2023	486,600	Transfer of 4,86,600 equity shares from Tiruveedhula Prasada Rao to Tiruveedhula Keshav Gupta	Gift	10	NA	0.17	[●]
Pursuant to resolutions dated February 27, 2025 and March 1, 2025, passed by our Board and the Shareholders respectively, the authorized share capital of our Company was sub-divided from ₹1,500,000,000 divided into 150,000,000 equity shares of face value of ₹10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹2 each. Accordingly, 486,600 equity shares of face value of ₹10 each held by Tiruveedhula Keshav Gupta were sub-divided into 2,433,000 Equity Shares of face value of ₹2 each.							
March 4, 2025	14,598,000	Bonus issue in the ratio of 6 Equity Shares for every 1	NA	2	NA	5.14	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
		Equity Share held by our Shareholders.					
Sub Total (G)	**17,031,000**					**6.00**	[●]
Total (A+B+C+D+E +F+G)	**158,956,000**					**56.00**	**[●]**

* *The certificate of incorporation of the Company is dated March 31, 2008, however, the allottees for this allotment subscribed to equity shares on March 11, 2008, as per our Memorandum of Association.*

Pursuant to a transfer deed dated May 1, 2008, entered into between of R-9000 Textiles & Garments and our Company, our Company acquired the business of R-9000 Textiles & Garments, a partnership firm represented by Potti Venkateswarlu and consequently allotted 8,100,000 equity shares to settle amounts due to Potti Venkateswarlu, Seerna Rajamouli, Late Potti Satyanarayana and Tiruveedhula Prasada Rao, the partners of R-9000 Textiles & Garments.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment/ acquisition of such Equity Shares.

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

None of our Promoters, the members of the Promoter Group, and our Directors nor any of their respective relatives have purchased, acquired or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives (as defined under the Companies Act, 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

(b) Shareholding of our Promoters and members of our Promoter Group

The details of shareholding of our Promoters and members of the Promoter Group as on the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)	Face value per equity share (₹)	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)
Promoters						
1.	Potti Venkateswarlu	25,546,500	9.00	2	[●]	[●]
2.	Seerna Rajamouli	25,546,500	9.00	2	[●]	[●]
3.	Tiruveedhula Prasada Rao	22,708,000	8.00	2	[●]	[●]
4.	Potti Venkata Sai Abhinay	25,546,500	9.00	2	[●]	[●]
5.	Seerna Suresh	25,546,500	9.00	2	[●]	[●]
6.	Tiruveedhula Rakesh	17,031,000	6.00	2	[●]	[●]
7.	Tiruveedhula Keshav Gupta	17,031,000	6.00	2	[●]	[●]
Promoter Group						
8.	Potti Venkata Sujatha	5,677,000	2.00	2	[●]	[●]
9.	Maturu Venkata Lakshmi Sindhu	14,192,500	5.00	2	[●]	[●]
10.	Potti Venkata Lakshmi Spandana	14,192,500	5.00	2	[●]	[●]
11.	Seerna Suvarna	8,515,500	3.00	2	[●]	[●]
12.	Gourishetty Lalitha	25,546,500	9.00	2	[●]	[●]
13.	Potti Malathi Lakshmi Kumari	22,708,000	8.00	2	[●]	[●]
14.	Potti Rachana Sree	17,031,000	6.00	2	[●]	[●]
15.	Potti Venkata Lakshmi Greeshma	17,031,000	6.00	2	[●]	[●]
Total		**283,850,000**	**100.00**	-	[●]	[●]

11. Details of Promoters' Contribution and Lock-in

a) In accordance with Regulation 14 and Regulation 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer equity share capital of our Company held by our Promoters, shall be locked in

for a period of three years, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and our Promoters' shareholding in excess of 20% of the fully diluted post-Offer equity share capital shall be locked in for a period of one year from the date of Allotment.

b) The details of the Equity Shares held by our Promoters to be locked-in for a period of three years , or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of the Promoter	Number of Equity Shares held	Number of Equity Shares locked-in*	Date of allotment/ acquisition/ transfer of the Equity Shares#	Nature of transaction	Face value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of pre-Offer paid-up equity share capital (%)	Percentage of post-Offer paid-up Equity Share capital (%)	Date up to which the Equity Shares are subject to lock in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated in the Prospectus

Equity Shares were fully paid-up on the date of allotment/acquisition.

* *Subject to finalisation of Basis of Allotment.*

c) Our Promoters have given their consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted post-Offer equity share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to 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.

d) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the Equity Share capital held by our Promoters, see "*– 10. History of the equity share capital held by our Promoters*" on page 93.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

(i) have not been acquired during the immediately preceding three years from the date of this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalisation of intangible assets was not involved in such transactions;

(ii) did not result from a bonus issue of equity shares of our Company during the immediately preceding three years from the date of this Draft Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters' Contribution;

(iii) are not acquired or subscribed to during the immediately preceding year from the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iv) our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a Company in the one year immediately preceding the date of this Draft Red Herring Prospectus 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 limited liability partnership; and

(v) are not subject to any pledge with any creditor or any other encumbrance.

12. Details of Equity Shares locked-in for one year or six months, as the case may be, as per Applicable Law

a) In addition to Promoter's Contribution locked in for three years any Equity Shares held by our Promoter's in excess of Promoter's Contribution shall be locked in for a period of one year.

b) In accordance with Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company held by persons other than Promoters will be locked-in for a period of six months from the date of Allotment, except for (a) the Equity Shares Allotted pursuant to the Offer for Sale; (b) any Equity Shares allotted to eligible employees of the Company, whether currently employees or not (or such persons as permitted under the SEBI SBEB Regulations or the ESOP Schemes) pursuant to the ESOP Schemes; and (c) the Equity Shares held by any VCFs or Category I AIF or Category II AIF or FVCIs, 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. 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.

c) In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that such pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

d) In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoter or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoter and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the Takeover Regulations.

13. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors:

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

14. Other requirements

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of three years from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans, which is not applicable in the context of this Offer.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of one year from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be transferred to the other Promoters and /or 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 such transferees shall not be eligible to transfer until the expiry of the lock-in period as stipulated in the SEBI ICDR Regulations) and compliance with provisions of the Takeover Regulations.

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 for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the Takeover Regulations.

15. Except for the Fresh Issue, exercise of employee stock options under the ESOP Schemes, our Company presently does not intend or propose to or negotiate or consider altering its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or 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 shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placement or otherwise.

16. Except for the allotment of Equity Shares pursuant to exercise of options granted under the ESOP Schemes, if any, and allotment of Equity Shares pursuant to the Fresh Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares 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 of ASBA Bidders on account of non-listing, under-subscription etc, as the case may be.

17. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

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

19. As on the date of this Draft Red Herring Prospectus, all Equity Shares held by our Promoters are held in dematerialized form.

20. Our Company, any of our Directors and the Book Running Lead Managers have not entered into any buy back arrangements for purchase of Equity Shares.

21. The Equity Shares issued and 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.

22. Except for the Offer for Sale by the Selling Shareholders, the members of the Promoter Group shall not participate in the Offer nor receive any proceeds from the Offer.

23. No person connected with the Offer, including, but not limited to the BRLMs, the Syndicate Members, our Company, the Promoters, Selling Shareholders, our Directors, or the members of the Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer**.**

24. As on the date of this Draft Red Herring Prospectus, none of the Book Running Lead Managers or their respective associates (as defined in the SEBI Merchant Bankers Regulations) hold any Equity Shares of our Company. The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in the transactions with, and perform services for, our Company and its respective 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 and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive customary compensation.

25. Except for employee stock options granted pursuant to the ESOP Schemes, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

26. None of the shareholders of our Company are directly or indirectly related to the BRLMs and their respective associates.

27. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time. The issuance of equity shares by our Company, since incorporation of our Company until the date of this Draft Red Herring Prospectus, have been undertaken in accordance with the provisions of the Companies Act, 1956, and the Companies Act, 2013, to the extent applicable.

28. Our Company shall ensure that all transactions in the Equity Shares by our Promoters and the Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transactions.

29. Employee Stock Options Schemes of our Company ("ESOP Schemes")

(a) Thank You Employee Stock Option Scheme 2025 ("Thank You ESOP Scheme 2025")

Our Company, pursuant to the resolutions passed by our Board on June 26, 2025 and our Shareholders on June 30, 2025, adopted Thank You ESOP Scheme 2025. The Thank You ESOP Scheme 2025 is in compliance with the SEBI SBEB & SE Regulations.

As on the date of this Draft Red Herring Prospectus, under Thank You ESOP Scheme 2025, an aggregate of 1,211,600 options have been granted and no options have vested or been exercised.

The options have been granted in compliance with the relevant provisions of the Companies Act, 2013 only to the employees (as defined in the Companies Act, 2013) of our Company.

The maximum number of options which may be issued pursuant to the Thank You ESOP Scheme 2025 is 1,600,000 , which may result in the issuance of a maximum of 1,600,000 Equity Shares of face value of ₹2 each of our Company.

The details of the Thank You ESOP Scheme 2025, as certified by Laxminiwas & Co., Statutory Auditors, through a certificate dated August 14, 2025 are as follows:

Details				
Particulars	**Financial Year 2023**	**Financial Year 2024**	**Financial Year 2025**	**From April 1, 2025 till the date of this Draft Red Herring Prospectus**
Total options outstanding as at the beginning of the period	NA	NA	NA	Nil
Total options granted	NA	NA	NA	1,211,600
Total options vested (including exercised)	NA	NA	NA	Nil
Exercise price of options in ₹ (as on the date of grant options)	NA	NA	NA	56.00
Options forfeited/lapsed/cancelled	NA	NA	NA	Nil
Variation of terms of options	NA	NA	NA	Nil
Money realized by exercise of options	NA	NA	NA	Nil
Total number of options outstanding in force	NA	NA	NA	1,211,600
Total options vested (excluding the options that have been exercised)	NA	NA	NA	Nil
Options exercised (since implementation of the ESOP Scheme)	NA	NA	NA	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	NA	NA	NA	Nil
Vesting Period (from the date of grant)	NA	NA	NA	Minimum 1 year from the date of listing of Equity Shares of the Company and a maximum 2 years from the date of listing of Equity Shares of the Company
Employee wise details of options granted to:				
(a) Key managerial personnel	NA	NA	NA	Nil
(b) Senior management	NA	NA	NA	Nil
(c) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	NA	NA	NA	G. Venkata Ramesh Babu has been granted with options constituting 9.03% of the total options granted during the period.
(d) 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	NA	NA	NA	NA
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	NA	NA	NA	NA
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	NA	NA	NA	Not Applicable. The fair value has been computed as per the Black Scholes Model.
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of	NA	NA	NA	**Assumptions:** As per the signed valuation report issued by the independent valuation professional in relation to the Thank You ESOP Scheme 2025

Details				
Particulars	**Financial Year 2023**	**Financial Year 2024**	**Financial Year 2025**	**From April 1, 2025 till the date of this Draft Red Herring Prospectus**
the underlying share in the market at the time of grant of option				**Pricing Formula Method:** Black Scholes Model Share Value Option **Fair Value of Option granted:** ₹56.4 **Risk Free Interest:** 6.3% **Volatility:** 18% **Dividend Yield:** 4% **Life of Option:** 2 years
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three Years	NA	NA	NA	Not Applicable
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	NA	NA	NA	NA
Intention to sell Equity Shares arising out of the ESOP Scheme or allotted under an ESOP Scheme within three months after the listing of Equity Shares by directors, key managerial personnel, senior managerial personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA	NA	NA	NA

(b) Employee Stock Option (Growth) Scheme 2025 ("ESOP (Growth) Scheme 2025")

Our Company, pursuant to the resolutions passed by our Board on June 26, 2025 and our Shareholders on June 30, 2025, adopted ESOP (Growth) Scheme 2025. The ESOP (Growth) Scheme 2025 is in compliance with the SEBI SBEB & SE Regulations.

As on the date of this Draft Red Herring Prospectus, under ESOP (Growth) Scheme 2025, an aggregate of 1,211,600 options have been granted, and no options have vested or been exercised.

The options have been granted in compliance with the relevant provisions of the Companies Act, 2013 only to the employees (as defined in the Companies Act, 2013) of our Company.

The maximum number of options which may be issued pursuant to the ESOP (Growth) Scheme 2025 is 2,100,000,which may result in the issuance of a maximum of 2,100,000 Equity Shares of face value of ₹2 each of our Company.

The details of the ESOP (Growth) Scheme 2025, as certified by Laxminiwas & Co., Statutory Auditors, through a certificate dated August 14, 2025 are as follows:

Details				
Particulars	**Financial Year 2023**	**Financial Year 2024**	**Financial Year 2025**	**From April 1, 2025 till the date of this Draft Red Herring Prospectus**
Total options outstanding as at the beginning of the period	NA	NA	NA	Nil
Total options granted	NA	NA	NA	1,211,600

Details				
Particulars	**Financial Year 2023**	**Financial Year 2024**	**Financial Year 2025**	**From April 1, 2025 till the date of this Draft Red Herring Prospectus**
Total options vested (including exercised)	NA	NA	NA	Nil
Exercise price of options in ₹ (as on the date of grant options)	NA	NA	NA	56
Options forfeited/lapsed/cancelled	NA	NA	NA	Nil
Variation of terms of options	NA	NA	NA	Nil
Money realized by exercise of options	NA	NA	NA	Nil
Total number of options outstanding in force	NA	NA	NA	1,211,600
Total options vested (excluding the options that have been exercised)	NA	NA	NA	Nil
Options exercised (since implementation of the ESOP Scheme)	NA	NA	NA	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	NA	NA	NA	Nil
Vesting Period (from the date of grant)	NA	NA	NA	Minimum 1 year from the date of listing of Equity Shares of the Company and a maximum 4 years from the date of listing of Equity Shares of the Company.
Employee wise details of options granted to:				
(a) Key managerial personnel	NA	NA	NA	Nil
(b) Senior management	NA	NA	NA	Nil
(c) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	NA	NA	NA	G. Venkata Ramesh Babu has been granted with options constituting 9.03% of the total options granted during the period
(d) 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	NA	NA	NA	NA
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	NA	NA	NA	NA
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	NA	NA	NA	Not applicable. The fair value has been computed as per the Black Scholes Model
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	NA	NA	NA	**Assumptions:** As per the signed valuation report issued by the independent valuation professional in relation to the ESOP (Growth) Scheme 2025. **Pricing Formula Method:** Black Scholes Model Share Value Option. **Fair Value of Option granted:** ₹56.4.

Details				
Particulars	**Financial Year 2023**	**Financial Year 2024**	**Financial Year 2025**	**From April 1, 2025 till the date of this Draft Red Herring Prospectus**
				Risk Free Interest Rate: 6.3%. **Volatility:** 18% **Dividend Yield:** 4% **Life of Option:** 4 years.
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three Years	NA	NA	NA	NA
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	NA	NA	NA	NA
Intention to sell Equity Shares arising out of the ESOP Scheme or allotted under an ESOP Scheme within three months after the listing of Equity Shares by directors, key managerial personnel, senior managerial personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA	NA	NA	NA

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue of [●] Equity Shares of face value of ₹2 each, aggregating up to ₹5,000.00 million by our Company and an Offer for Sale of up to 29,878,946 Equity Shares of face value of ₹2 each, aggregating up to ₹ [●] million by the Selling Shareholders. For details, see "*Summary of the Offer Document – Offer size*" and "*The Offer*" on pages 21 and 73, respectively.

Offer for Sale

Each of the Selling Shareholders shall be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of Offer related expenses and relevant taxes thereon, as applicable. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details, see *"– Offer related expenses"* on page 115.

The Fresh Issue

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

1. Repayment/ prepayment, in part or full, of certain loan facilities availed by our Company;

2. Setting up of new stores under the formats of *"R. S. Brothers"* and *"South India Shopping Mall"*; and

3. General corporate purposes.

(collectively, referred to herein as the "**Objects**").

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities; and (ii) to undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds. Further, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including to enhance our brand image and name among our existing and potential customers and creation of a public market for the Equity Shares in India.

Net Proceeds

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

Particulars	Estimated amount *(₹ in million)*
Gross Proceeds of the Fresh Issue	5,000.00
(Less) Fresh Issue related expenses[(1)]	([●])
Net Proceeds[(2)]	[●]

(1) See "– Offer related expenses" on page 115
(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided hereunder:

Particulars	Estimated amount (in ₹ million)
Repayment/ prepayment, in part or full, of certain loan facilities availed by our Company	2,750.00
Setting up of new stores under the formats of *"R. S. Brothers"* and *"South India Shopping Mall"*	1,181.81
General corporate purposes [(1)]	[●]
Total Net Proceeds[(2)]	[●]

(1) The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.
(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows:

(in ₹ million)

Particulars	Estimated amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Financial Years		
		2026	2027	2028
Repayment/ prepayment, in part or full, of certain loan facilities availed by our Company	2,750.00	2,750.00	-	-
Setting up of new stores under the formats of *"R. S. Brothers"* and *"South India Shopping Mall"*	1,181.81	-	590.90	590.91
General corporate purposes [(1)(2)]	[●]	[●]	[●]	[●]
Total Net Proceeds[(2)]	[●]	[●]	[●]	[●]

(1) The amount to be utilised for general corporate purposes shall not, in aggregate, exceed 25% of the Gross Proceeds.

(2) *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and needs, management estimates, prevailing market conditions and other commercial and technical factors. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business strategy, our management's analysis of economic trends and business requirements, competition and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Our Company proposes to deploy the entire Net Proceeds towards the Objects as per the schedule provided above. The actual deployment of funds will depend on a number of factors, including the timing of completion of the Offer, financial and market conditions, regulatory challenges, prevailing taxation rates, our business and growth strategies, our analysis of economic trends and business requirements, competitive landscape, exchange rate fluctuations, receipt of necessary government approvals, as well as any other business and commercial considerations affecting our results of operations and financial condition. In the event that the estimated utilization is not completed as per the aforementioned schedule, due to the reasons stated above, such funds shall be utilised in the next Financial Year, as may be determined by our Company, in accordance with applicable law. Depending upon such factors, we may have to reduce or extend the utilization period for any of the stated Objects beyond the estimated time period, at the discretion of our management, in accordance with applicable laws. Further, such factors could also require us to advance the utilization before the scheduled deployment as disclosed above towards prepayment or repayment of outstanding borrowings availed by our Company. Subject to compliance with applicable laws, in case the Fresh Issue related expenses, the actual utilization towards prepayment or repayment of outstanding borrowings availed by our Company and/or towards setting up of new stores under the formats of *"R. S. Brothers"* and *"South India Shopping Mall"* is lower than the proposed deployment, such balance will be used for funding towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes, provided it does not exceed 25% of the gross proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations. Further, subject to applicable laws, in case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the aforementioned Objects or any increase in the actual utilisation of funds earmarked for the Objects, we may explore a range of alternate funding options including utilizing our internal accruals and/ or availing additional debt from existing and future lenders. For details on risks involved, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, which may affect our business and results of operations. Furthermore, the schedule of the implementation of the Objects for which funds are being raised in the Offer, is subject to risk of unanticipated delays in implementation and cost overruns.*" on page 46.

Details of the Objects of the Fresh Issue

1. Repayment / Prepayment, in part or full, of certain borrowings availed by us

Our Company has entered into various financing and borrowing arrangements from time to time, with various lenders. The financing and borrowing arrangements entered into by our Company include, *inter alia*, term loans and working capital facilities. For further details in relation to our borrowings, please see "*Financial Indebtedness*" on page 326.

As at June 30, 2025, our total outstanding borrowings amounted to ₹3,232.49 million. Our Company proposes to utilise an estimated amount of up to ₹2,750.00 million from the Net Proceeds towards pre-payment or scheduled repayment of all or a portion of certain term loans and working capital facilities availed by our Company, including payment of accrued interest thereon. If the Net Proceeds are insufficient for making payments for such pre-payment penalties or premiums or interest, such excessive amount shall be met from our internal accruals. We believe that such pre-payment or scheduled repayment will help reduce our existing outstanding borrowings, debt servicing costs, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the strength of our balance sheet and our leverage capacity will further improve, which shall enable us to raise further capital or financing in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

We intend to utilise the entire amount earmarked for this object during Fiscal 2026 in relation to relation to repayment / prepayment of certain outstanding borrowings of our Company, subject to receipt of necessary approvals and the Offer opening timelines.

The following table provides details of loans and facilities availed by our Company, as at June 30, 2025, out of which we propose to pre-pay or repay, either in full or in part of the below mentioned loans and/or facilities, up to an amount aggregating to ₹2,750.00 million from the Net Proceeds:

Sr. No.	Name of the lender	Date of sanction letter	Nature of borrowing	Purpose	Portion of borrowing used towards capital expenditure (in %) (if any)	Amount sanctioned (in ₹ million)	Amount outstanding as on June 30, 2025 (in ₹ million)	Interest rate as on June 30, 2025 (%)	Tenor	Repayment schedule	Prepayment penalty/ conditions, if any
1.	HDFC Bank Limited	June 19, 2021[(1)]	Working capital	Towards working capital requirements	Nil	150.00	88.94	9.00	-[@]	Repayable on demand	Nil
2.	State Bank of India	March 3, 2021[(2)^]	Working capital	Towards working capital requirements	Nil	750.00	612.95	9.00 to 9.65	-[@]	Repayable on demand	Nil
3.	State Bank of India	March 3, 2021[(2)^]	Guaranteed Emergency Credit Line 2.0 (Term Loan)	To augment net working capital to meet operational liabilities consequent to the impact of Covid-19	Nil	124.40	18.11	9.00	Door to door tenor of 4 years from the date of first disbursement.	Repayable in 48 equated monthly instalments of ₹2.59 million (excluding interest) commencing from February 2022	Nil
4.	Kotak Mahindra Bank Limited	July 12, 2023	Term loan	Towards purchase of commercial building	100.00	70.00	61.38	9.00	Door to door tenor of 10 years from the date of first disbursement.	Repayable in 120 monthly instalments of ₹0.89 (including interest) million commencing from September 2023	No prepayment until lock-in period of 6 months. For any part prepayment in excess of 25.00% of the outstanding amount, a penalty of 2% will be charged. For full prepayment after expiry of six months, 2.00% prepayment charges apply (of the foreclosure loan amount and any prepaid amount during the last 12 months)
5.	ICICI Bank Limited	November 17, 2023[(3)]	Working capital	Towards working capital requirements	Nil	250.00	161.72	9.00	-[@]	Repayable on demand	Nil
6.	ICICI Bank Limited	November 17, 2023[(4)]	Term loan	Towards capital expenditure for setting up stores and other capital expenditure items	100.00	500.00	341.67	9.30	Door to door tenor of 5 years from the date of first disbursement	Repayable in 60 monthly instalments of ₹8.33 million (excluding interest) commencing from December 2023	1.00% premium on the amount of principal of the facility prepaid, in case of mandatory prepayment, prepayment shall include liquidated damages, insurance proceeds, proceeds resulting from expropriation or other takeover of the Company's assets;

Sr. No.	Name of the lender	Date of sanction letter	Nature of borrowing	Purpose	Portion of borrowing used towards capital expenditure (in %) (if any)	Amount sanctioned (in ₹ million)	Amount outstanding as on June 30, 2025 (in ₹ million)	Interest rate as on June 30, 2025 (%)	Tenor	Repayment schedule	Prepayment penalty/ conditions, if any
											In case of voluntary prepayment, the borrower may prepay without penalty by providing an irrevocable written notice at least fifteen days prior to prepayment
7.	Canara Bank Limited	November 10, 2023[(5)]	Term loan	Towards furnishing of new showrooms for retail trade of textiles and readymade garments	100.00	450.00	246.03	9.10	Door to door tenor of 4.5 years from the date of first disbursement, including 6 months of moratorium period and 4 years of repayment, subsequently.	Repayable in 48 monthly instalments of ₹6.97 million (excluding interest) commencing from July 2024	2.00% of the prepaid amount
8.	Canara Bank Limited	November 10, 2023[(5)]	Working capital	Towards working capital requirements	Nil	350.00	318.47	9.10	-[@]	Repayable on demand	Nil
9.	HDFC Bank Limited	May 22, 2024	Term loan	Towards purchase of retail outlet building	100.00	300.00	267.83	8.80	Door to door tenor of 7 years from the date of first disbursement.	Repayable in 84 monthly instalments of ₹4.87 million (including interest) commencing from July 2024	No prepayment charges shall be applicable for part prepayment once during a financial year only if the amount being prepaid does not exceed 25 % of the principal amount outstanding at the time of such prepayment. No prepayment charges are payable for payments made post 60 months from the date of last disbursement of the loan. If the amount being prepaid exceeds 25% of the principal amount outstanding, prepayment charges of 2.5% and applicable taxes are payable on the amount exceeding 25% of the principal amount outstanding.

Sr. No.	Name of the lender	Date of sanction letter	Nature of borrowing	Purpose	Portion of borrowing used towards capital expenditure (in %) (if any)	Amount sanctioned (in ₹ million)	Amount outstanding as on June 30, 2025 (in ₹ million)	Interest rate as on June 30, 2025 (%)	Tenor	Repayment schedule	Prepayment penalty/ conditions, if any
											The lender may at its absolute discretion permit prepayment of the loan or any part thereof where the borrower serve at least 15 days written notice of his/ their intention to prepay at the concerned branch, and subject to such conditions as the Bank may prescribe subject to applicable law and regulations, including payment of the prepayment charges.
10.	HDFC Bank Limited	October 30, 2024	Term loan	Purchase of commercial property.	100.00	32.30	30.34	9.25	Door to door tenor of 7 years from the date of first disbursement.	Repayable in 84 monthly instalments of ₹0.53 million (including interest), commencing from December 2024	No prepayment charges shall be applicable for part prepayment once during a financial year only if the amount being prepaid does not exceed 25 % of the principal amount outstanding at the time of such prepayment. No prepayment charges are payable for payments made post 60 months from the date of last disbursement of the loan. If the amount being prepaid exceeds 25% of the principal amount outstanding, prepayment charges of 2.5% and applicable taxes are payable on the amount exceeding 25% of the principal amount outstanding. The lender may at its absolute discretion permit prepayment of the loan or any part thereof where the borrower serve at least 15 days written notice of his/ their intention to prepay at the concerned branch, and subject to such conditions as the Bank may prescribe subject to applicable law and regulations,

Sr. No.	Name of the lender	Date of sanction letter	Nature of borrowing	Purpose	Portion of borrowing used towards capital expenditure (in %) (if any)	Amount sanctioned (in ₹ million)	Amount outstanding as on June 30, 2025 (in ₹ million)	Interest rate as on June 30, 2025 (%)	Tenor	Repayment schedule	Prepayment penalty/ conditions, if any
											including payment of the prepayment charges.
11.	HDFC Bank Limited	December 19, 2024	Term loan	Construction of new stores.	100.00	433.12	404.50	9.00	Door to door tenor of 5 years from the date of first disbursement.	Repayable in 60 monthly instalments commencing from February 2025	Prepayment shall be permitted upon provision of a minimum of 30 days' prior notice to the lender.
12.	HDFC Bank Limited	February 19, 2025	Term loan	Purchase of commercial property.	100.00	83.50	82.09	9.50	Door to door tenor of 7 years from the date of first disbursement.	Repayable in 84 monthly instalments of ₹1.36 million (including interest), commencing from May 2025	No prepayment charges shall be applicable for part prepayment once during a financial year only if the amount being prepaid does not exceed 25 % of the principal amount outstanding at the time of such prepayment. No prepayment charges are payable for payments made post 60 months from the date of last disbursement of the loan. If the amount being prepaid exceeds 25% of the principal amount outstanding, prepayment charges of 2.5% and applicable taxes are payable on the amount exceeding 25% of the principal amount outstanding. The lender may at its absolute discretion permit prepayment of the loan or any part thereof where the borrower serve at least 15 days written notice of his/ their intention to prepay at the concerned branch, and subject to such conditions as the Bank may prescribe subject to applicable law and regulations, including payment of the prepayment charges.

Sr. No.	Name of the lender	Date of sanction letter	Nature of borrowing	Purpose	Portion of borrowing used towards capital expenditure (in %) (if any)	Amount sanctioned (in ₹ million)	Amount outstanding as on June 30, 2025 (in ₹ million)	Interest rate as on June 30, 2025 (%)	Tenor	Repayment schedule	Prepayment penalty/ conditions, if any
13.	Kotak Mahindra Prime Limited	October 8, 2024	Term loan	Purchase of land and construction of building.	100.00	85.42	66.99	9.85	Door to door tenor of 12 years after the full disbursement of the sanctioned amount.	Repayable in 144 monthly instalments of ₹1.01 million (including interest), commencing from October 2025	No prepayment until completion of twelve months from date of full loan disbursement, following which no penalty for prepayment of up to 25% of the principal outstanding subject to a cool-off of 12 months from date of last pre-payment; penalty chargeable at 4.00% of entire amount if prepayment exceeds 25% of the outstanding amount and 4.00% plus GST on amount being prepaid and on all amounts paid towards prepayment within the last 12 months of the date of full/ part prepayment.
14.	ICICI Bank Limited	February 6, 2025	Term loan	Towards setting up of new stores	100.00	400.00	375.79	9.20	Door to door tenor of 5 years from date of first disbursement	Initial disbursement repayable in 60 months instalments of ₹5.83 million (excluding interest) commencing from March 2025 and subsequent disbursement, repayable in 57 monthly instalments of ₹0.88 million (excluding interest) commencing from June 2025	2.00% premium on the amount of principal of the facility prepaid, in case of mandatory prepayment, prepayment shall include liquidated damages, insurance proceeds, proceeds resulting from expropriation or other takeover of the Company's assets. In case of voluntary prepayment, the borrower may prepay without penalty by providing an irrevocable written notice at least fifteen days prior to prepayment
Total						**3,978.74**	**3,076.81**				

* *As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditors of our Company, pursuant to their certificate dated August 14, 2025.*

(1) *As renewed from time to time, and last renewed pursuant to sanction letter dated December 19, 2024.*

(2) *As renewed from time to time, and last renewed pursuant to sanction letter dated January 17, 2025.*

(3) *As renewed from time to time, and last renewed pursuant to sanction letter dated February 6, 2025.*

(4) *As revised pursuant to amendatory credit arrangement letter dated December 7, 2023.*

(5) *As renewed from time to time, and last renewed pursuant to sanction letter dated January 17, 2025*

@ *Working Capital Loans are annually renewed, hence they do not have a fixed tenor.*

In accordance with Clause 9 (A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained the requisite certificate dated August 14, 2025 from our Statutory Auditors, certifying that the borrowings of our Company have been utilised towards the purposes for which such borrowings were availed.

Our Company may utilize the Net Proceeds towards repayment/prepayment of loans, either in full or in part, availed from HDFC Bank Limited, who is one of the Book Running Lead Managers. HDFC Bank Limited is not an associate of our Company in terms of Regulation 21(1)(A) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations since the loans were provided by HDFC Bank Limited to our Company, in the ordinary course of the lending business. For further details, please see "*Risk Factors – A portion of the Net Proceeds may be utilized for repayment or pre-payment of certain loans availed by our Company which constituted 28.40% of our total borrowings as of June 30, 2025 from HDFC Bank Limited, which is one of the BRLMs. There can be no assurance that the repayment/ prepayment of such loans from the Net Proceeds to one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.*" on page 47.

The selection of borrowings proposed to be prepaid or repaid out of the borrowings provided in the table above, shall be based on various factors including (i) any condition (including prepayment related conditions) attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (ii) other commercial considerations including, among others, the interest rate on the loans and/or facilities, the amount of the loan outstanding and the remaining tenor of the loan; (iii) receipt of consents for prepayment from the respective lenders and terms and conditions of such consents and waivers and (iv) levy of any prepayment penalties/premium and the quantum thereof and other related costs; (v) nature and/or repayment schedule of borrowings; and (vi) provisions of any laws, rules and regulations governing such borrowings. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company.

Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. In light of the above, if at the time of filing this Draft Red Herring Prospectus or after that date, any of the above-mentioned borrowings may be repaid in part or full or refinanced and our Company may also avail additional borrowings and/or draw down further funds under existing loans from time to time. In such cases or in case any of the above-mentioned borrowings are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn down prior to the completion of the Offer, we may utilize Net Proceeds towards prepayment and/or repayment of such additional indebtedness availed by us, details of which shall be provided in the Red Herring Prospectus. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed ₹2,750.00 million. Accordingly, the table above shall be suitably revised in the Red Herring Prospectus to reflect the revised amounts or loans, as the case may be, which have been availed by our Company.

For the purposes of the Offer, our Company has obtained necessary consents from and made the requisite intimations to the lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer and for the deployment of the Net Proceeds towards the Objects.

2. Setting up of new stores under the formats of "R.S. Brothers" and "South India Shopping Mall"

We are a multi-format retailer catering to diverse customer segments and different shopping requirements. We operate through several store formats, including multi-brand format outlets for men, women and children (such as R. S. Brothers and South India Shopping Mall ("**SISM**") stores); exclusive ethnic format outlets for men and women (such as Kanchipuram Narayani Silks and Dè Royal stores); and hypermarkets (such as Value Zone stores). As on the date of this Draft Red Herring Prospectus, we have 70 stores across 22 cities in three South Indian states. In Fiscal 2023, all our primary-format stores were located in Andhra Pradesh and Telangana. During Fiscal 2024, we expanded our geographical presence by opening one Dè Royal store in Bengaluru, Karnataka.

From the Net Proceeds, we propose to utilize an aggregate of ₹1,181.81 million towards fit-out costs to be incurred in relation to setting up of 14 new stores in the R.S. Brothers and SISM store formats and expanding our presence in Andhra Pradesh and Telangana ("**Proposed New Stores**").

The number of stores established under R.S. Brothers and SISM store formats in the last three Fiscals are as follows:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023	Total
New stores set up in Andhra Pradesh				
SISM Stores	3	3	2	8
R. S. Brothers Stores	2	1	1	4
New stores set up in Telangana				
SISM Stores	5	1	-	6
R. S. Brothers Stores	1	-	-	1
Total	**11**	**5**	**3**	**19**

The approximate number of stores we propose to set up under R.S. Brothers and SISM store formats in the next three Fiscals using the Net Proceeds are as follows:

Particulars	Fiscal 2026	Fiscal 2027	Fiscal 2028	Total
New stores proposed to be set up in Andhra Pradesh				
SISM Stores	-	1	2	3
R. S. Brothers Stores	-	2	1	3
New stores proposed to be set up in Telangana				
SISM Stores	-	2	2	4
R. S. Brothers Stores	-	2	2	4
Total	**-**	**7**	**7**	**14**

Details of expenditure for setting up Proposed New Stores

For the proposed new stores under our R.S. Brothers and South India Shopping Mall formats, we have adopted a standardised store infrastructure and fit-out plan to optimise capital expenditure and achieve procurement efficiencies. While the two formats differ in terms of inventory mix and product assortment, the underlying specifications for civil works, interiors, fixtures, and equipment will be uniform, enabling consistency in cost per store. Historical capital expenditure for these formats has varied due to differences in store size, location, and design at the time of opening; however, the proposed standardisation is expected to align capital outlay for both formats going forward.

The total estimated fit-out costs for the Proposed New Stores is ₹1,181.81 million.

We propose to utilize ₹1,181.81 million of the Net Proceeds towards meeting the fit-out costs that will be incurred in relation to setting up of Proposed New Stores. The above estimated costs may increase or decrease depending on the revised commercial terms, rate of inflation or other macro-economic factors, amongst others. In the event of any increased estimated cost, such additional cost shall be funded through alternate funding options such as internal accruals and/ or availing future debt from lenders.

A brief description of the estimated cost for the Proposed New Stores are set out below:

Costs	Particulars
Fit-out costs	Modular fixtures, fittings and signage (including furniture, fittings, interiors and civil finishing)
	Electrical fit outs (including (i) air conditioning and ventilation (indoor and outdoor units, ancillary works), (ii) electrical fittings, cables and light fittings, and (iii) generators)
	Office equipment (including IT infrastructure, close circuit cameras, televisions, fire safety equipment, etc.)
	Other miscellaneous costs, which include consultant fees

Methodology for computation

Our estimated costs for opening of the Proposed New Stores are based on (i) a certificate dated August 14, 2025 from Saran Associates Atelier Private Limited, independent architect firm, for the purposes of certifying the capital expenditure requirements for fit-outs; and (ii) valid and existing quotations received by our Company from contractors/ vendors.

The format, size and the number of Proposed New Stores to be set up, may vary across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals and competition within a given region or across regions. While we have identified the broad regions where the Proposed New Stores will be opened, we have not identified the exact locations for opening the Proposed New Stores, as the same depends on various factors, including inter alia, availability of suitable locations, addressable market, lease rentals, competition within a given region or across regions, demographics, user demand, lease rentals and other business and market considerations. For further details, see *"Risk Factors – We are yet to identify the exact locations or properties for the setting up Proposed New Stores, for which we intend to utilise the amount from Net Proceeds."* on page 48. Further, if the formats of the Proposed New Stores to be set up, are different, the estimates and actual costs may differ from the details set out below.

Detailed breakdown of estimated costs for capital expenditure towards fit-out Costs

As of the date of this Draft Red Herring Prospectus, the approximate average size of: (a) R. S. Brothers stores is 28,082 square feet; and (b) SISM stores is 33,811 square feet. We have considered the average store size of 25,000 square feet ("**Average Size**") for the Proposed New Stores to arrive at the estimates below.

A detailed break-up of the total estimated fit-out costs per Proposed New Store of Average Size, is as follows:

Sr. No.	Particulars	Components	Estimated Cost per sq.ft. (in ₹ per square feet)*	Total Cost per Proposed New Store of Average Size (in ₹ million)*	Name of the Vendor	Date of Quotation	Validity of Quotation
1.	**Interior work**	Internal civil works, furniture and fixtures	1,858.25	46.46	Kalpana Interior	July 1, 2025	Till December 31, 2025
		Chairs			G4 Furniture	July 2, 2025	Till January 1, 2026
2.	**Electrical work**	Electrical fittings, cables and spares	612.35	15.31	Sree Om Electricals & Engineering Company	July 1, 2025	Till December 31, 2025
		Light fixtures			Gardler Manufacturing & Tech Services Private Limited	July 2, 2025	Till January 1, 2026
		Electrical labour contractor			Mari Siva Kumar	July 2, 2025	Till January 1, 2026
		Back-up generators			Akshaya Motors & Power Systems	July 2, 2025	Till January 1, 2026
		Intrusion alarm			eZONE Security Solutions (India) Private Limited	July 2, 2025	Till January 1, 2026
3.	**Air conditioning work**	Air conditioning units, ancillary works and ducts	296.00	7.40	Air Control Engineers	July 1, 2025	Till December 31, 2025
4.	**Exterior work**	Façade – cladding work	279.39	6.98	Value Glazing Systems	July 2, 2025	Till January 1, 2026
		LED Signages			S4 Sign Solutions	July 2, 2025	Till January 1, 2026
5.	**Fire Safety work**	Fire safety and security equipment	70.97	1.77	S V Fire Safety Systems	July 2, 2025	Till July 1, 2026
		Fire extinguisher			Redsun Enterprises	July 2, 2025	Till January 1, 2026
6.	**IT infrastructure**	Laptop and its components, printers, IT security components and softwares	160.50	4.01	Bluecom Technologies India Private Limited	July 2, 2025	Till January 1, 2026
		Ginesys software license			Ginni Systems Limited	July 3, 2025	Till January 2, 2026
		CCTV surveillance system			RGP Electronics India Private Limited	July 2, 2025	Till December 29, 2025
		Biometric time and attendance system			Sona Networks Private Limited	July 3, 2025	Till January 2, 2026
		Uninterrupted power supply system (UPS) system			New Avenue Power Systems	July 3, 2025	Till January 2, 2026
		LED televisions			Sunrise Enterprises	July 2, 2025	Till January 1, 2026
7.	**Miscellaneous**	Metal detectors	99.12	2.48	Bharat Technologies	July 2, 2025	Till January 1, 2026
		Architect fees			Saran Associates Atelier Private Limited	July 3, 2025	Till July 2, 2026
		MEP consultancy charges			Sriven MEP Consultants	July 2, 2025	Till July 1, 2026
Total Fit out cost per Proposed New Store of Average Size (A):				84.41			
Total Fit out cost for all Proposed New Stores (14 Proposed New Stores*A): ***(assuming Average Size per Proposed New Store)***				**1,181.81**			

* *Inclusive of applicable GST*

Notes:

(i) Depending on changes in store size and actual store specific requirements, the estimated costs may vary

(ii) Rounded off to the nearest hundredth decimal point

(iii) An average store size of 25,000 square feet has been considered to arrive at the estimates above.

All quotations received from the contractor/ vendor mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the contractor/ vendor and there can be no assurance that the same contractor/ vendor would be engaged eventually to supply the requisite equipment/ fit-outs or supply at the same costs. If there is any increase in the costs of equipment/ fit-outs, the additional costs shall be paid by our Company from its internal accruals or through debts to be availed from lenders. The quantity of equipment/ fit-outs to be purchased is based on the present estimates of our management. We shall have the flexibility to deploy such equipment/ fit-outs according to the business requirements. For details, see *"Risk Factors – We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer and the costs to be incurred in relation to such Objects are based on the quotations received from the vendors or estimates of the management."* on page 48.

Government Approvals

Our Proposed New Stores will have to be registered under the respective shops and establishments legislations and/or obtain trade licences under municipalities of the states where they will be set up. The Proposed New Stores may also have to obtain fire NoC, contract labour registration and trade licenses, as applicable and other applicable approvals under the Applicable Law. The Proposed New Stores shall be on leased premises. Our Company will apply for the relevant approvals in the ordinary course of business and in accordance with applicable laws. For further details, see "*Key Regulations and Policies in India*" and "*Government and Other Approvals*" on pages 206 and 360, respectively.

3. General corporate purposes

We propose to deploy the balance Net Proceeds, aggregating to ₹ [•] million, towards general corporate purposes subject to such utilisation not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include payment of salaries, rental expenses, advertisement and marketing expenses, renovation of existing stores and offices, meeting exigencies and expenses incurred in the ordinary course of business, as may be applicable. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any. The amount to be utilised from the Net Proceeds towards general corporate purpose shall not be used for utilisation for any of the other identified objects of the Offer.

Means of finance

The fund requirements set out in the aforesaid Objects are proposed to be met entirely from the Net Proceeds and our internal accruals. 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 existing identifiable accruals as required under the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/ or seeking additional debt from existing and/ or other lenders.

Offer related expenses

The total Offer related expenses are estimated to be approximately ₹ [•] million. The Offer related expenses consist of listing fees, underwriting fees, selling commission and brokerage, fees payable to the book running lead managers, legal counsels, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s) including 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 for (i) listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer), corporate advertisements expenses in the ordinary course of business by the Company (not in connection with the Offer) and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which shall be borne solely by our Company, and (ii) stamp duty payable on transfer of the Offered Shares pursuant to the Offer for Sale (to the extent applicable) and fees and expenses for the legal counsel to each of the Selling Shareholders which shall be borne solely by the respective Selling Shareholders, the Company and each of the Selling Shareholders agree to share, on a pro rata basis, the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the Book Running Lead Managers, legal counsel appointed by the Company for the Offer and other intermediaries, advertising and marketing expenses (other than corporate advertisements expenses in the ordinary course of business by the Company (not in connection with the Offer), which shall be borne solely by the Company), printing, offer advertising, research expense, road show expenses, underwriting commission,

procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and transferred and sold by each of the Selling Shareholders through the Offer for Sale, respectively, in accordance with applicable law.

In the event of withdrawal of the Offer or if the Offer is not successful or consummated, all costs and expenses with respect to the Offer, other than such expenses required to be solely borne by our Company or the Selling Shareholders as disclosed above, shall be borne in accordance with, and subject to applicable law, including instructions received from SEBI in this regard, and as mutually agreed amongst our Company and the Selling Shareholders.

The break-up of the estimated Offer expenses is as follows:

Activity	Estimated expenses[(1)] (₹ in million)	As a % of the total estimated Offer expenses[(1)]	As a % of the total Offer size[(1)]
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/ processing fee for SCSBs and Bankers to the Offer and fees payable to the Sponsor Bank(s) for Bids made by UPI Bidders. Brokerage, selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[(2)(3)(4)(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to advisors and consultants to the Offer:			
- Auditors	[●]	[●]	[●]
- Industry expert	[●]	[●]	[●]
- Fee payable to legal counsel	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised and incorporated in the Prospectus upon determination of the Offer Price.*

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

*Portion for RIB**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

(3) *No additional uploading / processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the Bid cum Application Forms directly procured by them.*

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.

Processing fees payable to the SCSBs on the portion for RIBs, Non-Institutional Bidders and Eligible Employees 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	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
*Employee Reservation Portion**	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*

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.

(4) *The uploading charges/ processing fees for applications made by UPI Bidders would be as follows:*

Members of the Syndicate / RTAs / CDPs / Registered Brokers	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes)*
Sponsor Bank(s)	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

* *For each valid application.*

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

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/l/M dated March 16, 2021 and SEBI ICDR Master Circular. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format as prescribed by SEBI, from time to time and in accordance with SEBI ICDR Master Circular.

(5) *Selling commission on the portion for RIBs, Non-Institutional Bidders and Eligible Employees which are procured by Members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

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

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

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in Second Schedule of the Reserve Bank of India Act, 1934 as may be approved by our Board. In accordance with section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the shares of any other listed company. The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company.

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

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions. For further details, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, which may affect our business and results of operations. Furthermore, the schedule of the implementation of the Objects for which funds are being raised in the Offer, is subject to risk of unanticipated delays in implementation and cost overruns.*" on page 46.

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a Monitoring Agency to monitor the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus with the RoC. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds (including in relation to the utilisation of the Gross Proceeds towards general corporate purposes), respectively, and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such Fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. 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 our Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the proceeds of the Fresh Issue from the Objects of the Offer as stated above.

Variation in objects

In accordance with sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in an English national daily newspaper, one in a Hindi national daily newspaper and a Telugu daily newspaper (Telugu being the regional language of Telangana, where our Registered Office is located), in accordance with the Companies Act and applicable rules. The Shareholders who do not agree to the proposal to vary the objects shall be given an exit offer, at such price, and in such manner, in accordance with our Articles of Association, the Companies Act, and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received by the Selling Shareholders pursuant to the Offer for Sale, none of our Promoters, the members of the Promoter Group, Directors, Key Managerial Personnel, members of Senior Management or Group Companies will receive any portion of the Offer Proceeds. There is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue, except as set out above.

Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Promoters, members of our Promoter Group, Directors, our Key Managerial Personnel, members of Senior Management or our Group Companies in relation to the utilization of the Net Proceeds.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Bidders should also see "*Risk Factors*", "*Summary of Restated Financial Information*", "*Our Business*", "*Restated Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 35, 75, 187, 252, and 329, 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 as follows:

1. Compelling customer proposition underpinned by a diversified multi-format presence across product categories
2. Strategically located stores supported by in-house managed sourcing capabilities
3. Leading multi-format retail player in the South Indian states of Andhra Pradesh and Telangana, well positioned to take advantage of industry tailwinds
4. Business model delivering financial growth
5. Operations led by the promoters, supported by an experienced senior management team

For further details, see "*Our Business – Our Competitive Strengths*" on page 190.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Restated Financial Information*" and "*Other Financial Information*" beginning on pages 252 and 324, respectively.

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

A. Basic and Diluted Earnings Per Equity Share ("EPS"), as adjusted for changes in capital (face value of each Equity Share is ₹2):

Period/Financial Year Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	3.68	3.68	3
March 31, 2024	2.17	2.17	2
March 31, 2023	2.39	2.39	1
Weighted Average	2.96	2.96	

Notes:

i) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights

ii) Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year

iii) Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year

iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

v) The figures disclosed above are based on the Restated Financial Information of our Company.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share of face value of ₹2 each:

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on basic EPS for financial year ended March 31, 2025	[●]*	[●]*
Based on diluted EPS for financial year ended March 31, 2025	[●]*	[●]*

* *To be updated upon finalization of price band.*

C. Industry Peer Group P/E ratio

Particulars	P/E Ratio	Name of the company	Face value of equity shares
Highest	527.53	Shoppers Stop Limited	5
Lowest	29.22	Sai Silks (Kalamandir) Limited	2
Average	139.46		

Notes:

i) P/E Ratio has been computed based on the closing market price on August 11,2025 of equity shares on BSE, divided by the EPS provided under Note (F) below which are considered from audited consolidated financial statements for year ended March 31, 2025.

D. Return on Net Worth ("RoNW")

Financial Year/Period Ended	RoNW (%)	Weight
March 31, 2025	22.85%	3

Financial Year/Period Ended	RoNW (%)	Weight
March 31, 2024	17.54%	2
March 31, 2023	23.45%	1
Weighted Average	21.18%	-

Notes:

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

ii) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated net worth at the end of the year/period.

iii) 'Net worth' under section 2(57) of The Companies Act,2013: 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 on March 31, 2023, March 31, 2024 and March 31, 2025, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

E. Net Asset Value ("NAV") per Equity Share

Particulars	Amount (₹)
As on March 31, 2025	16.10
After the completion of the Offer	
- At the Floor Price^	[●]*
- At the Cap Price^	[●]*
At Offer Price*	[●]*

^ *To be computed after finalization of price band.*

* *To be determined on conclusion of the Book Building Process*

Notes:

i) Net Asset Value per Equity Share = Net worth as per the Restated Financial Information / Number of equity shares outstanding as at the end of year.

ii) 'Net worth' under section 2(57) of The Companies Act,2013: 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 on March 31, 2023, 2024 and 2025, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

F. Comparison of accounting ratios with listed industry peers

Name of Company	Face Value (₹ Per Share)	Closing price on August 11, 2025 (₹)	Revenue from Operations for Fiscal 2025 (in ₹ million)	EPS (₹)		NAV (₹ per share)	P/E	RONW (%)
				Basic	Diluted			
RSB Retail India Limited	2	NA	26,939.44	3.68	3.68	16.10	NA	22.85%
Listed Peers								
V2 Retail Limited	10	1,727.00	18,844.95	20.83	20.83	100.11	82.91	20.80%
V-Mart Retail Limited	10	755.20	32,538.60	5.78	5.72	102.08	132.03	5.65%
Baazar Style Limited	5	309.25	13,437.13	2.02	2.02	54.12	153.09	3.63%
Sai Silks (Kalamandir) Limited	2	169.45	14,620.10	5.80	5.80	76.81	29.22	7.54%
Shoppers Stop Limited	5	522.25	46,276.40	0.99	0.99	29.18	527.53	3.39%
Aditya Birla Fashion and Retail Limited	10	74.65	73,547.30	(3.53)	(3.53)	55.83	NA	(9.16%)
Trent Limited	1	5,444.10	171,346.10	43.51	43.51	157.06	125.12	27.48%
Vishal Mega Mart Limited	10	142.05	107,163.45	1.40	1.36	13.92	104.45	9.87%
Avenue Supermarts Limited	10	4184.40	593,580.50	41.61	41.50	329.27	100.83	12.64%

Notes:

(i) All the financial information for listed industry peers mentioned above is on an audited consolidated basis and sourced from the results and audited financial statements of the relevant companies for the financial year 2024-25, as available on the websites of the Stock Exchanges.

(ii) The basic and diluted Earnings per Equity Share for the year presented for RS Brothers Retail India Limited have been calculated/restated after considering the share split and bonus issue during the financial year 2024-25

(iii) Basic and diluted EPS refers to the Basic and diluted EPS sourced from the publicly available financial results of the respective companies for the financial year 2024-25.

(iv) P/E Ratio has been computed based on the closing market price on August 11,2025 of equity shares on BSE, divided by the EPS provided under Note (3) above.

(v) Return on Net Worth (%) =Net Profit after tax attributable to owners of the Company/ Net Worth at the end of the year.

(vi) Net Asset Value per Equity Share (in ₹) = Net worth at the end of the year / Weighted number of equity shares outstanding at the end of the year.

(vii) N.A. – Not Applicable at this stage.

(viii) For Aditya Birla Fashion & Retail Limited, Revenue from operations and RONW% is considered basis financials for continuing operations.

(ix) Number of equity shares have been considered after adjusting for corporate action i.e., issuance of bonus shares for calculation of Net asset value per equity share and Basic & Diluted EPS for V-mart Retail Limited.

G. Key Performance Indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by resolutions of our Audit Committee each dated August 13, 2025, and the Audit Committee has confirmed that no KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been subject to verification and certification by Laxminiwas & Co., Statutory Auditors of our Company with firm registration number 011168S pursuant to certificate dated August 14, 2025.

Details of our KPIs for the Fiscals 2025, 2024 and 2023 are set out below:

KPI	Unit	As of/ for the		
		Financial year ended March 31, 2025	Financial year ended March 31, 2024	Financial year ended March 31, 2023
Financial KPIs				
Revenue from Operations [1]	INR in Million	26,939.44	24,579.91	21,267.19
Gross Profit [2]	INR in Million	10,126.40	8,711.32	6,923.14
Gross Profit Margin [3]	(%)	37.59%	35.44%	32.55%
EBITDA [4]	INR in Million	3,738.26	2,661.08	2,192.94
EBITDA Margin [5]	(%)	13.88%	10.83%	10.31%
PAT [6]	INR in Million	1,044.21	616.74	678.21
PAT Margin [7]	(%)	3.84%	2.49%	3.16%
Return on Equity (ROE) [8]	(%)	25.83%	19.24%	26.55%
Return on Capital Employed (ROCE) [9]	(%)	28.95%	24.39%	30.44%
Debt to Equity Ratio [10]	Ratio	2.35	2.04	1.73
Inventory Turnover Ratio [11]	Ratio	3.09	3.31	3.72
Net Working Capital Days [12]	No. of Days	28	23	20
Operational KPIs				
No. of Stores [13]	in Nos.	73	57	41
No. of stores in Metro and Tier 1 cities [14]	in Nos.	40	31	25
No. of stores in Tier 2 cities and beyond [15]	in Nos.	33	26	16
No. of States Stores operate in [16]	in Nos.	3	3	2
No. of cities Stores operate in [17]	in Nos.	22	17	12
Total Store Area [18]	In Sq. Ft	1,854,850	1,369,704	1,085,908
Average Store Size [19]	In Sq. Ft	25,408.90	24,029.89	26,485.56
Average revenue per store [20]	INR in Mn	369.03	431.23	518.71
Average revenue per sq.ft. [21]	INR	14,523.78	17,945.42	19,584.71
Same store sales growth [22]	(%)	(4.38) %	0.34%	29.19%
No. of bills [23]	in Mn Nos.	10.56	9.09	7.50
Average order value [24]	INR	2551.01	2,705.34	2,834.50
Average selling price per apparel piece [25]	INR	722.82	759.68	864.43

Notes

(1) Revenue from Operations: Revenue from sale of goods and other operating revenue

(2) Gross Profit = Revenue from Operations less Cost of Goods Sold; Cost of Goods Sold = cost of materials consumed plus purchase of stock in trade plus changes in inventory

(3) Gross Profit Margin = Gross Profit divided by Revenue from operations

(4) EBITDA = Revenue from Operations reduced by Cost of Goods Sold, Employee Benefit Expenses and Other Expenses

(5) *EBITDA Margin = EBITDA divided Revenue from operations*
(6) *PAT = Net profit for the year as appearing in the Restated Financial Information*
(7) *PAT Margin = PAT divided by sum of Revenue from operations and other income*
(8) *Return on Equity = PAT divided by Average Shareholders' Equity; Average Shareholders' Equity = Average of Opening and Closing Shareholders' Equity*
(9) *Return on Capital Employed = Earnings Before Interest & Tax (EBIT) divided by Capital Employed. EBIT = Profit Before Taxes and exceptional items + Finance Cost - Other Income; Capital Employed = Total Assets reduced by Current Liabilities and Non-Current Liabilities excluding Current & Non-Current Borrowings*
(10) *Debt to Equity Ratio = Sum of Current Borrowings, Non-Current Borrowings and Total Lease Liabilities divided by total shareholders' equity*
(11) *Inventory Turnover ratio = Cost of Goods Sold divided by Average Inventories; Average Inventories = Average of opening and closing inventories*
(12) *Net Working Capital Days = (Sum of inventory and trade receivables less trade payables) divided by revenue from operations and multiplied by 365*
(13) *No. of Stores = Count of total stores*
(14) *No. of stores in Metro and Tier 1 cities = Count of stores in Metro and tier 1 cities*
(15) *No. of stores in Tier 2 cities and beyond = Count of stores in tier 2 cities and beyond*
(16) *No. of States Stores operate in = Count of states in which the stores operate*
(17) *No. of cities Stores operate in = Count of cities in which the stores operate*
(18) *Total Store Area = Sum total store area in operation*
(19) *Average Store Size = Total Store Area divided by No. of stores as of the relevant date.*
(20) *Average revenue per store = Total Revenue from Operations divided by no. of stores as of the relevant period.*
(21) *Average revenue per sq.ft = Revenue from Operations divided by total store area*
(22) *Same store sales growth = Same-store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 24 months at the beginning of each year*
(23) *No. of bills = Total number of bills raised for generating revenue from operations.*
(24) *Average order value = Revenue from operations divided by number of bills generated.*
(25) *Average selling price per apparel piece = Total revenue from sale of apparels divided by number of pieces sold in a year*

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" at pages 187 and 329, respectively.

H. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See *"Risk Factors – We have in this Draft Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("**Non-GAAP**") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies."* on page 62.

Brief explanation of the relevance of the KPIs for our business operations is set forth below. We have also described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 1.

KPI	Explanation
Average order value	This tracks the average sale value per bill. It helps in assessing retail performance, identifying growth opportunities, and formulating promotional strategies
Average revenue per sq.ft.	This is used to evaluate the operational and financial efficiency of the Company in terms of the per square feet utilised.
Average revenue per store	This is used to evaluate the operational and financial efficiency of the Company in terms of per operational store
Average selling price per apparel piece	It tracks the average sale value per piece. This helps in assessing retail performance, identifying growth opportunities, and formulating promotional strategies.
Average Store Size	This helps to assess the optimal area usage and to assess the rental and other expense requirement
Debt to Equity Ratio	The debt-to-equity ratio helps analysts assess a company's financial leverage.

KPI	Explanation
EBITDA	EBITDA offers valuable insights into the Company's operational profitability.
EBITDA Margin	The EBITDA margin reflects the Company's operational profitability
Gross Profit	Tracking gross profit assesses the Company's product margin earned from sales of traded goods.
Gross Profit Margin	Monitoring gross margin helps assess the Company's product margin earned from the sale of traded goods.
Inventory Turnover Ratio	Inventory turnover ratio helps analysts assess how efficiently a company manages its inventory
Net Working Capital Days	Assesses company's investment in working capital across inventories, trade receivables and trade payables.
No. of bills	Number of Bills refers to the total number of tax invoices generated at stores. This helps to track the growth in terms of number of customers.
No. of cities Stores operate in	City-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network in the country
No. of States Stores operate in	State wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network within a region
No. of Stores	Number of stores is used to measure the number of stores in operation. It provides valuable insights into the Company's operations, growth and expansion.
No. of stores in Metro and Tier 1 cities	Tier-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network within a region.
No. of stores in Tier 2 cities and beyond	Tier-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network within a region
PAT	Profit for the year tracks net profit of the Company after tax expense.
PAT Margin	Net Profit Margin helps assess overall profitability of the Company
Return on Capital Employed (ROCE)	Return on capital employed measures the efficiency with which the Company generates earnings from the capital invested in the business.
Return on Equity (ROE)	Return on equity indicates how effectively the Company generates profits from shareholders' equity.
Revenue from Operations	Tracking revenue from operations enables the Company to analyse the overall financial performance of the Company.
Same store sales growth	Same-store sales growth enables to assess the operational and financial efficiency of stores.
Total Store Area	Total store area is used to measure the total store area in operation. It provides valuable insights into the Company's operations, growth and expansion

I. Comparison of the KPIs of our Company with Listed Industry Peers

Set forth below is a comparison of our KPIs with our peer group companies listed in India:

For the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023.

a. For financial year ended March 31, 2025

Key Metrics	Unit	RSB Retail India Limited	V2 Retail Limited	V-Mart Retail Limited	Baazar Style Retail Limited	Sai Silks (Kalamandir) Limited	Shoppers Stop Limited	Aditya Birla Fashion & Retail Limited	Trent Limited	Vishal Mega Mart Limited	Avenue Supermarts Limited
Financial KPIs											
Revenue from Operations	INR In Million	26,939.44	18,844.95	32,538.60	13,437.13	14,620.10	46,276.40	73,547.30	171,346.10	107,163.45	593,580.50
Gross Profit	INR In Million	10,126.40	5,512.53	11,241.40	4,524.31	6,108.70	19,004.60	41,776.60	74,454.70	30,527.24	88,063.50
Gross Profit Margin	(%)	37.59%	29.25%	34.55%	33.67%	41.78%	41.07%	56.80%	43.45%	28.49%	14.84%
EBITDA	INR In Million	3,738.26	2,578.19	3,771.10	1,895.82	2,116.30	7,084.10	6,764.20	27,584.50	15,301.80	44,873.30
EBITDA Margin	(%)	13.88%	13.68%	11.59%	14.11%	14.48%	15.31%	9.20%	16.10%	14.28%	7.56%
PAT	INR in Million	1,044.21	720.32	457.70	146.63	853.90	108.90	(6,241.70)	15,344.10	6,319.67	27,074.50
PAT Margin	(%)	3.84 %	3.81%	1.40%	1.08%	5.75%	0.23%	(8.27%)	8.84%	5.87%	4.55%
Return on Equity	(%)	25.83%	23.20%	5.88%	4.74%	7.78%	3.50%	(10.83%)	31.68%	10.51%	13.50%
Return on Capital Employed	(%)	28.95%	34.46%	15.03%	15.73%	12.24%	32.37%	(5.94%)	30.63%	14.68%	16.88%
Debt to Equity Ratio	Ratio	2.35	2.45	0.97	2.47	0.36	10.32	0.74	0.40	0.27	0.04
Inventory Turnover Ratio	Ratio	3.09	2.73	2.36	1.87	1.13	1.46	0.91	5.34	4.62	11.27
Net Working Capital Days	No. of Days	28	37	25	57	188	(13)	29	25	15	25
Operational KPIs											
No. of Stores	in Nos.	73	189	497	222	68	299	3,250	1,043	696	415
No. of stores in Tier 1 cities	in Nos.	40	NA	110	14	53	NA	1,950	NA	192	NA
No. of stores in Tier 2 cities and beyond	in Nos.	33	NA	387	208	15	NA	1,300	NA	504	NA
No. of States Stores operate in	in Nos.	3	20	27	9	5	23	29	30	30	12
No. of cities Stores operate in	in Nos.	22	150	309	174	20	70	900+	242	458	24
Total Store Area	In Sq. Ft	1,854,850	2,027,000	4,300,000	1,920,000	716,000	4,500,000	4,600,000	13,000,000	12,160,000	17,200,000
Average Store Size	In Sq. Ft	25,408.90	10,700.00	8,652.00	8,976.00	10,531.00	15,050.00	1,415.00	12,469.00	17,474.00	41,446.00
Average revenue per store	INR in Mn	369.03	9.97	6.55	60.53	215	181.5	20.37	147.85	153.97	1,393.00
Average revenue per sq.ft.	INR	14,523.78	1,017.00	710.00	8,652.00	20,417.00	12,060.00	15,988.54	16,000.00	88,127.84	33,896.00
Same store sales growth	(%)	(4.38)%	29.00%	11.00%	13.00%	NA	4.00%	NA	10.00%	12.31%	8.40%
No. of bills	in Mn Nos.	10.56	NA	NA	14.40	NA	NA	NA	NA	NA	353.00
Average order value	INR	2,551.01	877.00	1,045.00	997.00	4,664.00	4,942.00	4,800.00	NA	N/A	1,638.00
Average selling price per apparel piece	INR	722.82	308.00	228.00	NA	NA	1,743.00	NA	NA	NA	NA

b. For financial year ended March 31, 2024

Key Metrics	Unit	RSB Retail India Limited	V2 Retail Limited	V-Mart Retail Limited	Baazar Style Retail Limited	Sai Silks (Kalamandir) Limited	Shoppers Stop Limited	Aditya Birla Fashion & Retail Limited	Trent Limited	Vishal Mega Mart Limited	Avenue Supermarts Limited
Financial KPIs											
Revenue from Operations	INR In Million	24,579.91	11,647.27	27,856.00	9,728.82	13,735.50	43,165.90	64,414.90	123,751.10	89,119.46	507,888.30
Gross Profit	INR In Million	8,711.32	3,460.03	9,605.10	3,247.49	5,588.80	17,723.80	33,478.50	54,162.20	24,658.93	75,142.90
Gross Profit Margin	(%)	35.44%	29.71%	34.48%	33.38%	40.69%	41.06%	51.97%	43.77%	27.67%	14.80%
EBITDA	INR In Million	2,661.08	1,478.17	2,130.50	1,421.65	2,119.80	7,169.60	3,700.20	19,221.30	12,486.01	41,037.70
EBITDA Margin	(%)	10.83%	12.69%	7.65%	14.61%	15.43%	16.61%	5.74%	15.53%	14.01%	8.08%
PAT	INR in Million	616.74	278.11	(967.60)	219.43	1,008.7	772.50	(9,070.20)	14,774.60	4,619.35	25,356.10
PAT Margin	(%)	2.49%	2.37%	(3.45%)	2.23%	7.22%	1.77%	(13.79%)	11.67%	5.16%	4.98%
Return on Equity	(%)	19.24%	10.66%	(12.13%)	10.74%	13.82%	30.45%	(22.52%)	43.68%	8.57%	14.58%
Return on Capital Employed	(%)	24.39%	19.45%	(1.06%)	17.47%	12.42%	58.97%	(7.26%)	27.19%	13.01%	18.04%
Debt to Equity Ratio	Ratio	2.04	1.91	1.86	3.06	0.44	9.24	2.01	0.43	0.26	0.03
Inventory Turnover Ratio	Ratio	3.31	2.35	2.16	1.73	1.15	1.60	0.71	4.73	4.36	12.07
Net Working Capital Days	No. of Days	23	71	24	64	177	(17)	94	26	11	22
Operational KPIs											
No. of Stores	in Nos.	57	117	444	162	60	249	4,664	877	611	365
No. of stores in Tier 1 cities	in Nos.	31	NA	104	NA	NA	NA	NA	NA	187	NA
No. of stores in Tier 2 cities and beyond	in Nos.	26	NA	340	NA	NA	NA	NA	NA	424	NA
No. of States Stores operate in	in Nos.	3	17	25	9	4	22	29	30	NA	12
No. of cities Stores operate in	in Nos.	17	100	288	146	16	62	900+	178	NA	24
Total Store Area	In Sq. Ft	1,369,704	1,254,000	4,000,000	1,465,000	647,000	4,300,000	11,900,000	10,000,000	11,010,000	15,150,000
Average Store Size	In Sq. Ft	24,029.89	10,700.00	9,009.00	9,043.20	10,788.00	17,269.00	2,551.00	15,000.00	18,012.00	41,507.00
Average revenue per store	INR In Mn	431.23	9.95	6.27	60.05	229	210	27.01	127	145.86	1,360.00
Average revenue per sq.ft.	INR	17,945.42	854.00	641.00	7,757.50	21,219.00	12,165.00	11,761.23	12,677.00	80,944.14	32,941.00
Same store sales growth	(%)	0.34%	31.00%	13.00%	9.54%	NA	0.00%	NA	59.00%	13.57%	9.90%
No. of bills	in Mn Nos.	9.09	NA	NA	10.04	NA	NA	NA	NA	NA	303.00
Average order value	INR	2,705.34	797.00	1,065.00	1,038.69	5,096.00	4,581.00	NA	N/A	N/A	1,635.00
Average selling price per apparel piece	INR	759.68	263.00	232.00	309.56	NA	1,677.00	NA	NA	NA	NA

c. For financial year ended March 31, 2023

Key Metrics	Unit	RSB Retail India Limited	V2 Retail Limited	V-Mart Retail Limited	Baazar Style Retail Limited	Sai Silks (Kalamandir) Limited	Shoppers Stop Limited	Aditya Birla Fashion & Retail Limited	Trent Limited	Vishal Mega Mart Limited	Avenue Supermarts Limited
Financial KPIs											
Revenue from Operations	INR In Million	21,267.19	8,388.83	24,648.40	7,879.03	13,514.69	40,221.30	124,179.00	82,420.20	75,860.37	428,395.60
Gross Profit	INR In Million	6,923.14	2,600.90	8,677.45	2,540.17	5,288.48	16,937.50	68,659.20	35,222.80	20,597.05	64,556.10
Gross Profit Margin	(%)	32.55%	31.00%	35.20%	32.24%	39.13%	42.11%	55.29%	42.74%	27.15%	15.07%
EBITDA	INR In Million	2,192.94	839.86	2,689.14	1,014.84	2,125.31	6,952.50	14,935.80	10,736.50	10,205.21	36,370.30
EBITDA Margin	(%)	10.31%	10.01%	10.91%	12.88%	15.73%	17.29%	12.03%	13.03%	13.45%	8.49%
PAT	INR in Million	678.21	(128.17)	(78.49)	51.02	975.88	1,160.10	(594.70)	3,936.90	3,212.73	23,783.40
PAT Margin	(%)	3.16%	(1.52%)	(0.32%)	0.64%	7.18%	2.84%	(0.47%)	4.63%	4.22%	5.54%
Return on Equity	(%)	26.55%	(5.07%)	(0.92%)	3.02%	27.96%	82.28%	(1.94%)	15.52%	6.44%	15.99%
Return on Capital Employed	(%)	30.44%	5.63%	8.92%	13.05%	23.09%	94.42%	4.72%	18.35%	10.57%	18.65%
Debt to Equity Ratio	Ratio	1.73	1.72	1.57	2.53	1.32	11.53	1.96	1.68	0.28	0.04
Inventory Turnover Ratio	Ratio	3.72	2.03	2.08	1.79	1.41	1.86	1.55	4.23	4.08	12.16
Net Working Capital Days	No. of Days	20	75	57	70	125	(27)	37	32	0	22
Operational KPIs											
No. of Stores	in Nos.	41	102	423	135	54	270	3,977	649	557	324
No. of stores in Tier 1 cities	in Nos.	25	NA	NA	NA	NA	NA	NA	566	178	NA
No. of stores in Tier 2 cities and beyond	in Nos.	16	NA	NA	NA	NA	NA	NA	83	379	NA
No. of States Stores operate in	in Nos.	2	17	26	9	4	22	32	23	NA	12
No. of cities Stores operate in	in Nos.	12	89	272	140	13	52	900+	140	NA	22
Total Store Area	In Sq. Ft	1,085,908	1,083,000	3,700,000	1,390,000	603,000	3,900,000	10,800,000	6,200,000	10,180,000	13,400,000
Average Store Size	In Sq. Ft	26,485.56	10,600.00	8,000.00	9,289.00	11,174.00	14,444.00	2,716.00	9,500.00	18,269.00	41,358.00
Average revenue per store	INR in Mn	518.71	8.23	5.82	51.5	250	187.5.0	28.1	114.3	136.19	1,290.80
Average revenue per sq.ft.	INR	19,584.71	651.00	623.00	7,445.00	22,397.00	12,980.00	11,498.06	13,350.00	74,519.06	31,096.00
Same store sales growth	(%)	29.19%	31.00%	23.00%	25.73%	NA	3.90%	0.4375	32.50%	25.16%	24.20%
No. of bills	in Mn Nos.	7.50	NA	NA	8.22	NA	NA	NA	NA	NA	258.00
Average order value	INR	2,834.50	797.00	1,017.00	1,040.88	5,915.00	4,086.00	3,522.00	2,170.00	N/A	1,621.00
Average selling price per apparel piece	INR	864.43	283.00	233.00	341.11	NA	1,540.00	1,347.00	680.00	NA	NA

Source:

a) All the financial information for our Company is based on the Restated Financial Information.

b) Annual report of the FY24 and FY23 are considered for extracting above details of the listed peer companies. FY25 information is considered from the financial statements as available on the website of the NSE.

c) Consolidated financial information, wherever applicable, has been considered hereabove.

Notes:

(1) Revenue from Operations: Revenue from sale of goods and other operating revenue
(2) Gross Profit = Revenue from Operations less Cost of Goods Sold; Cost of Goods Sold = cost of materials consumed plus purchase of stock in trade plus changes in inventory
(3) Gross Profit Margin = Gross Profit divided by Revenue from operations
(4) EBITDA = Revenue from Operations reduced by Cost of Goods Sold, Employee Benefit Expenses and Other Expenses
(5) EBITDA Margin = EBITDA divided Revenue from operations
(6) PAT = Net profit for the year as appearing in the Restated Financial Information and audited financials as the case maybe
(7) PAT Margin = PAT divided by sum of Revenue from operations and other income
(8) Return on Equity = PAT divided by Average Shareholders' Equity; Average Shareholders' Equity = Average of Opening and Closing Shareholders' Equity
(9) Return on Capital Employed = Earnings Before Interest & Tax (EBIT) divided by Capital Employed. EBIT = Profit Before Taxes and exceptional items + Finance Cost - Other Income; Capital Employed = Total Assets reduced by Current Liabilities and Non-Current Liabilities excluding Current & Non-Current Borrowings
(10) Debt to Equity Ratio = Sum of Current Borrowings, Non-Current Borrowings and Total Lease Liabilities divided by total shareholders' equity
(11) Inventory Turnover ratio = Cost of Goods Sold divided by Average Inventories; Average Inventories = Average of opening and closing inventories
(12) Net Working Capital Days = (Sum of inventory and trade receivables less trade payables) divided by revenue from operations and multiplied by 365
(13) No. of Stores = Count of total stores
(14) No. of stores in Metro and Tier 1 cities = Count of stores in Metro and tier 1 cities
(15) No. of stores in Tier 2 cities and beyond = Count of stores in tier 2 cities and beyond
(16) No. of States Stores operate in = Count of states in which the stores operate
(17) No. of cities Stores operate in = Count of cities in which the stores operate
(18) Total Store Area = Sum total store area in operation
(19) Average Store Size = Total Store Area divided by No. of stores as of the relevant date.
(20) Average revenue per store = Total Revenue from Operations divided by no. of stores as of the relevant period.
(21) Average revenue per sq.ft = Revenue from Operations divided by total store area
(22) Same store sales growth = Same-store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 24 months at the beginning of each year
(23) No. of bills = Total number of bills raised for generating revenue from operations.
(24) Average order value = Revenue from operations divided by number of bills generated.
(25) Average selling price per apparel piece = Total revenue from sale of apparels divided by number of pieces sold in a year

J. Comparison of KPIs based on additions or dispositions to Company's business

There are no material acquisitions or dispositions made by the Company during the last three Financial Years ended March 31, 2025, March 31, 2024, March 31, 2023.

Weighted average cost of acquisition ("WACA"), Floor Price and Cap Price

K. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Nil

L. Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

Nil

M. Since there are no such transactions to report under K and L, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoter / members of the Promoter Group entities or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of filing of the DRHP / RHP, irrespective of the size of transactions, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of transactions:

Primary transactions:

Date of allotment	No. of securities allotted	Nature of securities	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total consideration (₹ In million)
March 4, 2025	243,300,000	Equity shares	2	NA	Bonus issue in the ratio of 6 Equity Shares for every 1 Equity Share held by our Shareholders as on February 28, 2025	NA	NA

Secondary Transactions:

Date of transfer of equity shares	Number of equity shares transferred	Details of transferor	Details of transferee	Nature of transaction	Face value per equity share (in ₹)	Transfer price per equity share (in ₹)	Nature of consideration
September 25, 2023	729,900	Potti Venkateswarlu	Potti Venkata Sai Abhinay #	Gift	10	Nil	NA
September 25, 2023	973,200	Potti Venkateswarlu	Potti Venkata Sujatha #	Gift	10	Nil	NA
September 25, 2023	729,900	Seerna Rajamouli	Seerna Suresh#	Gift	10	Nil	NA
September 25, 2023	162,200	Seerna Rajamouli	Seerna Suvarna #	Gift	10	Nil	NA
September 25, 2023	486,600	Tiruveedhula Prasada Rao	Tiruveedhula Rakesh#	Gift	10	Nil	NA
September 25, 2023	486,600	Tiruveedhula Prasada Rao	Tiruveedhula Keshav Gupta#	Gift	10	Nil	NA
September 23, 2024	81,100	Gourisetty Lalitha	Seerna Suvarna	Gift	10	Nil	NA
February 10, 2020**	1,622,000	Satyanarayana Potti	Potti Malathi Lakshmi Kumari	Gift	10	Nil	NA
September 23, 2024	486,600	Potti Malathi Lakshmi Kumari	Potti Venkata Lakshmi Greeshma	Gift	10	Nil	NA
September 23, 2024	486,600	Potti Malathi Lakshmi Kumari	Rachana Sree Potti	Gift	10	Nil	NA
November 6, 2023	405,500	Potti Venkata Sujatha	Maturu Venkata Lakshmi Sindhu#	Gift	10	Nil	NA
November 6, 2023	405,500	Potti Venkata Sujatha	Potti Venkata Lakshmi Spandana#	Gift	10	Nil	NA

 # This individual is also a Selling Shareholder.

*** The relevant gift deed was executed on January 7, 2019.*

N. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the Selling Shareholders or other shareholders with the right to nominate directors on our Board are disclosed below:

(in ₹)

Types of transactions	Weighted average cost of acquisition	Floor price (in times)*	Cap price (in times)*
Weighted average cost of acquisition of primary issuances	NA	[●]	[●]
Weighted average cost of acquisition of secondary issuances	NA	[●]	[●]
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either issuance or acquisition/ sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), the information has been disclosed for price per share of the Company based on the last five primary/secondary transactions where Promoter /Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board, as applicable, are a party to the transaction, during the last three years preceding to the date of this Draft Red Herring Prospectus, irrespective of the size of the transaction.			
Based on primary transactions	Nil	[●] times	[●]
Based on secondary transactions	Nil	[●] times	[●]

* *To be updated at the Prospectus stage.*

\# *As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditors of our Company, by way of their certificate dated August 14, 2025.*

O. Justification for Basis of Offer price

1. The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of primary issuances/secondary issuances of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for the Financial Years 2025, 2024 and 2023, and in view of external factors if any

[●]*

* *To be included upon finalization of Price Band*

2. Explanation for the Offer Price/Cap Price, being [●] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

* *To be included on finalisation of Price Band.*

P. Justification of the Cap Price

[●]*

* *To be included on finalisation of Price Band.*

Q. The Offer Price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Bidders should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Restated Financial Information*" at pages 35, 187 and 252, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

Date: August 14, 2025
To,

The Board of Directors
RSB Retail India Limited
(formerly known as R.S. Brothers Retail India Limited)
Door No. 7-2-1740, Opposite to Fire Station Office,
Main Road, Sanath Nagar, Rangareddi,
Hyderabad
Telangana India 500018

Sub: Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares") of RSB Retail India Limited (formerly known as "R S Brothers Retail India Limited") (the "Company" and such offer, the "Offer")- Certificate on possible special tax benefits.

Dear Sir/ Madam,

Re: Statement of possible special tax benefits available to RSB Retail India Limited (formerly known as "R S Brothers Retail India Limited") and its shareholders prepared in accordance with the requirements under Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

1. We, Laxminiwas & Co.("**the Firm**"), the statutory auditors of the Company, hereby confirm the enclosed statement ("**Statement**") in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under Income-tax Act, 1961 ('**Act'**) presently in force in India viz. the Income-tax Act, 1961, ('**Act'**), the Income-tax Rules, 1962, ('**Rules'**), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, possible special tax benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 ("**GST Acts**"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("**Tariff Act**"), as amended by the Finance Act 2021 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year 2024-25, available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its shareholders face in the future, the Company, its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('**SEBI ICDR Regulations'**). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The benefits discussed in the enclosed Statement cover the possible special tax benefits available to the Company, its shareholders, and do not cover any general tax benefits available to them.

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

6. The benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended

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 distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

7. We do not express any opinion or provide any assurance whether:
   - The Company, its shareholders, will continue to obtain these benefits in future.
   - The conditions prescribed for availing the benefits have been/ would be met.
   - The revenue authorities/courts will concur with the views expressed herein.

8. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

9. This statement may be relied upon by the Company, the BRLMs, and the legal counsels appointed in relation to the Offer. We hereby consent to include extracts of, or reference to, this statement being included in the Offer Documents, and in connection with the Offer and/or submitted to SEBI, Stock Exchanges, and the Registrar of Companies, and other relevant authorities, and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. Except for the foregoing, this certificate should not be used by any other person or for any other purpose. Accordingly, except as otherwise stated in this paragraph, 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 certificate is shown or into whose hands it may come without our prior consent in writing.

10. This report may be delivered to SEBI, the stock exchanges, to the Registrar of Companies, Telangana at Hyderabad or to any other regulatory and statutory authorities

For Laxminiwas & Co.,
Chartered Accountants
ICAI Firm Registration Number: 011168S

Partner: Vijay Singh
Membership No. 221671
Place: Hyderabad
UDIN: 25221671BMJBMC8962

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO RSB RETAIL INDIA LIMITED (THE "COMPANY"), AND ITS SHAREHOLDERS

Outlined below are the possible tax benefits in relation to the equity shares available to the company and its shareholders under the tax laws. These possible tax benefits are dependent on the company and its shareholders fulfilling the conditions prescribed under the tax laws. Hence, the ability of the company and its shareholders to derive the possible tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, which it may or may not choose to fulfil.

UNDER THE DIRECT TAX LAWS

POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY

The following benefits are available to the company after fulfilling conditions as per the applicable provisions of the Act**:**

- Section 115BAA of the IT Act, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that a domestic company can opt for a corporate tax rate of 22% (plus applicable surcharge and education cess) from the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or specified brought forward losses and depreciation/ unabsorbed depreciation and by claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA of the IT Act, provisions of Minimum Alternate Tax ('MAT') would not be applicable and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

  The Company has represented that it has opted for concessional tax regime under section 115BAA of the IT Act for AY 2020-21 and onwards.

- In accordance with and subject to fulfilment of conditions as laid out under Section 80JJAA of IT Act the Company may be entitled to claim deduction of an amount equal to thirty per cent of additional employee cost incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

- In case of dividend received by the Company from any other domestic company or a foreign company or a business trust in a financial year, the Company shall be eligible to claim a deduction under section 80M of the IT Act subject to fulfilment of prescribed conditions. The amount of such deduction would be restricted to the amount of the dividend distributed by the Company up to one month prior to due date of furnishing the income-tax return under section 139(1) of the IT Act for the relevant year.

- Any distributed income resulting from a buyback of shares by the company before 01.10.2024 will be taxable @ 20% under section 115QA in the hands of the company. However, any distributed income resulting from a buyback of shares by the company on or after 01.10.2024 will be considered as deemed dividend under section 2(22)(f) of Income Tax Act,1961 and is taxable in the hands of the shareholder under the head "Income from other sources".

POSSIBLE TAX BENEFITS AVAILABLE TO SHAREHOLDERS OF THE COMPANY

- As per section 111A of the IT Act, short-term capital gains arising from transfer of equity shares before 23.07.2024 on which securities transaction tax (STT) is paid at the time of acquisition and sale, shall be taxed at the rate of 10%. However, as amended by the Finance Act, 2024, the short-term capital gains arising from transfer of equity shares on or after 23.07.2024 on which securities transaction tax (STT) is paid at the time of acquisition and sale, shall be taxed at the rate of 20%. This is subject to fulfillment of prescribed conditions under the IT Act.

- Section 112A of the IT Act provides for concessional rate of tax on certain long term capital gains with effect from April 1, 2019 (i.e., Assessment Year 2019-20). Any income, exceeding Rs.1,00,000 arising from the transfer of a long-term capital asset (i.e., capital asset held for more than 12 months) being an equity share in a company or a unit of an equity-oriented fund wherein Securities Transaction Tax ('STT') is paid on both acquisition and transfer, income tax is charged at a rate of 10% without giving effect to indexation. However as amended by the Finance (No. 2) Act, 2024, the long-term capital gains (LTCG) from the sale of listed equity shares on or after 23.07.2024 wherein the securities transaction tax is paid on both acquisition and transfer, income tax is charged at the rate of 12.5% on long term capital gains exceeding Rs. 1,25,000 in a financial year without giving effect to indexation.

- In respect of non-resident, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable double taxation avoidance agreement if any, between India and the country in which the non-resident has fiscal domicile and also subject to non-resident having necessary documentation as required under the IT Act.

STATEMENT OF TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE LAWS IN INDIA - INDIRECT TAX LAWS:

Outlined below are the possible tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 ("GST Act"), The Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act, 2023 applicable for the Financial Year 2024-25, Foreign Trade Policy 2023, read with relevant Rules, Notifications and Circulars, each as amended and presently in force in India (collectively referred as "Indirect Tax Laws").

Indirect tax benefits available to the Company:

1. **Benefit of Export Promotion Capital Goods scheme (EPCG) under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023):**

   If the company avails benefit under the export promotion capital goods scheme covered under chapter 5 of the FTP wherein it is eligible to undertake duty free import of capital goods which are used in manufacturing of goods. Under the scheme, the Company is required to fulfil an export obligation i.e., undertake export of goods within a prescribed time period.

2. **Benefits of Advance Authorization under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023):**

   If the company avails benefit under the Advance Authorization scheme covered under chapter 4 of the **FTP wherein it is eligible to undertake duty free import of inputs, which is physically** incorporated in manufacturing goods for export purposes (making normal allowance for wastage). Under this scheme, the Company is under obligation to undertake export of goods within a prescribed time period.

3. **Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962:**

   As per Section 75 of the Customs Act, the Central Government is empowered to allow duty drawback on goods manufactured in India and exported if the company avails duty drawback benefit as per the All-Industry Rate (AIR) in the duty drawback schedule.

4. **Benefits of Remission of Duties and Taxes on Export Products ("RoDTEP") Scheme under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023):**

   This scheme provides rebate of duties/ taxes / levies (which are not refunded under any other existing schemes), at the Central, State and local level, borne on the exported product, including prior stage cumulative indirect taxes on goods and services used in the production of the exported product and such indirect duties/ taxes / levies in respect of distribution of exported product if the company avails RoDTEP benefit as notified, on exported products. Under the Scheme, a rebate would be granted to eligible exporters at a notified rate as a percentage of FOB value with a value cap per unit of the exported product, wherever required, on export of items which are categorized under the notified 8-digit HS Code. However, for certain export items, a fixed quantum of rebate amount per unit may also be notified.

5. **Benefits under the Central Goods and Services Act, 2017, respective State / Union Territory Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant rules prescribed thereunder):**

   Under GST regime, the exporter has the option to either undertake exports under cover of a Bond/ Letter of Undertaking ("LUT") without payment of IGST and claim refund of accumulated input tax credit subject to fulfilment of conditions prescribed for export or the exporter may export with payment of IGST and claim refund of IGST paid on such exports as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017. Thus, the Integrated Goods and Service Tax Act, 2017 permits a supplier undertaking zero rated supplies (which will include the supplier making supplies to SEZ) to claim refund of tax paid on exports as IGST (by undertaking exports on payment of tax using ITC) or export without payment of tax by executing a Bond/ LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

Indirect tax benefits available to the shareholders of the Company:

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

SECTION IV : ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "Apparel Market in India and South India" ("**Technopak Report**") dated August 12, 2025, prepared and issued by Technopak Advisors Private Limited ("**Technopak**"), which has been commissioned and paid for by us for an agreed fee and prepared exclusively in connection with this Offer. The data included herein includes excerpts from the Technopak Report and may have been re-ordered by us for the purposes of presentation. A copy of the Technopak Report is available on the website of our Company at https://rsbretail.com/investor-relations/shareholders-information/industry-report/ and has also been included in "Material Contracts and Documents for Inspection" on page 436 of this Draft Red Herring Prospectus. 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 year. For more information, see "Risk Factors – This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 62. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 17. Technopak is an independent agency and is not related to our Company, Directors, Promoters or any of the Selling Shareholders.*

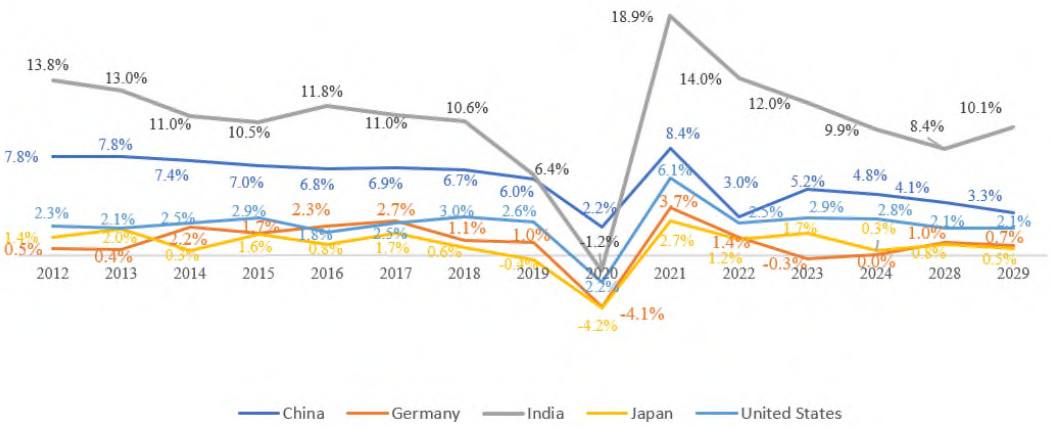
For definitions of Technical and Industry Related Terms, see, "Definitions and Abbreviations – Technical and Industry Related Terms" on page 11 of this Draft Red Herring Prospectus.

References to various segments in the Technopak Report and information derived therefrom are references to industry segments and in accordance with the presentation, analysis and categorization in the Technopak Report.

OVERVIEW OF THE INDIAN ECONOMY

India has consistently outpaced major global economies in terms of GDP growth, peaking at 18.9% in Fiscal 2022 post-pandemic. While China's growth has slowed from 7.8% in 2012 to a projected 3.3% by 2029, and the United States, Germany, and Japan have maintained moderate rates, India's economy remains robust. Despite a brief contraction in 2020 (-1.2 %), India rebounded strongly and is expected to sustain 8–10 % growth through 2029, making it the fastest-growing major economy.

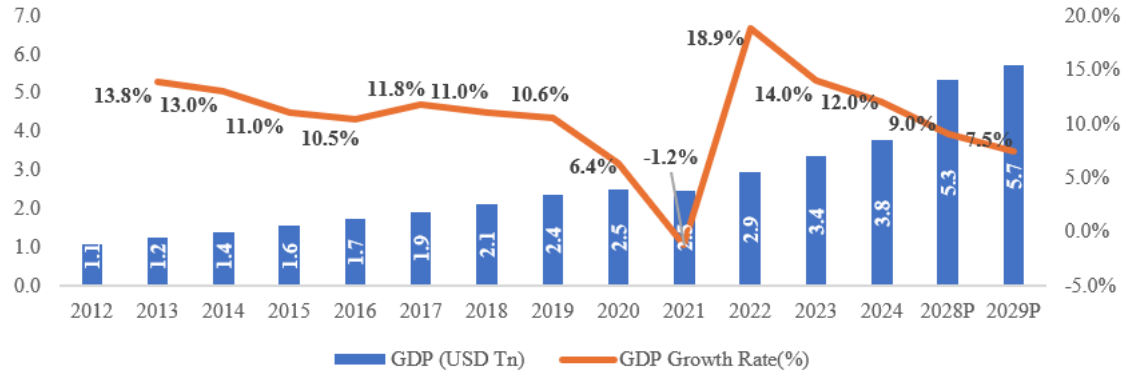
GDP Growth Rate (%) for key major economies



Note: For India, data for 2018 refers to Fiscal 2019 and so on.
Note: USD 1 = ₹80

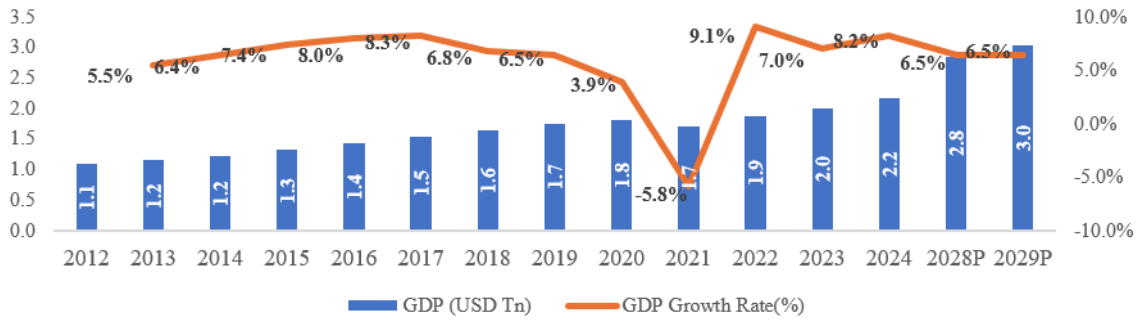
India is ranked fifth in the world in terms of nominal gross domestic product ("**GDP**") for Fiscal 2024 and is the third-largest economy in the world in terms of purchasing power parity ("**PPP**"). India is projected to be a US$ 6.5 trillion economy by Fiscal 2029 and is anticipated to become the third-largest economy, surpassing Germany and Japan in terms of nominal GDP.

India's GDP at Current Prices (Nominal GDP) (in USD trillion) and GDP Growth Rate (%) (Fiscal)



Source: RBI, IMF projections, Technopak Analysis
Note: USD 1 = ₹80

India's GDP at Constant Prices (Real GDP) (in USD trillion) and GDP Growth Rate (%) (Fiscal)



Source: RBI, Technopak Analysis
Note: USD 1 = ₹80

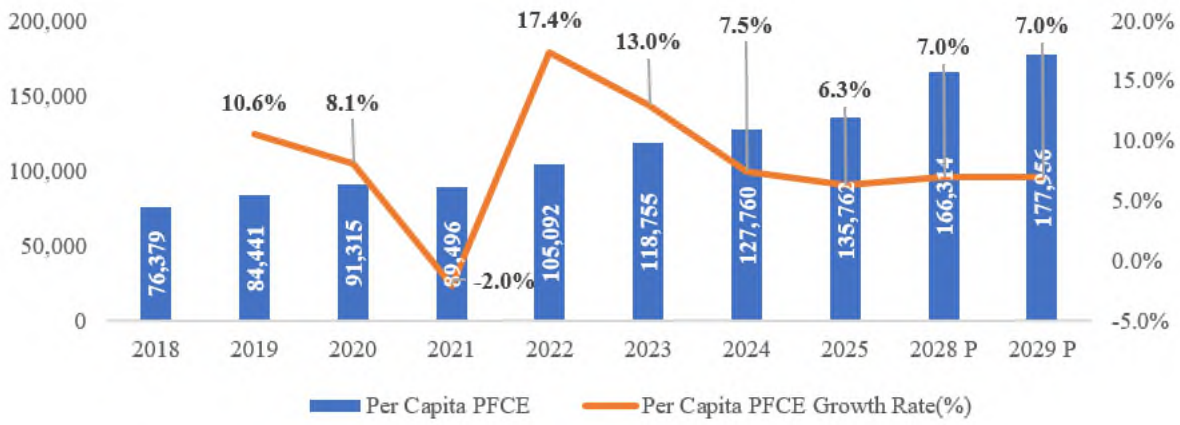
India's nominal GDP has grown at a CAGR of approximately 10.3% between Fiscal 2015 and Fiscal 2024 and is projected to continue this trend by registering a CAGR of approximately 8.7% for the five-year period from Fiscal 2024 to Fiscal 2029.

Since Fiscal 2005, the Indian economy's growth rate has been nearly twice that of the world economy, and it is expected to sustain this momentum. In the wake of COVID-19, India's nominal GDP contracted by approximately 1.2% in Fiscal 2021 followed by 18.9% year-on-year growth in Fiscal 2022 and 14.0% year-on-year growth in Fiscal 2023. It is expected this momentum will continue and India's nominal GDP will reach USD 5.7 trillion by Fiscal 2029. Between Fiscal 2024 and Fiscal 2029, India's real GDP is expected to grow at a CAGR of around 6.5%. The growth trajectory of the Indian economy is expected to position India among the top three global economies by Fiscal 2029.

India Per Capita Consumption

India's per capita final consumption expenditure showed significant growth pre-COVID. In Fiscal 2020, the average per capita final consumption expenditure was estimated at ₹91,254, a steep increase from ₹76,794 in Fiscal 2018. Due to the emergence of COVID-19 in Fiscal 2020, there was an approximately 2.7% drop to ₹88,775 in Fiscal 2021. It recovered during Fiscal 2023 to ₹118,755 and has reached ₹135,762 in Fiscal 2025.

India's Per Capita Consumption Expenditure (Current Prices) and Growth (%) (In ₹) (Fiscal)

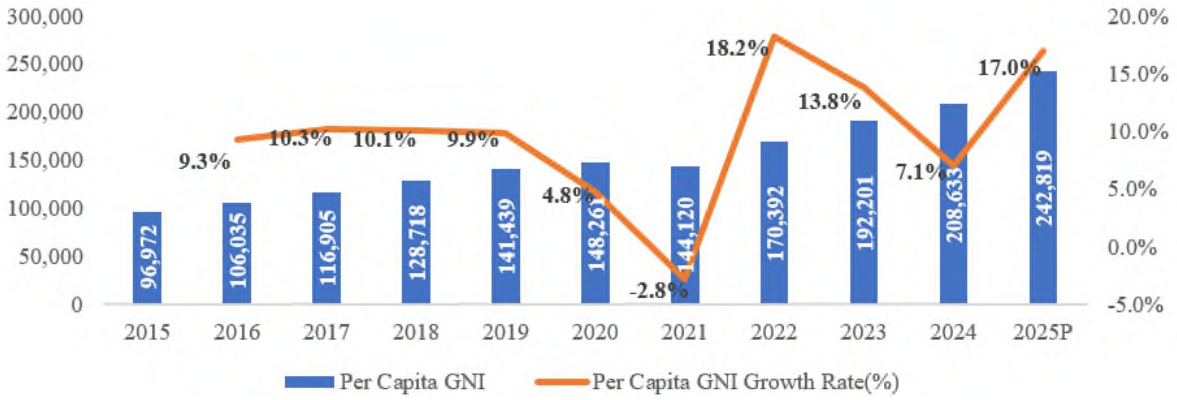


Source: Ministry of Statistics and Programme Implementation, Technopak Analysis

Evolution of Indian Per Capita Income

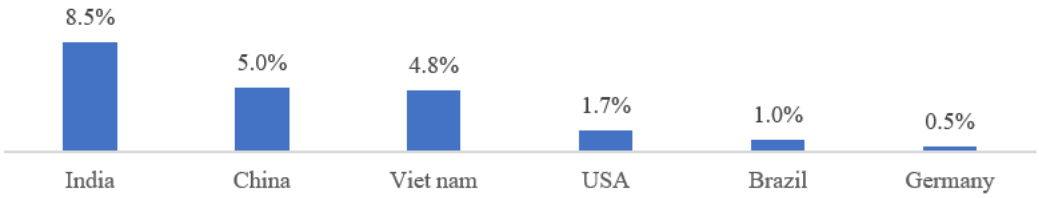
The growth rate of per capita gross national income ("**GNI**") has accelerated in recent years, underscoring the expanding Indian economy. The per capita GNI for India stood at ₹208,633 in Fiscal 2024, marking a ~47.5 % increase from ₹141,439 in Fiscal 2019, representing a CAGR of 8.1%. Other major economies such as the United States, UK, and China grew at a CAGR of 4.7%, 2.6%, and 7% respectively during 2018–2023.

India's GNI Per Capita (₹) (Current Prices) and Year-on-Year Growth Trend (%) (Fiscal)



Source: Ministry of Statistics and Programme Implementation, Technopak Analysis

Comparison of Per Capita GNI Growth Rate of Key Economies from 2018–2023



Source: Secondary Research
India calculation is for Fiscal 2019–Fiscal 2024

The per capita Net State Domestic Product ("**NSDP**") of South Indian states has shown steady growth, highlighting their economic strength. In 2023–24, the per capita NSDP for Karnataka was ₹186,038, for Telangana ₹183,854, for Tamil Nadu ₹179,732, for Kerala ₹161,957, and for Andhra Pradesh ₹135,806.

Net State Domestic Product (NSDP) of South Indian States (In ₹) (Fiscal 2024)

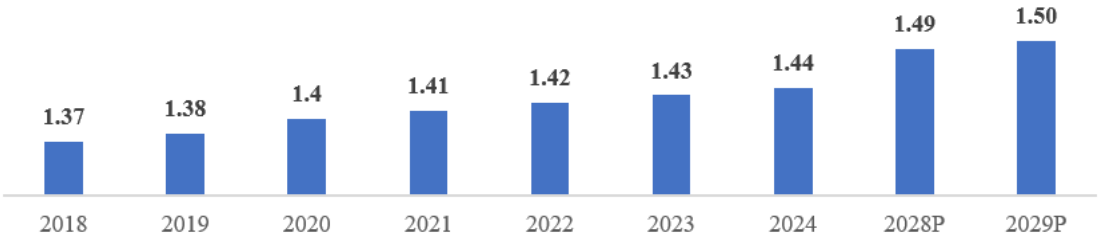
State	Net State Domestic Product (NSDP) (In ₹)
Karnataka	186,038
Telangana	183,854
Tamil Nadu	179,732
Kerala	161,957
Andhra Pradesh	135,806

Source: Secondary Research

Age-wise Population Breakup

India's population has steadily grown. India surpassed China's population in 2023 and became the most populous country in the world, with 1,430 million people in 2023 and an estimate of 1,440 million in 2024. Projections suggest this will continue, reaching 1,490 million by 2028.

Population of India (in million)

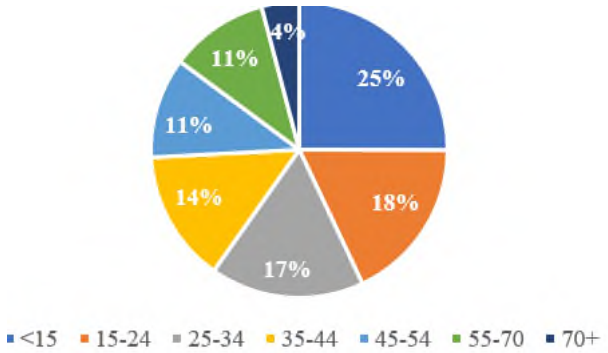


Source: IMF Projections Note: For India, Data for 2018 refers to Fiscal 2019 and so on.

More than half of India's population is in the fifteen to forty-five-year age bracket.

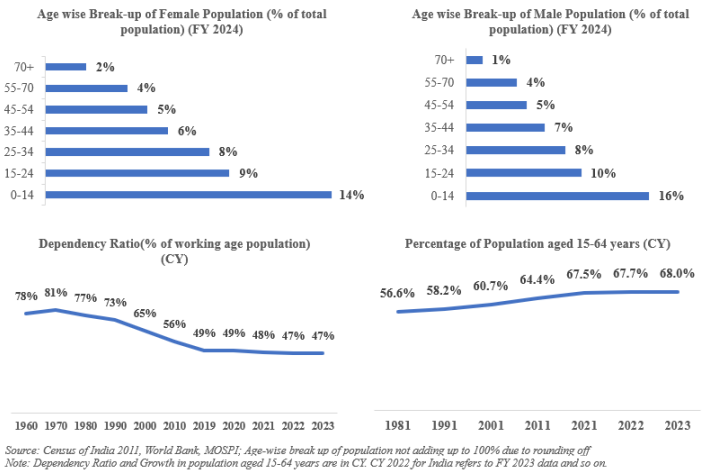
Currently, India is the most populated country in the world with approximately one-sixth of the world's population. About 74% of the total population falls within the 15 to 45 years age group, The largest age group is under 15 (25%), followed by 15-24 (18%), 25-34 (17%), and 35-44 (14%). The older population is smaller, with 11% aged 55-70 and only 4% above 70. This demographic distribution highlights that India's youth and working-age population contribute to positive demographics. Millennials (people born between 1981 and 1996) and Gen Zs (people born between 1997 and 2012) comprise more than 50% of India's population and provide a crucial demographic dividend to the country

India's Population Distribution, by Age (%) (Fiscal 2024)



Source: United Nations, Department of Economic and Social Affairs, Population Division (2024), and Technopak Estimates

Age Dependency Ratio



Source: Census of India 2011, World Bank, MOSPI; Age-wise break up of population not adding up to 100% due to rounding off
Note: Dependency Ratio and Growth in population aged 15–64 years are in calendar year. Data for 2022 for India refers to Fiscal 2023 data and so on.

India has one of the youngest populations globally compared to other leading economies. The median age in India was ~29.5 years in 2023 as compared to 38.5 years and 39.8 years in the US and China, respectively and is expected to remain under 30 years until 2030. The younger segment of the population is naturally pre-disposed to adopting new trends and changes given their educational profile and their exposure to media and technology, which presents an opportunity for domestic consumption in the form of branded products and organized retail, among others. In addition, the advantage of higher working-age population for India compared to other economies serves as a positive factor for the production side of its economy fostering an environment conducive to growth, innovation and sustained economic development.

The young population is also more brand aware and informed, which enables them to adapt to new trends easily. The widespread proliferation of the internet and mobile technology has significantly enhanced access to information, enabling young consumers to research brands, products, and market trends with ease. Social media platforms such as Instagram and YouTube are pivotal in shaping their preferences, as influences and brands highlight new products and trends, creating a sense of urgency and desirability amongst viewers.

Median Age of Key Global Economies (2023)

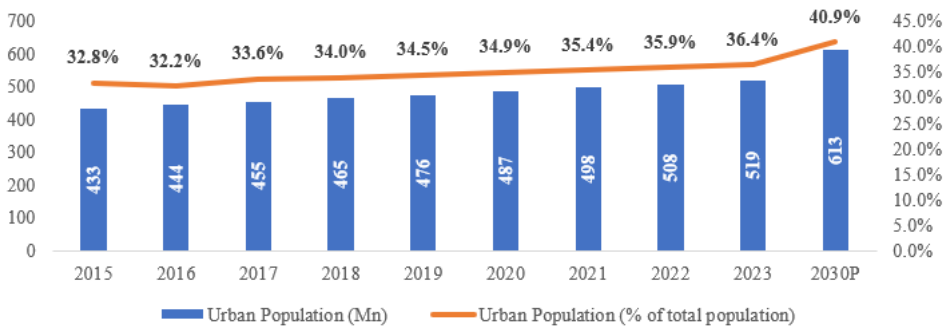
Country	India	Brazil	Australia	USA	China	UK	France	Germany	Japan
Median Age	29.5	34.7	37.9	38.5	39.8	40.6	42.4	46.7	49.5

Source: World Population Review

Urbanization

Urbanization is one of the most important pillars of India's growth story, as these areas serve as the core drivers for consumption. India had the second-largest urban population in the world (in absolute terms) at 519 million in 2023, ranking only below China. Indian urban system constitutes ~11% of the total global urban population. However, only ~36% of India's population is classified as urban, compared to a global average of ~57%. It is the pace of India's urbanization that is a key trend fuelling India's economic growth. Currently, the urban population contributes 63% to India's GDP. Looking ahead, it is estimated that ~41% (613 million) of India's population will be living in urban centres by 2030.

India's Urban Population (in million) and Increasing Urban Population as a Percentage of Total Population Over the Years (Calendar Years)



Source: World Bank, Technopak Analysis

Growth in Private Final Consumption Expenditure

Private Final Consumption Expenditure ("**PFCE**") in India has exhibited varying y-o-y growth rates over the past few years. Fiscal 2021 witnessed a significant contraction in PFCE growth, with a y-o-y rate of -1.7% largely due to the slowdown caused by the COVID-19 pandemic. Data for Fiscal 2024 shows a rebound, with a growth rate of 8.5%, reflecting an anticipated revival in consumer demand as the economy recovers from the pandemic-induced downturn. With projected growth rates of 8.7% in Fiscal 2028, a sustained positive trajectory for PFCE is forecasted in India.

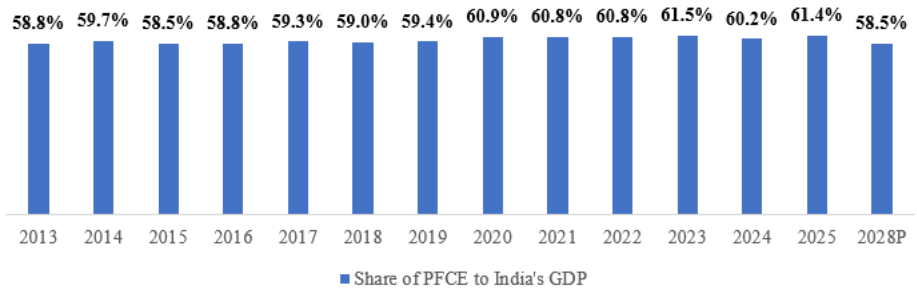
India's Private Final Consumption Expenditure (Nominal) (in US$ trillion) (Fiscal)

Source: RBI, Ministry of Statistics and Programme Implementation, Technopak Analysis
Note: USD 1 = ₹80

Share of Private Consumption/Household Consumption in India's GDP

A high share of private final consumption expenditure ("**PFCE**") to GDP indicates that an economy is driven by consumer spending, which can be a positive sign for economic growth. However, if the share of private consumption expenditure is excessively high, it may lead to inflationary pressures and an unsustainable economy. India's share of PFCE to GDP has increased over the years, reaching 61.4 % in Fiscal 2025, up from 58.8% in Fiscal 2013, and is projected at 58.5% in FISCAL 2028, reflecting the increasing role of consumption in the economy.

Share of Private Final Consumption Expenditure to India's GDP (%) (Fiscal)



Source: Ministry of Statistics and Programme Implementation

Share of Spend on Apparel

In Fiscal 2024, private consumption accounted for 58.5% of India's total GDP, signifying its critical role in driving economic activity. Of this, 48% was contributed by merchandise retail, with apparel and accessories representing 3.5% of the total consumption expenditure.

Share of Merchandise and Services in Household Expenditure – India (Fiscal 2024)

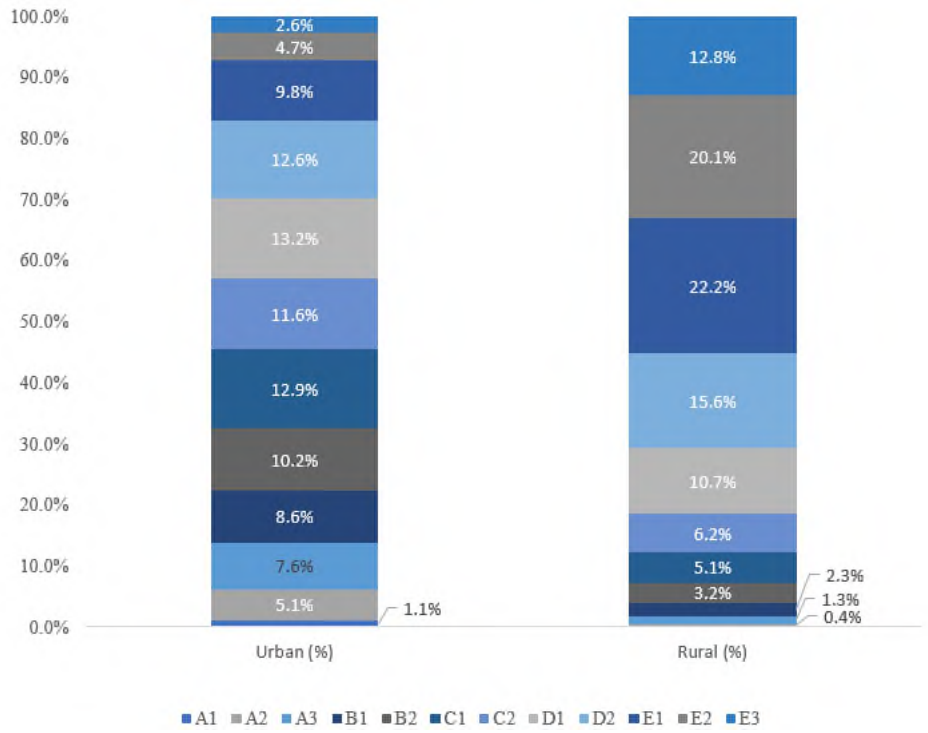
Broad Category	Share in Household Expenditure	Category	Share of Wallet
Merchandise Retail	~48%	Food and Grocery	30.3%
		Jewellery	3.7%
		Apparel & Accessories	3.5%
		Footwear	0.5%
		Pharma & Wellness	1.4%
		Consumer Durables & Information Technology	3.4%
		Home & living	2.0%
		Others Retail Categories	2.3%
Services	~52%	Healthcare, Travel, Hospitality, etc.	52%

Source: Technopak Analysis

SEC Break-up of Indian Households

The top 20% of Indian households account for approximately 50% of the total household consumption. Household consumption in India is skewed towards the Urban population. Socioeconomic classifications ("**SEC**") A, B and C1, which account for approximately 45.5% of the Urban population and approximately 12.3% of the rural population, commonly referred to as the "top 20%" of Indian households (by income).

SEC Break-up of Indian Households (in percentage) Fiscal 2024



Source: RBI Data, Economic Survey, World Bank, EIU, IMF

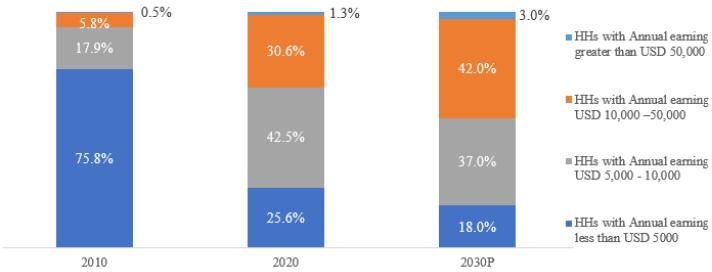
Note: Socio-economic classification is a stratification of Indian households used by marketers to understand consumer worthiness and consumption lifestyle. It is widely agreed that consumption behavior in India is better predicted by SEC (socio-economic class) classification, which is based on the Education of the chief earner and the number of "consumer durables" (from a predefined list)-owned by the family. The list has 11 items, ranging from 'electricity connections' and 'agricultural land' to cars and air conditioners.

Key Growth Drivers

- **Growing Middle Class:**

  The increase in number of households with annual earnings ranging from US$ 10,000 to US$ 50,000 is poised to drive the Indian economy by fostering demand for a wide array of goods, improved services, housing, healthcare, education, and more. Households with an annual income between US$ 10,000 and US$ 50,000 constituted a minor portion, accounting for 5.8% of the total population in Fiscal 2010. This share increased to ~34.5% in Fiscal 2023 and is expected to continue in the same vein, rising to 42% of the total population by Fiscal 2030. The expanding middle-class sector in India is accompanied by a growing appetite for premiumization across various sectors, including goods and services, construction, housing services, financial services, telecommunications, and retail.

Household Annual Earning Details (Fiscal)



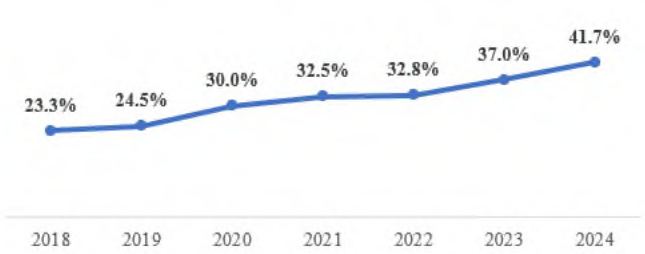
Source: EIU, Technopak Estimates
Note: USD 1 = ₹80

- **Women Workforce:**

Numerous factors, including better healthcare and greater media focus, are allowing women in India, in both urban and rural areas, to exercise greater influence on their families and society. The most important factor, however, is educational opportunity. Additionally, this increase of women in the workforce has led to a shift in household activity patterns, including an upward trend towards purchase of branded products, including fashion and lifestyle.

The female labour force participation rate in the country has improved significantly by 8.9 percentage points from 32.8% in Fiscal 2022 to 41.7% in Fiscal 2024. This significant jump is an outcome of the decisive agenda set by the government for ensuring women's empowerment through policy initiatives aimed at their long term socio-economic and political development. Policies and legislations in these areas have been driving government's 'women-led development' agenda in India

Participation of Women in Workforce Aged 15 Years and Above (%) (Fiscal)

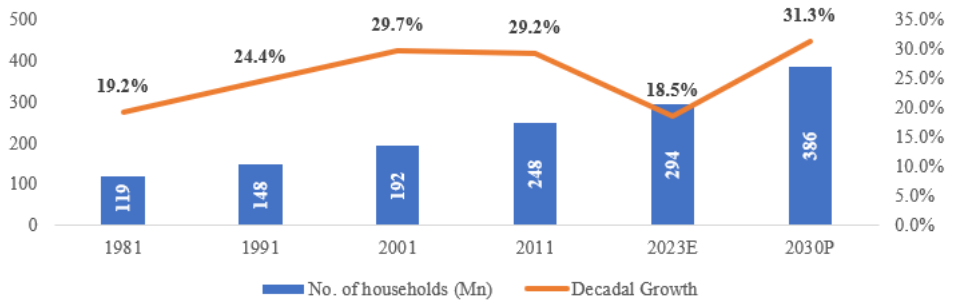


Source: Periodic Labour Force Survey (PLFS), MOSPI

- **Nuclearisation:**

The growth in the number of households exceeds population growth, indicating an increase in nuclearization in India. Average household size has reduced from 5.3 in Fiscal 2001 to 4.2 in Fiscal 2023 and is further projected to reduce to 3.9 by Fiscal 2030. In 2011, 69% of households had less than five members, compared to 62% in Fiscal 2001. The growth in the number of nuclear families is leading to an increase in the number of households, thereby creating a strong demand for housing units and discretionary expenditure in India. Possible factors for the decline in the growth rate of number of households between 2011 and 2023 could be the COVID-19 crisis, economy recession leading to low income, increase in real estate prices etc.

Total Number of Households in India (in million) and Decadal Growth Over the Years (%) (Fiscal)

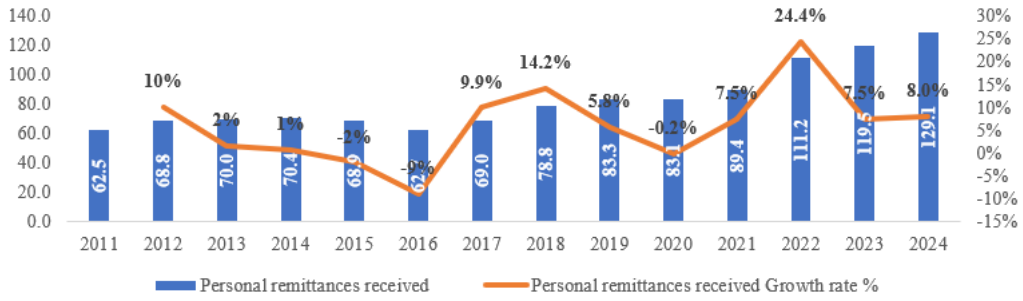


Source: Census, Technopak Analysis

- **Remittances:**

India has consistently ranked among the largest recipients of remittances globally, showcasing remarkable growth in recent years. In 2024, the country received US$ 129.5 billion in remittances, reflecting a 8% increase from US$ 119.5 billion in 2023. Key states such as Kerala, Maharashtra, Tamil Nadu, Karnataka, Uttar Pradesh, and Bihar significantly contribute to these inflows, which provide essential economic support to households across these regions.

Personal Remittances, Received (Current US$ billion)



Source: World Bank, Technopak Analysis
Note: Decadal growth for period 2011-2023E reflects a 15-year period and 2023E-2030P reflects 7-year period

- **Digital Economy:**

Under the Digital India Initiative, the government has taken several initiatives to connect not only Metros but also tier-2 and tier-3 cities as well as rural and remote areas. The total internet subscribers in the country have increased from 350 million in 2015 to 881 million in 2024 registering a CAGR of 12%. The share of mobile users among total internet users rose from 34% in 2010 to 74% in 2023 and is expected to reach 82% by 2025.

Growth of Digital Penetration in India (Year)

Year	2010	2015	2020	2023	2025 (Projected)	CAGR 2015-20	CAGR 2020-25
Internet Users (million)	72	350	662	881	900–1,000	14%	6-8%
Mobile Internet Users as a share of total internet users (%)	34%	45%	73%	74%	82%	_	_
Mobile Internet Users (million)	24	159	480	651	730–820	25%	9-11%

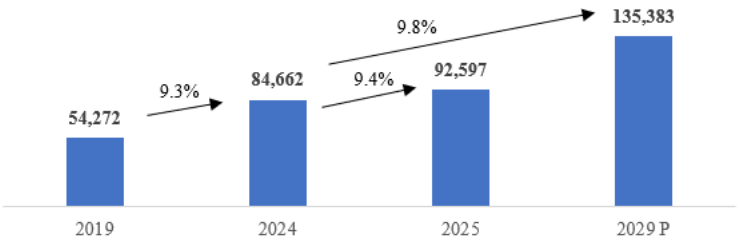
Source: Secondary Research, Technopak Analysis

RETAIL MARKET IN INDIA

Overview

The retail market in India was valued at ₹54,272 billion in Fiscal 2019 and grew at a CAGR of approximately 9.3% to reach ₹84,662 billion by Fiscal 2024. Continued robust growth is expected, with the market projected to reach ₹135,383 billion by Fiscal 2029 at a projected CAGR of 9.8% from Fiscal 2024 to Fiscal 2029. India's retail basket encompasses food and grocery, apparel, consumer electronics, home decor, and health and beauty products, with food and grocery holding the largest share, followed by apparel and electronics.

India Retail Market (Fiscal) (in ₹ billion)



Source: Secondary Research, Technopak Analysis

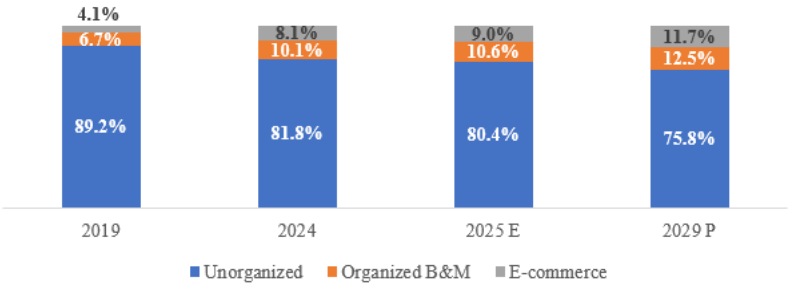
Organised Retail Penetration

Organized retail includes the modern brick and mortar and the e-commerce sales channels. The organized retail share is expected to increase from 18.2% in Fiscal 2024 to 24.2% in Fiscal 2029, growing at a faster rate of ~16.2% as compared to the ~8.2% CAGR for the unorganized sales channel for the same period.

The growth of organized retail is driven by the expansion of both modern brick-and-mortar stores and e-commerce. E-commerce has grown from a 4.1% share in Fiscal 2019 to 8.1% in Fiscal 2024 and is projected to reach 11.7% by Fiscal 2029. This growth is fuelled by expansion in both modern retail brick-and-mortar stores, along with increasing internet penetration, smartphone usage, and digital payment options, which have extended the reach of e-commerce even into smaller towns and rural areas.

Modern retail is expanding with stores reaching Tier 2 and Tier 3 cities while maintaining a strong presence in urban areas. Changing consumer preferences for a better shopping experience such as wider product assortments, improved quality, and standardized pricing are further driving its growth. Additionally, organized retailers adopting omni-channel strategies to integrate offline and online operations is strengthening their position and the overall retail landscape.

India's Retail Channel Split (Fiscal)



Segment (₹ billion)	2019	2024	2025E	2029P	CAGR 2019–24	CAGR 2024–25E	CAGR 2024–29P
Unorganised	48,421	69,251	74,453	1,02,666	7.4%	7.5%	8.2%
Organised B&M	3,641	8,578	9,779	16,926	18.7%	14.0%	14.6%
E-commerce	2,209	6,833	8,365	15,792	25.3%	22.4%	18.2%
Total Retail	54,272	84,662	92,597	1,35,383	9.3%	9.4%	9.8%

Source: Secondary Research, Technopak Analysis

Consumption Basket: Key Categories and Share

In Fiscal 2024, India's retail basket was ~47.6% of its private consumption and it is expected to maintain roughly this share in private consumption for the next five years. The Apparel and Accessories market in India was estimated at ~₹ 6,212 billion as of Fiscal 2024 and is one of the largest segments of the Indian retail sector. The share of Apparel & Accessories in overall retail is expected to further increase from ~7.3% in Fiscal 2024 to ~8.0% in Fiscal 2029.

India Retail Basket Key Categories Market Value and Share (Fiscal) (₹ billion)

Key Categories	Value				Share		CAGR 2024-2029		
	2019	2024	2025 E	2029 P	2019	2024	2025 E	2029 P	
Food and Grocery	35,378	53,946	58,046	80,883	65.0%	63.8%	63.0%	60.1%	8.4%
Jewellery	3,935	6,764	8,015	13,538	7.2%	8.0%	8.7%	10.0%	14.9%
Consumer Electronics	3,450	6,059	6,756	10,821	6.3%	7.2%	7.3%	8.0%	12.3%
Apparel & Accessories	4,024	6,212	6,903	10,815	7.4%	7.3%	7.5%	8.0%	11.7%
Others	2,550	4,078	4,445	6,274	4.7%	4.8%	4.8%	4.7%	9.0%
Home & Living	2,325	3,558	3,914	5,941	4.3%	4.2%	4.2%	4.4%	10.8%

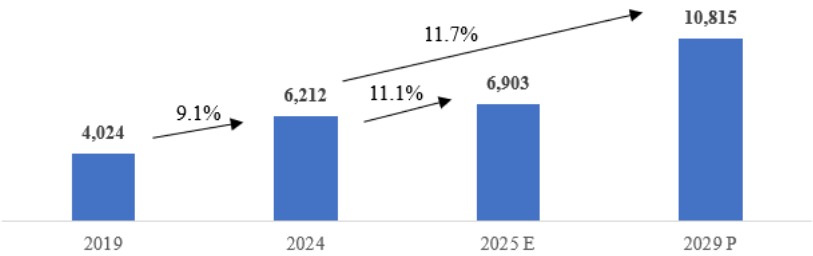
Pharmacy & Wellness	1,572	2,545	2,850	4,525	2.9%	3.0%	3.1%	3.4%	12.2%
Footwear	601	845	938	1,436	1.1%	1.0%	1.0%	1.1%	11.2%
Non-Apparel Accessories	315	479	532	836	0.6%	0.6%	0.6%	0.6%	11.8%
Watches	123	177	198	314	0.2%	0.2%	0.2%	0.2%	12.2%
Total Retail	**54,272**	**84,662**	**92,597**	**1,35,383**	**100%**	**100%**	**100%**	**100%**	**9.8%**

Source: Secondary Research, Technopak Analysis

Indian Apparel Retail Market

The apparel market in India was valued at ₹6,212 billion in Fiscal 2024 and is projected to grow at a CAGR of approximately 11.7% to reach ₹10,815 billion by Fiscal 2029. This growth is attributed to a rising demand for affordable fashion, higher disposable incomes, the influence of social media, and growing e-commerce, particularly in smaller towns and cities.

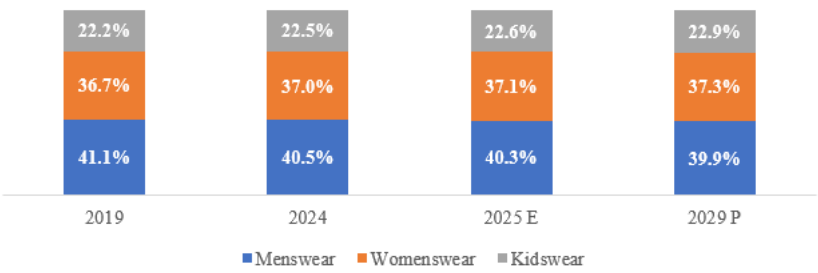
Indian Apparel Retail Market Size (Fiscal) (₹ billion)



Source: Secondary Research, Technopak Analysis

In Fiscal 2024, men's apparel made up about 40.5% of the total apparel market, while women's apparel contributed approximately 37.0%. Kids' apparel accounted for the remaining 22.5%. This share is expected to remain nearly similar in the next five years. The level of organization is higher in menswear apparel as compared to the other two categories, with the organized retail accounting for ~42.8% of the market in Fiscal 2024. The share of organized retail is expected to reach ~57.0% for menswear, ~48.5% for womenswear and ~37.0% for kids wear by Fiscal 2029.

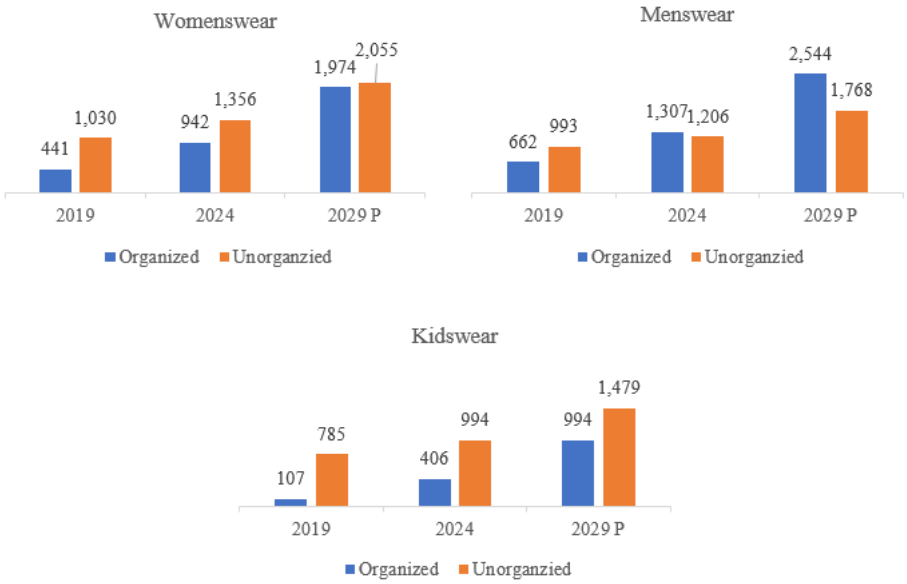
Indian Apparel Retail Market Size by Gender (Fiscal) (in ₹ billion)



Category	2019	2024	2025 E	2029 P	CAGR 2019-2024	CAGR 2024-2025E	CAGR 2024-2029P
Menswear	1,654	2,513	2,783	4,312	8.7%	10.8%	11.4%
Womenswear	1,477	2,298	2,560	4,029	9.2%	11.4%	11.9%
Kids wear	892	1,401	1,560	2,474	9.4%	11.3%	12.0%
Total Market	**4,024**	**6,212**	**6,903**	**10,815**	**9.1%**	**11.1%**	**11.7%**

Source: Secondary Research, Technopak Analysis

Indian Apparel Retail Market Key Categories – Organised vs Unorganised (Fiscal) (in ₹ billion)



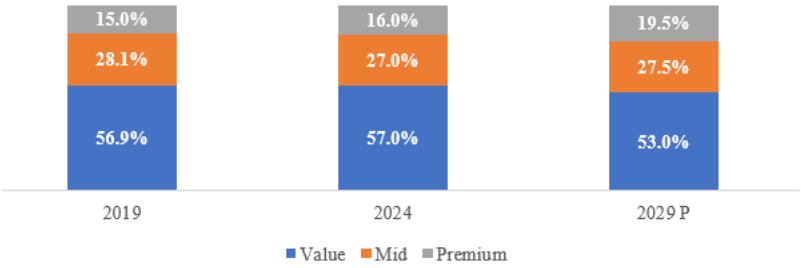
Segment	2019 Organized %	2019 Unorganized %	2024 Organized %	2024 Unorganized %	2025E Organized %	2025E Unorganized %	2029 Organized %	2029 Unorganized %	CAGR Organized 24–29P	CAGR Unorganized 24–29P
Womenswear	30.0%	70.0%	41.0%	59.0%	41.5%	58.5%	49.0%	51.0%	15.9%	8.7%
Menswear	40.0%	60.0%	52.0%	48.0%	54.1%	45.9%	59.0%	41.0%	14.3%	7.9%
Kidswear	12.0%	88.0%	29.0%	71.0%	31.5%	68.6%	40.2%	59.8%	19.6%	8.3%

Source: Secondary Research, Technopak Analysis

Apparel Market by Price Segment

The value segment constitutes the largest share in the Indian apparel market, currently valued at ₹ 3,541 billion, driven by mass-market demand and affordability. This segment is expected to maintain its dominance over the next five years, reaching ₹ 5,732 billion by FISCAL 2029. While, the mid and premium segments, currently at ₹ 1,677 and ₹ 994 billion respectively are expected to grow at a faster CAGR of 12.1% and 16.2% from FISCAL 2024 to FISCAL 2029, due to rising disposable incomes, urbanization, and increasing consumer preference for branded and high-quality apparel.

Indian Apparel Retail Market by Price Segment (Fiscal) (₹ billion)



Segment	2019	2024	2029P	CAGR 2019–24	CAGR 2024–29P
Value	2,291	3,541	5,732	9.1%	10.1%
Mid	1,129	1,677	2,974	8.2%	12.1%
Premium	604	994	2,109	10.5%	16.2%
Total Market	4,024	6,212	10,815	9.1%	11.7%

Source: Secondary Research, Technopak Analysis

Apparel Subcategories

Activewear and denim are the fastest-growing, with activewear set to grow at a CAGR of about 18.3% and denim at 14.2 % from Fiscal 2024 to Fiscal 2029.

Indian Apparel Subcategories Retail Market Size (Fiscal) (₹ billion)

Sub-category	2019	2024	2025	2029	CAGR 2019-2024	CAGR 2024-2025E	CAGR 2024-2029P
Western wear	1,746	2,688	2,988	4,654	9.0%	11.2%	11.6%
Ethnic	1,281	1,824	2,017	3,106	7.3%	10.6%	11.2%
Innerwear	403	750	830	1,296	13.3%	10.7%	11.5%
Denim	258	456	516	888	12.0%	13.1%	14.2%
Winterwear	226	284	311	437	4.7%	9.5%	9.0%
Activewear	56	139	163	321	20.0%	17.1%	18.3%
Others	54	70	78	114	5.3%	11.2%	10.1%
Total	4,018	6,185	6,866	10,803	9.0%	11.0%	11.8%

Key Growth Drivers and Trends for Apparel Market in India

- **Regional Brands Going National and the Rise of D2C Players:** The Indian apparel market is witnessing a dual trend where regional brands/ retail stores are expanding their footprint nationally, while Direct-to-Consumer ("**D2C**") brands are on the rise. Regional brands are venturing into broader markets to tap into growth opportunities and reach a wider audience through e-commerce and by expanding their retail footprint. Simultaneously, D2C brands are gaining momentum by leveraging digital platforms and e-commerce to connect directly with consumers, bypassing traditional intermediaries.

- **Athleisure: Redefining Consumer Preferences in Apparel:** Athleisure i.e, activewear has emerged as one of the fastest-growing subcategories in the apparel industry expected to grow at a CAGR of ~18.3% from Fiscal 2024 to Fiscal 2029, driven by evolving consumer preferences for versatile, comfortable, and functional clothing. Shoppers are increasingly seeking attire that seamlessly transitions from workouts to casual outings, blending style with practicality. This growing demand reflects a shift toward health-conscious lifestyles and a preference for multi-purpose fashion. Brands are capitalizing on this trend by expanding their athleisure collections, offering everything from performance-enhancing activewear to streetwear-inspired casual pieces.

- **Growth in Value Retail in the Apparel Industry**: The Indian apparel industry is witnessing a surge in value retail, driven by increasing price sensitivity among consumers and the expansion of resale and off-price segments. This shift in consumer behaviour has opened doors for value-focused brands and retailers to cater to the growing demand for budget-friendly apparel. The success of Tata Group's Zudio, known for offering apparel below ₹999, has inspired several major players to enter this space. Reliance Retail launched Yousta, while Shoppers Stop is planning to launch InTune. Similarly, Aditya Birla Fashion & Retail is targeting tier-2 and tier-3 cities with its value-driven brand, Style Up. National Value players lie Vmart, V2 Retail are also expanding their operations along with regional players like Style Baazar, Baazar Kolkata, R.S. Brothers, South India Shopping Mall etc.

- **Digital Approach and Omnichannel Presence:** The industry is witnessing a shift towards digital-first brands that prioritize online sales and digital marketing as their core strategy. These brands harness technology to deliver personalized and seamless shopping experiences. By leveraging e-commerce which is one the fastest growing sales channel in apparel industry, growing at CAGR of ~17.4% from Fiscal 2024 to Fiscal 2029, they bypass traditional retail channels, reach a wider audience, and offer a diverse range of products at competitive prices.

- **Sustainability and Ethical Fashion:** An evident trend for the apparel industry is the growing demand for sustainable and ethical fashion. As consumers become more aware and environmentally conscious. Shoppers are increasingly looking for apparel made from organic, biodegradable, or recycled materials and prefer brands with transparent supply chains. These demands are pushing businesses to adopt sustainable practices and transparency in their supply chains, reduce waste and opt for practices that promote a more sustainable future.

Risks and Challenges

- **Price Sensitivity and Global Slowdown:** The global fashion industry is anticipating a cyclical slowdown, and India might feel its impact as well. Consumers are increasingly prioritizing value for money, driven in part by the effects of inflation. This heightened price sensitivity is evident in the growth of resale and off-price segments, which are challenging brands to justify premium pricing. Though in this environment, value retailers are emerging as strong contenders, benefiting from the demand for affordable options.

- **Managing Inventory, Logistics, and Returns in the Apparel Industry:** The apparel industry, especially in the e-commerce segment, faces significant operational challenges. These include managing inventory synchronization, customized order allocation, streamlined warehouse operations, and ensuring timely delivery. A critical issue is the management of return cycles, which are particularly prevalent on e-commerce platforms. High return rates not only complicate inventory planning and logistics but also erode overall margins for brands due to additional handling and reverse logistics costs. However, given the competitive structure of the market, brands have little choice but to accommodate these returns to meet consumer expectations and remain competitive. Many Value retailers, however,

have been operating exclusively through physical retail owing to higher costs of reverse logistics which do not justify the value retail offerings.

- **Competitive Markets in the Apparel Industry:** The apparel industry is witnessing intense competition, fuelled by the rise of diverse players, including Direct-to-Consumer brands, digital-first businesses, and traditional retailers. D2C brands are making a strong impact by leveraging technology, offering niche-focused products, competitive pricing, and personalized experiences. Digital-first brands are leveraging the online space, using advanced e-commerce strategies to reach and engage customers directly. At the same time, traditional brands are striving to maintain their market position by adapting to the digital shift and enhancing their offerings. The influx of new players catering to specific consumer needs is not only capturing market share but also challenging customer loyalty. This highly competitive environment requires all players to innovate continuously, invest in customer-centric solutions, and differentiate themselves to thrive in the evolving landscape to capture consumers attention.

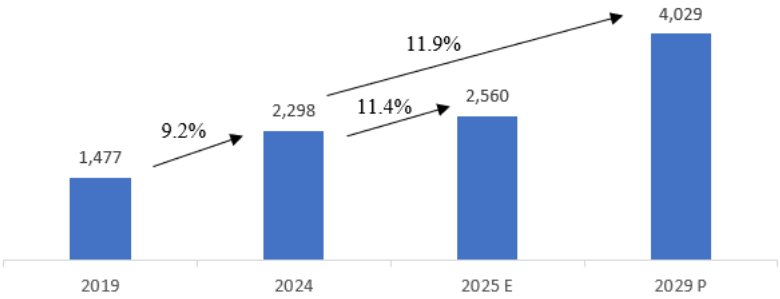
- **Increasing Penetration of Online Rental Clothing Market:** The growing popularity of online clothing rental platforms in urban India poses a risk to traditional apparel retailers, especially in occasion-wear segments. As young consumers increasingly value affordability, variety, and short-term use over ownership, rental services like Flyrobe, Rent an Attire, Date the Ramp and others are emerging as attractive alternatives. This shift in consumer behavior could reduce purchase frequency and put pressure on pricing and inventory strategies for traditional brands, challenging their ability to retain market share in a rapidly evolving retail landscape.

WOMEN'S APPAREL MARKET IN INDIA

Overview of Women's Apparel Market in India

The women's apparel market accounted for 36.7% of the total apparel market and was valued at ₹ 2,298 billion for Fiscal 2024, growing at a CAGR of 9.2% from Fiscal 2019. This market is further expected to grow at a CAGR of ~11.9% to reach a value of ₹ 4,029 billion by Fiscal 2029.

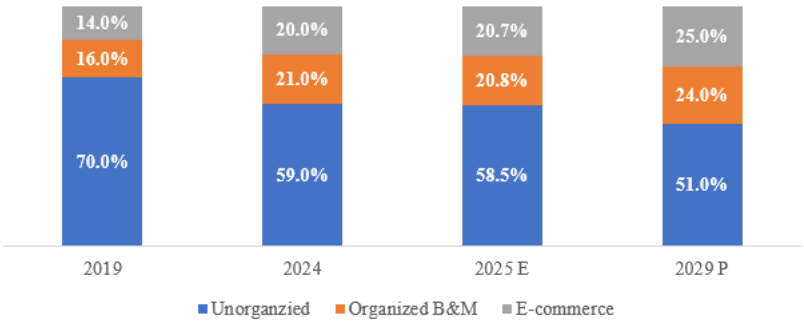
Women's Apparel Retail Market (Fiscal) (in ₹ billion)



Source: Secondary Research, Technopak Analysis

Organized retail penetration in women's apparel is expected to increase from approximately 30.0% in Fiscal 2019 to approximately 49.0% by Fiscal 2029. The organized women's apparel market accounted for 41.0 per cent in Fiscal 2024 and is expected to reach 49.0 per cent by Fiscal 2029, growing at a CAGR of approximately 15.9% from Fiscal 2024 to Fiscal 2029. Various factors have contributed to the growth of organized retail chains and large format stores, and their expansion in tier 2 and tier 3 cities, including the rising middle class and increasing disposable incomes, increased demand from smaller cities, growth in working women population, and growing internet access resulting in higher e-commerce sales.

Women's Apparel Sales Channel Split (Fiscal)



Source: Secondary Research, Technopak Analysis

Segmentation of Women's Apparel Market

Women's Ethnic/Indian wear is the largest segment within the women's apparel market, accounting for approximately 65.4% of the market share in Fiscal 2024. Indian fashion, influenced by cultural ethos and values, informs the cut and silhouette of garments. While western wear, denim, and activewear are gaining preference as the fastest growing sub-categories from Fiscal 2024 to Fiscal 2029, ethnic/Indian wear will continue to hold a substantial share of the market in Fiscal 2029.

Women's Apparel Subcategory Split (Fiscal) (in ₹ billion)

Sub-category	2019	2024	2025E	2029P	2019–2024 CAGR	2024–2025E CAGR	2024–2029P CAGR
Ethnic/Indian Wear	1,051	1,503	1,657	2,540	7.4%	10.2%	11.1%
Innerwear	215	428	474	755	14.8%	10.8%	12.0%
Westernwear	113	200	233	424	12.1%	16.2%	16.2%
Denim	30	62	77	122	15.4%	24.7%	14.4%
Winterwear	46	57	62	92	4.3%	10.3%	10.2%
Activewear	8	30	37	69	30.1%	20.8%	17.7%
Other	15	17	19	28	3.4%	11.2%	10.4%
Total	**1,477**	**2,298**	**2,560**	**4,029**	**9.2%**	**11.4%**	**11.9%**

Source: Secondary Research, Technopak Analysis

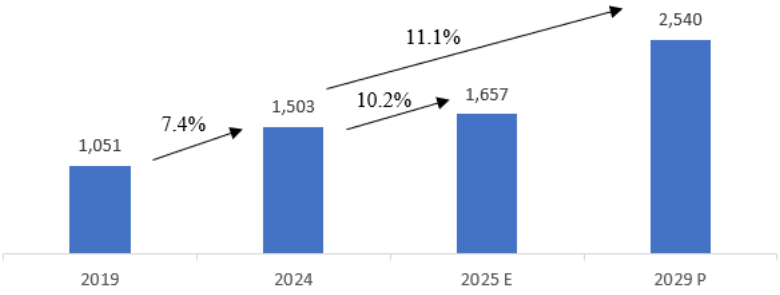
Women's Indian wear in India has evolved into a fashion category with nationwide appeal and is the largest share of the women's apparel market.

Over the past decade, women's ethnic wear/ Indian wear in India has evolved into a fashion category with strong nationwide appeal, blending tradition with modern trends. The rise of fusion styles, such as pairing sarees with blazers or salwar kameez with pants, has attracted younger audiences and made Indian wear suitable for various occasions. Urbanization has played a major role, with metropolitan and Tier-1 cities contributing significantly to the growth of the premium ethnic wear market. The availability of ready-to-wear sarees and access to diverse styles through online platforms have further expanded its reach to women across India. Social media influencers have also influenced preferences by introducing new ways of styling ethnic clothing. Indian wedding and festivals, which favours ethnic wear also continue to drive the demand for ethnic wear clothing.

Women's Ethnic/Indian Wear Market in India

The women's Indian wear market including festive, celebration, and daily wear was valued at ₹1,503 billion in Fiscal 2024 and is estimated to grow at a CAGR of 11.1% to reach a value of ₹2,450 billion by Fiscal 2029.

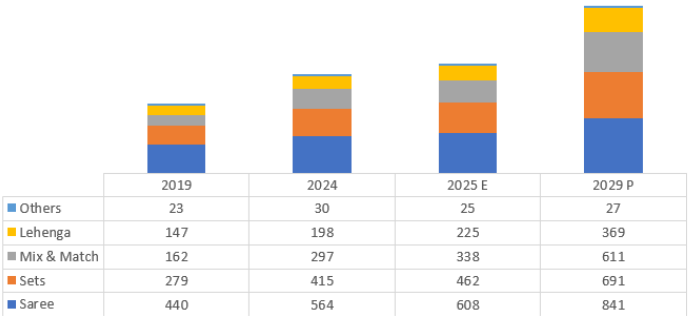
Women's Indian Wear Market Size (Fiscal) (in ₹ billion)



Source: Secondary Research, Technopak Analysis

Saree accounted for the largest share of ~37.5% within the women Indian wear market in Fiscal 2024 and it is expected to continue to maintain a leading share in Fiscal 2029 as well. Other categories like lehenga and mix & match are also growing steadily in the same period, with their share increasing from 13.2% and 19.7% in Fiscal 2024 to 14.5% and 24.1% respectively in Fiscal 2029.

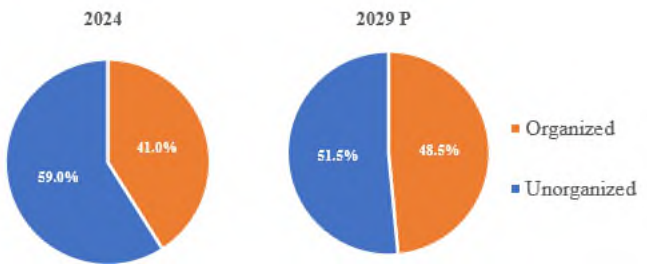
Women's Indian Wear Market Size by Product Type (Fiscal) (in ₹ billion)



Source: Secondary Research, Technopak Analysis

The women's Indian wear market is dominated by unorganized retail sales channel accounting for 63% share for Fiscal 2024. This market remains fragmented, with local and regional players holding a significant share. However, with a shift in consumer preferences toward quality, convenience, and brand trust, the share of organized retail is projected to increase from 41.0% in Fiscal 2024 to 48.5% by Fiscal 2029, growing at a higher CAGR of 15.7%, compared to the unorganized market growing at a CAGR of 8.9%. Branded players like RSB Retail India Ltd. South India Shopping Mall, Marri Retail, Nallis, Pothys, Kalyan, W, Biba, Style Bazaar, Global Desi and others are driving the growth of the organized segment.

Women's Indian Wear Organised vs Unorganised Sales Channel Split (Fiscal)

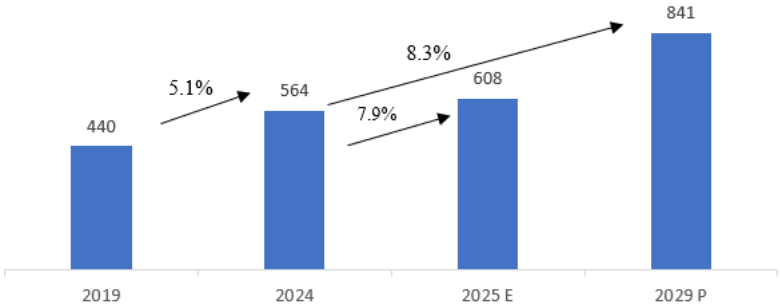


Source: Secondary Research, Technopak Analysis

Saree Market in India

The saree market in India was valued at ₹564 billion in Fiscal 2024 and is one of largest segments within the women's apparel market. Saree has been an integral part of India's cultural heritage since ancient times, symbolizing grace, tradition, and versatility. Its enduring appeal lies in its ability to adapt to various occasions, making it a go-to choice for festive celebrations, weddings, and even daily wear. From opulent silk sarees for grand events to lightweight cotton variants for everyday comfort, the saree has maintained its dominance as a timeless garment. Its versatility, paired with regional diversity in weaves, patterns, and styles, ensures its continued relevance across generations and geographies in India. The Saree market is expected to grow at a CAGR of ~8.3% from Fiscal 2024 to Fiscal 2029 to reach a value of ₹ 841 billion by Fiscal 2029.

Saree Market in India (Fiscal) (in ₹ billion)

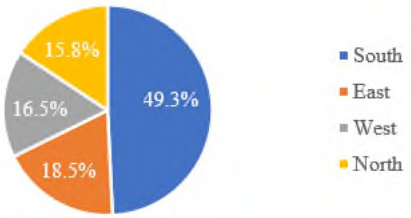


Source: Secondary Research, Technopak Analysis
Note: Includes sarees and blouses/petticoats

South India accounts for the highest share of saree market in India

In Fiscal 2024, South India accounted for ~49.3% of the market being the most dominated region in India followed by East with ~18.5% market share, while West and North with a share of ~16.5% and ~15.8% respectively. South India boasts of many hubs for saree workmanship, viz. the Kanjivaram silk saree from Tamil Nadu, Mysore silk saree from Karnataka and Venkatagiri and Manglagiri sarees from Andhra Pradesh.

Saree Market Split by Region (Fiscal 2024)



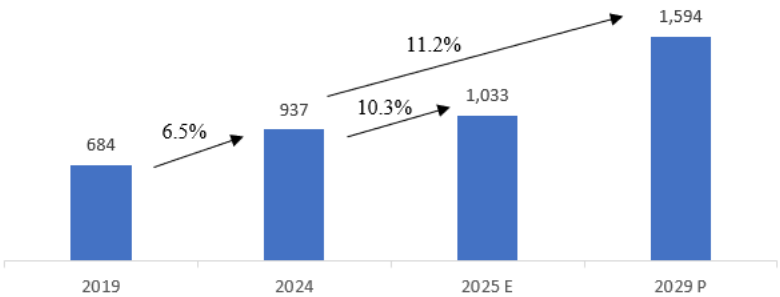
Key Hubs for Saree Workmanship in India

City (State)	Saree Type	Design Details	Other features
Kancheepuram (Tamil Nadu)	Kancheepuram/Kanjivaram	Made from fine mulberry silk with zari (silver or gold).	The Kancheepuram saree comes under the Geographical Indication Act, whereby the sellers have to maintain certain quality and weight in all aspects in order to label their saree as Kancheepuram while selling.
Mysore (Karnataka)	Mysore Silk	Silk and zari sarees,	Mysore is the largest producer of mulberry silk in India ~70%. There is a Government Silk Factory in Mysore named KSIC (Karnataka Silk Industries Corporation Limited) that was established in 1912, which produces 100% pure silk and zari sarees.
Benaras/Varanasi (Uttar Pradesh)	Banarasi Sarees	Intricate brocade work using silk and zari, with designs blending Persian and Indian styles.	Renowned for craftsmanship and luxurious appeal.
Kota (Rajasthan)	Kota Doria Sarees	Lightweight sarees with square patterns called khats	Comes in affordable price range and are easy to drape
Bishnupur (West Bengal)	Baluchari Sarees	Silk sarees depicting scenes from Mahabharata or Ramayana on the pallu in two different threads	Initially made in Murshidabad, now centred in Bishnupur; takes a week to weave
Chanderi (Madhya Pradesh)	Chanderi Sarees	Made from pure silk, Chanderi cotton, or silk cotton with luminescent gold detailing. Light weight sarees with traditional coins, floral art, peacock and geometric patterns	Features traditional and modern patterns; production dates back to the 13th century.
Maheshwar (Madhya Pradesh)	Maheshwari Sarees	Cotton sarees with vibrant colors, narrow coloured borders, check and stripes with solid color body.	Known for handloom production since the 5th century. The speciality of Maheshwari sarees is the reversible border on them which can be worm on both sides.
Bangalore & Mysore (Karnataka)	Bangalore Silk, Mysore Silk Crepe	Bangalore Silk: Soft, intricate weaves. Mysore Silk Crepe: Hardspun silk yarn, traced back to 1785.	Bangalore sarees are sophisticated, and Mysore silk is widely used across India.
Surat & Rajkot (Gujarat)	Brocade, Gharchola, Panetar, Tanchoi, Rajkot Patola	Patola sarees use resist-dyed yarns, creating identical designs on both sides of the fabric.	Surat is a hub for diverse textiles; Rajkot specializes in Patola sarees with intricate motifs.
Venkatagiri (Andhra Pradesh)	Venkatagiri Sarees	Includes varieties like Venkatagiri-100 (fine cotton with zari) and Venkatagiri silk (Jamdani technique).	Known for lightweight sarees with zari borders and brocade motifs; weaving tradition dates back to 1700s.
Mangalagiri (Andhra Pradesh)	Mangalagiri Sarees	Handloom cotton sarees with minimal designs on the body and zari stripes and check on borders and pallus	Mangalagiri sarees are GI-tagged sarees, it is a hub of dyed handloom fabric production tradition since the 1500s.

Festive and Wedding Wear Market in India

The festive and wedding wear market in India was valued at ₹ 937 billion for Fiscal 2024 and is estimated to reach at ₹ 1,594 billion by Fiscal 2029 growing at a CAGR of ~11.2%. Women's wear within the festive and wedding wear accounts for the largest share of ~75.6% in Fiscal 2024 and is expected to maintain the majority share ~74.6% by Fiscal 2029. Alongside, the share of men and kids in the festive wear is increasing within the same period.

Indian Festive and Wedding Wear Market (Fiscal) (in ₹ billion)

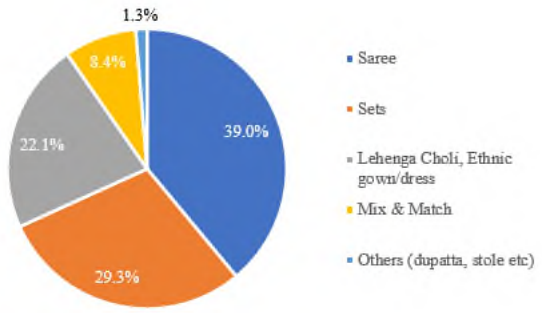


Category	2019	2024	2025E	2029P	2019-2024 CAGR	2024-2025E CAGR	2024-2029P CAGR
Womenswear	516	709	778	1,189	6.5%	9.9%	10.9%
Menswear	86	111	124	191	5.4%	11.4%	11.4%
Kidswear	83	117	131	213	7.2%	11.9%	12.7%

Source: Secondary Research, Technopak Analysis

The women's festive and wedding wear market accounting for the largest share of the market was valued at ₹ 709 billion in Fiscal 2024 and is expected to grow at a CAGR of 10.9% to reach ₹ 1,189 billion by Fiscal 2029. Saree as a category is the largest contributor within the women festive and wedding wear market in India accounting for ~39.0% of the market share in Fiscal 2024 and saree will continue to remain the largest contributor in Fiscal 2029. Within this segment, the share of organized retail is increasing in the Saree market, making room for growth of branded players.

Split of Women's Festive and Wedding Wear Market (Fiscal 2024)



Source: Secondary Research, Technopak Analysis

Key Trends Influencing Ethnic/Indian Wear and Saree Market

- **Consumer Demographics:** Indian female population is growing and estimated to be 37.6 crore women who are above 25 years of age. The women in this age group are the target consumers of sarees and ethnic wear who continue to buy sarees, kurta sets for both daily wear and celebration wear. The number of women above age 25 years are expected to reach 45.5 crore by 2031 and ~49 crore by 2036, adding to the consumer base.

- **Wedding & Festive Market:** The wedding and festive wear market is a continuous source of demand for sarees and adjacent ethnic categories. This market is driven by cultural significances which make saree an important piece of wearing and gifting, thus driving its growth. India is a diverse nation with respect to cultures and traditions, and there are year-round festivities in various regions of India. Women prefer to wear traditional attire like sarees on such festive occasions. Indian wedding in all regions is incomplete without sarees, with this being most prevalent in South India.

- **Organized retail consolidation and Pan-India growth:** The shift from an unorganized to an organized market has significantly driven demand for ethnic wear in India. In the women's apparel sector, the share of organized retail is projected to grow from 41% in Fiscal 2024 to 48.5% in Fiscal 2029, highlighting the increasing consumer preference for branded and quality-assured products. As the ethnic wear segment forms the largest portion of the women's apparel market, its consolidation is evident with organized players like R.S. Brothers, Marri Retail, and Pothys expanding their reach across cities. Additionally, the rise of D2C brands and regional brands going national has made region-specific sarees and ethnic wear styles more accessible across India. Prominent ethnic wear brands and designers, including Sabyasachi, Fabindia, and Indya, have further enriched the market by blending traditional and fusion styles to cater to varied preferences. E-commerce platforms such as Myntra, Ajio etc. play a vital role in boosting accessibility, offering curated collections from both established and emerging brands, thus strengthening organized retail and expanding its reach Pan-India.

- **Fusion wear and evolution of Indo-western:** The rise of indo-western fusion in fashion has expanded the saree's appeal to younger consumers and those seeking modern interpretations of traditional attire. Innovations such as pre-stitched pallus, cape-style blouses, and experimental draping styles make sarees more accessible and easier to wear. The mix and match trend of wearing a skirt with shirt for occasions, or a skirt with cami top for daily wear, or a kurti with jeans, and a top being worn as a blouse with saree. These adaptations cater to a desire for convenience while maintaining the distinct ethnic charm. The influence of global fashion trends is also evident in Indian design, further enriching the evolution of contemporary saree and other ethnic/ Indian wear styles.

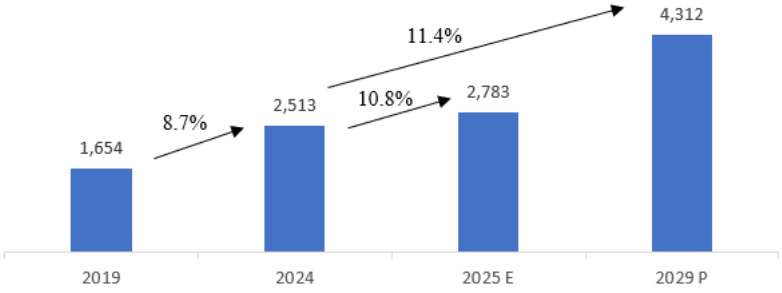
- **Universal Appeal of Saree:** Saree is an evergreen piece of attire with other forms of apparel going in and out of fashion, however, sarees have remained as a constant. Sarees are not restricted by the occasion or event and are available for every kind of event- be it casual, festive or formal. The wide range of fabrics that a saree is available in is useful to be worn in all kinds of weathers. There are over 80 ways of draping a saree varying across regions and cultures providing a multitude of variations in this classic attire.

MEN'S & KIDS' APPAREL MARKET IN INDIA

Overview of Men's Apparel Market in India

Indian men's apparel market accounted for ~40.5% of the total apparel market and was valued at ₹ 2,513 billion in Fiscal 2024, growing at a CAGR of 8.7% from Fiscal 2019. This market is expected to grow at a CAGR of 11.4% to reach a value of ₹ 4,312 billion by Fiscal 2029.

Men's Apparel Retail Market (Fiscal) (in ₹ billion)

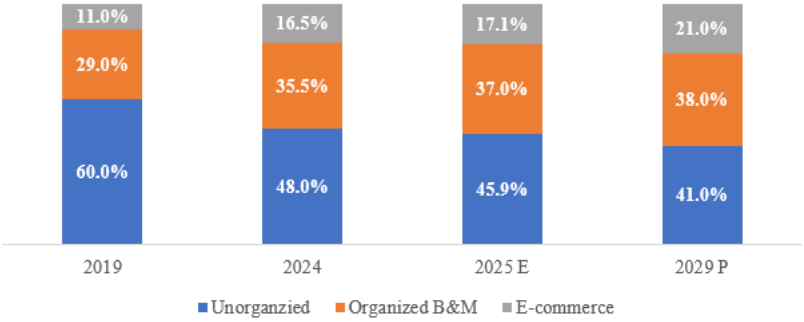


Source: Secondary Research, Technopak Analysis

Organized retail penetration in men's apparel accounted for ~52.0% in FISCAL 2024 and is expected to be larger than traditional retail by FISCAL 2029

High organized retail penetration in men's apparel market, growing at a CAGR of ~14.2% from Fiscal 2024 to Fiscal 2029. The organized men's apparel market accounted for ~52.0% in Fiscal 2024 and is expected to reach ~57.0% by Fiscal 2029.

Men's Apparel Sales Channel Split (Fiscal)



Source: Secondary Research, Technopak Analysis

Men's Apparel Category Segmentation

Western wear sub-category dominates the men's apparel segment with ~59.6% share of the men's apparel market in Fiscal 2024. However, Active wear is the fastest growing category with a CAGR of 18.4% from Fiscal 2024 to Fiscal 2029. Within the men's western wear, shirts account for the largest share followed by trousers, whereas men's t-shirt is the fastest growing category with an expected CAGR of ~14.5% from Fiscal 2024 to Fiscal 2029.

Men's Apparel Category Split (Fiscal) (in ₹ billion)

Sub-Category	2019	2024	2025E	2029P	2019–2024 CAGR	2024–2025E CAGR	2024–2029P CAGR
Westernwear	1,031	1,499	1,654	2,474	7.8%	10.4%	10.5%
Denim	213	371	413	715	11.7%	11.2%	14.0%
Innerwear	115	209	232	351	12.7%	10.8%	10.9%
Ethnic/Indian wear	114	157	176	266	6.5%	12.2%	11.1%
Activewear	48	109	126	253	17.9%	16.0%	18.4%
Winterwear	117	144	157	212	4.3%	8.8%	8.0%
Other	16	24	27	41	8.3%	11.2%	11.0%
Total Men's Market	**1,654**	**2,513**	**2,784**	**4,312**	**8.7%**	**10.8%**	**11.4%**

Source: Secondary Research, Technopak Analysis

Growth Drivers and Trends

- **Shifting consumer preference and buying patterns**: Indian men are now more aware of fashion trends and are ready to spend on clothes that match their personality and way of life. Social media, global fashion trends, and increased travel have influenced this change. As a result, there is now a higher demand for a broader range of clothing styles, including casual, semi-formal, and traditional Indian wear.

- **Rise of comfort wear and premium ethnic wear:** The pandemic sped up the shift towards comfortable clothing, making the difference between workwear and casual wear less apparent. Men now prefer clothes that are comfortable & relaxed. The growth of active wear and denim can be attributed to these trends. Even within the western wear segment, t-shirts are growing at a faster rate as compared to shirts. On the other hand, there is also a growing demand for ethnic / Indian wear, driven by an interest in traditional craftsmanship and the need for unique, high-quality clothing for festive and other occasions.

- **Increased e-commerce penetration and expanding middle class:** The fast growth of e-commerce in India has made fashion easier to access for more people, especially in smaller towns and cities. The growing middle class, with more spending power, plays a key role in the growth of the menswear market. E-commerce provides convenience, a wide range of choices, and better prices, making it popular with younger shoppers who value these benefits.

Key risk factors

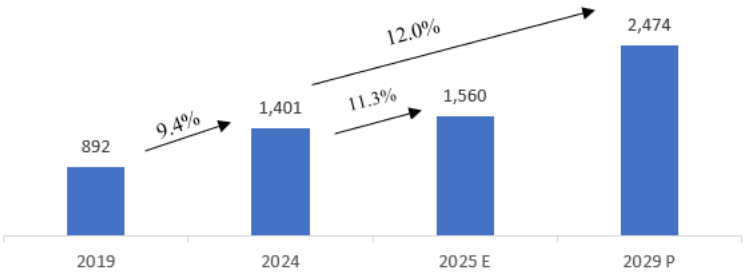
- **Overcrowded market, high competition:** The Indian menswear market is extremely competitive, with many well-established domestic and international brands competing for market share. New brands find it challenging to enter this space as they must contend with companies that already enjoy strong brand recognition and loyal customer bases. To succeed, these new entrants must overcome tough competition and identify ways to carve out a space for themselves in the market.

- **Grabbing young consumers' attention:** Attracting young consumers is a key challenge for new menswear brands. This group drives market growth but has diverse preferences and is heavily influenced by fast-changing trends. They are also very active online, requiring brands to invest in digital marketing strategies such as social media campaigns, influencer collaborations, and interactive content to build visibility. However, these efforts demand significant capital and resources, giving established players an edge. For new brands with limited budgets, competing on these fronts can be difficult, making it harder to capture and retain the attention.

Overview Of Kids' Apparel Market In India

Indian kids apparel market accounted for approximately 22.5% of the total apparel market and is valued at ₹1,401 billion in Fiscal 2024 growing at a CAGR of 9.4% from Fiscal 2019. This market is expected to grow at a CAGR of 12.0% to reach a value of ₹2,474 billion by Fiscal 2029.

Kids Apparel Retail Market (Fiscal) (in ₹ billion)

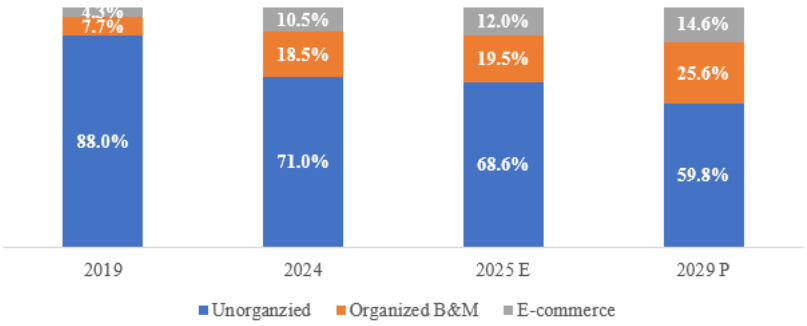


Source: Secondary Research, Technopak Analysis

Organized retail penetration in kids' apparel is gradually increasing, accounting for ~29.0% in FISCAL 2024

Organized retail penetration in kids apparel market is comparatively low as compared to men's or women market. The organized kids apparel market accounted for 29.0% in Fiscal 2024 and is expected to reach 40.2% by Fiscal 2029, growing at a CAGR of ~19.6% from Fiscal 2024 to Fiscal 2029.

Kids Apparel Sales Channel Split (Fiscal)



Source: Secondary Research, Technopak Analysis

Kids' Apparel Category Segmentation

Western wear sub-category holds the largest share within the kid's apparel segment. Denim is the fastest growing category with a CAGR of 17.6% from Fiscal 2024 to Fiscal 2029, followed by Indian wear which is estimated to grow at a CAGR of ~12.9% within the same period.

Kids Apparel Category Split (Fiscal) (in ₹ billion)

Sub-Category	2019	2024	2025 E	2029 P	CAGR 2019-2024	CAGR 2024-2025 E	CAGR 2024-2029 P
Westernwear	602	989	1,102	1,756	10.4%	11.4%	12.2%
Ethnic/ Indian wear	115	164	183	300	7.3%	11.9%	12.9%
Innerwear	73	112	125	190	9.0%	11.0%	11.0%
Winterwear	64	84	92	133	5.5%	10.3%	9.6%
Denim	15	23	25	51	9.1%	11.4%	17.6%
Other	23	29	32	45	4.2%	11.2%	9.3%
Total Kids Market	**892**	**1,401**	**1,560**	**2,474**	**9.4%**	**11.3%**	**12.0%**

Source: Secondary Research, Technopak Analysis

Growth Drivers and Trends

- **Evolving family structures and increased spending power:** The rise of dual-income households and nuclear families in India has increased the financial flexibility of families specially in urban areas. With the household size decreasing and disposable income rising, parents are more willing to spend on their children, prioritizing smart and high-quality clothing. This shift reflects a growing focus on children's needs and preferences, significantly driving the growth of the kids apparel market.

- **Growing preference for quality clothing:** Parents are increasingly prioritizing durable, comfortable, and premium-quality clothing for their children. Organized players are benefitting more from this trend as they are perceived to offer higher quality clothing and more design variety. Also, the impact of e-commerce is fuelling this growth as brands with specific product offerings have started with online stores catering pan-India, and slowly parents are adopting online sales channel for kids apparel shopping. This shift is driven by a desire to provide the best for their kids and ensure that their clothing aligns with evolving standards of safety and comfort.

- **Impact of social media and influencers:** The growing presence of kids on social media platforms, often curated by parents, has heightened the emphasis on appearance. Many parents now focus on creating a stylish and polished online image for their children, influenced by the rise of child influencers and trends on platforms like Instagram. This trend, combined with parents being exposed to online fashion inspiration, has led to greater investments in fashionable and branded clothing for kids.

Key risk factors

- **E-commerce logistics and sizing challenges:** While e-commerce is rapidly growing in India, it presents unique challenges for the kids' apparel market. Parents often face difficulties with sizing, as children grow quickly, and standardized size charts may not always fit well. This leads to an increase in product returns, which can be a logistical and financial burden for brands. Addressing these issues requires better size guidance, flexible return policies, and efficient logistics, adding complexity to online retail operations.

- **Competition from unbranded market:** Kids apparel market in India is led by fragmented unbranded players selling through traditional sales channels, especially in tier-2 and tier-3 cities and in rural areas. These unorganized markets

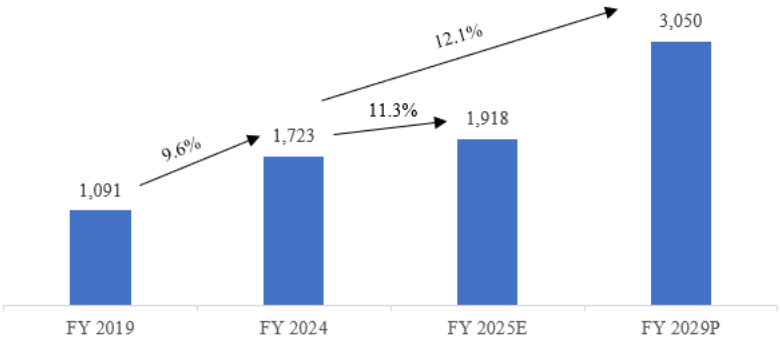
offer lower prices which can be a factor for price sensitive customers. For branded players, competing with local players on fair prices while maintaining quality can sometimes be a challenge to maintain the overall profitability.

APPAREL MARKET IN SOUTH INDIA

Overview of Apparel Market in South India

The apparel market in south India accounted for 28% of the total apparel market and was valued at ₹1,723 billion in Fiscal 2024, growing at a CAGR of 9.6% from Fiscal 2019. This market is further projected to grow at a CAGR of ~12.1% to reach a value of ₹3,050 billion by Fiscal 2029.

Size of Apparel Market in South India (in ₹ billion)

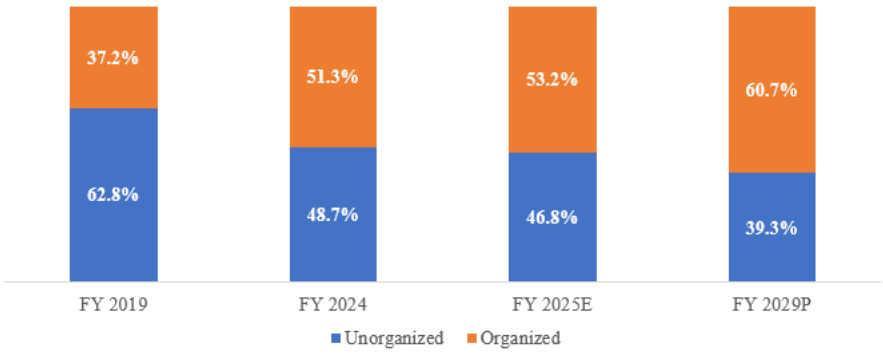


Source: Secondary Research, Technopak Analysis

Level of Organised vs Unorganised in Apparel Market in South India

The organized apparel market in south India accounted for 51.3% of the total apparel market in Fiscal 2024. The organized market grew at a CAGR of 16.8% from Fiscal 2019 to Fiscal 2024 reaching a market size of ₹884 Bn. The market is further projected to grow at a CAGR of 14.7% in the next five-year period to reach ₹1,758 billion by Fiscal 2029. This growth within the organized retail is attributed to both regional and national brands expanding their footprints across key urban and Tier 2 cities. Established players are opening new stores, leveraging the region's rising disposable incomes and evolving consumer preferences. The increasing inclination towards branded apparel, coupled with a demand for better shopping experiences, is driving this transition. Retailers are capitalizing on these trends by strengthening their offline presence, ensuring wider accessibility, and enhancing their value proposition.

South Apparel Market's Organised vs Unorganised Split



Source: Secondary Research, Technopak Analysis

Organised Apparel Market in South India Segmentation—By Channel

Within the organized apparel market in south India, organized brick & mortar accounted for 67% with a market size of ₹588 billion in Fiscal 2024 and ecommerce accounted 33% with a market size of ₹296 billion in the same year. The continued expansion of modern retail formats, including malls and high-street outlets, is further accelerating the organized sector's growth. With consumer demand shifting towards aspirational and quality-driven purchases, the apparel industry in South India is poised for a further rise in organized retail penetration over the next five years.

Sales Channel Split of South's Apparel Market (in ₹ billion)

Channel	2019	2024	2025E	2029P	2019–24 CAGR	2024–25E CAGR	2024–29P CAGR
Total South App.	**1,091**	**1,723**	**1,918**	**3,050**	**9.6%**	**11.3%**	**12.1%**

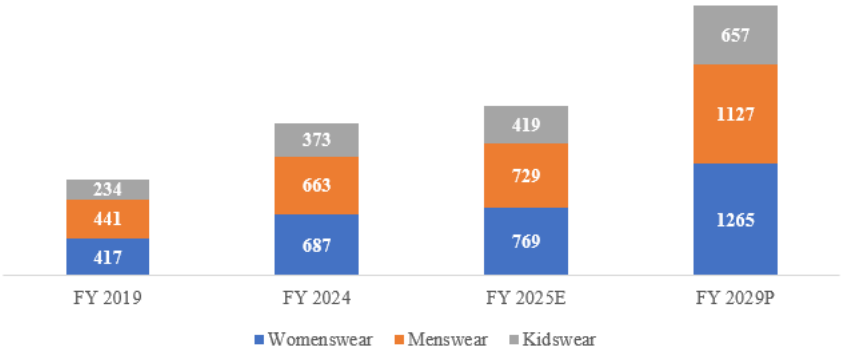
Channel	2019	2024	2025E	2029P	2019–24 CAGR	2024–25E CAGR	2024–29P CAGR
Unorganised	686	838	898	1,200	4.1%	7.2%	7.4%
Organised	406	884	1,020	1,850	16.9%	15.3%	15.9%
Org. B&M	282	588	673	1,184	15.8%	14.4%	15.0%
Org. Ecom	124	296	347	666	19.1%	17.1%	17.6%

Source: Secondary Research, Technopak Analysis

Apparel Market in South India Segmentation—By Gender

In Fiscal 2024, men's apparel contributed ~ 38.5% of the total apparel market in south India with a market size of ₹663 Bn. This market is projected to grow at a CAGR of 11.2% in the next five years to reach ₹729 billion in Fiscal 2029. Women's apparel on the other hand was valued at ₹687 billion (~39.9%) in Fiscal 2024 and is projected to grow at a CAGR of 13.3% till Fiscal 2029 to reach ₹1,265 Bn. Kids' apparel accounted for the remaining ~21.6% of the apparel market in south India in Fiscal 2024.

Segmentation of Apparel Market in South India by Gender (in ₹ billion)



CAGR	Fiscal 2019-24	Fiscal 2024-25E	Fiscal 2024-29P
Total South Apparel	**9.6%**	**11.3%**	**12.1%**
Womenswear	10.5%	12.0%	13.0%
Menswear	8.5%	10.0%	11.2%
Kids	9.8%	12.5%	12.0%

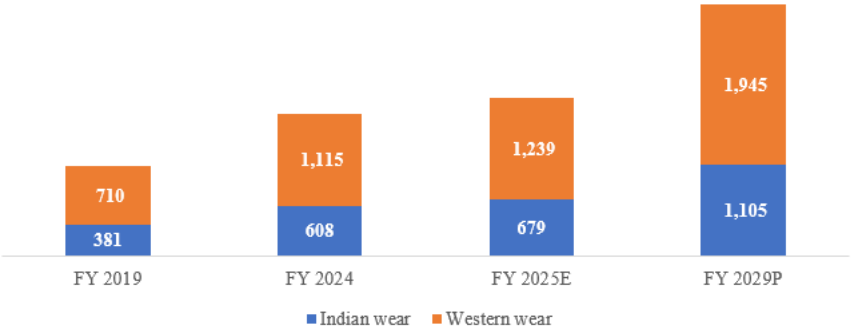
Source: Secondary Research, Technopak Analysis

Apparel Market in South India Segmentation—By Sub-Categories

The South Indian apparel market continues to be dominated by Western wear, which accounted for 65% of the market in Fiscal 2024 at a market size of ₹1,109 Bn. By Fiscal 2029, western wear is projected to reach ₹1,934 billion growing at a CAGR of 9.4%. This preference is largely driven by growing urbanization, increasing adoption of casual and workwear clothing, and the growing presence of fast fashion and global brands. The steady expansion of shopping malls and e-commerce has further made western apparel more accessible.

However, the Indian wear segment remains a significant part of the market, particularly for festive and occasion wear. The same was valued at ₹608 billion in Fiscal 2024 and is projected to grow to ₹1,105 billion in the next five years at a CAGR of 10.2%. This faster growth of Indian wear is influenced by cultural trends, weddings, and increasing premiumization in the category. While western wear will continue to dominate daily and workwear categories, Indian wear's steady expansion indicates sustained demand, requiring retailers to balance both segments effectively. Additionally, established regional players like RSB Retail India Limited, Pothy's, Kumarans, Kaylan Silks, Nallis, etc., are significantly contributing to the growth of ethnic fashion in South India.

Segmentation of South's Apparel Market by Subcategories (in ₹ billion)



Source: Secondary Research, Technopak Analysis

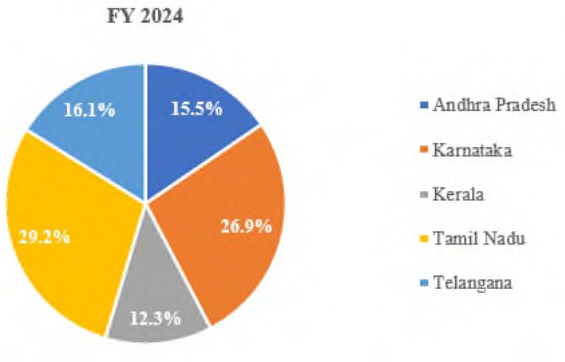
CAGR	Fiscal 2019-24	Fiscal 2024-25E	Fiscal 2024-29P
Total South Apparel	**9.6%**	**11.3%**	**12.1%**
Indian wear	9.8%	11.8%	12.7%
Western wear	9.4%	11.1%	11.8%

State Wise Segmentation of Apparel Market in South India

Andhra Pradesh and Telangana together account for 31.6% of the south Indian apparel market in Fiscal 2024, making them a significant contributor to the region's overall apparel industry. The growth in these states is driven by rising urbanization, increasing disposable incomes, and a strong preference for ethnic and occasion wear. Hyderabad has emerged as a key retail hub, attracting both national brands and strong regional players. Major homegrown retailers such as RSB Retail India Limited (with formats like R.S Brothers, South India Shopping Mall, Narayani Silks), Neeru's, Chandana Brothers, and Marri Retail have played a crucial role in shaping the organized ethnic wear market, offering a diverse range of sarees, lehengas, and fusion ethnic wear. Additionally, the rise of omni-channel retailing, including ecommerce and influencer-driven marketing, has strengthened consumer engagement, particularly in Tier 2 and Tier 3 cities. The government's push for textile clusters and handloom parks is further supporting the supply chain, making locally produced ethnic wear more accessible. Furthermore, aspirational shifts in smaller cities have fueled demand for branded apparel, leading to increased penetration of organized retail across the region.

Tamil Nadu and Karnataka accounted for 29.2% and 26.9% of south India apparel market respectively in Fiscal 2024. These states benefit from strong urban retail infrastructure, high consumer spending on apparel, and the presence of major textile and garment hubs. Tamil Nadu, particularly Chennai and Coimbatore, has a deep-rooted textile industry, while Bengaluru in Karnataka serves as a fashion-forward market with a mix of ethnic and western apparel demand.

State Wise Segmentation of South's Apparel Market (Total Market—₹1,723 billion)

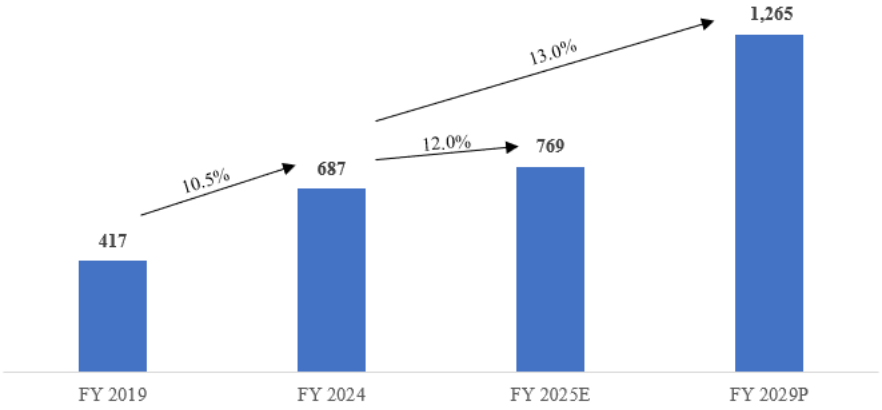


Source: Secondary Research, Technopak Analysis

Overview of Women's Apparel Market in South India

The women's apparel market in south India accounted for 39.9% of the total apparel market in south India and was valued at ₹687 billion in Fiscal 2024, growing at a CAGR of 10.5% from Fiscal 2019. This market is further projected to grow at a CAGR of 13.0% to reach a value of ₹1,265 billion by Fiscal 2029, benefitting from increased fashion consciousness, higher spend on ethnic apparel, expanding working women population and the growing influence of digital and social commerce.

Market Size of Women's Apparel Market in South India (in ₹ billion)



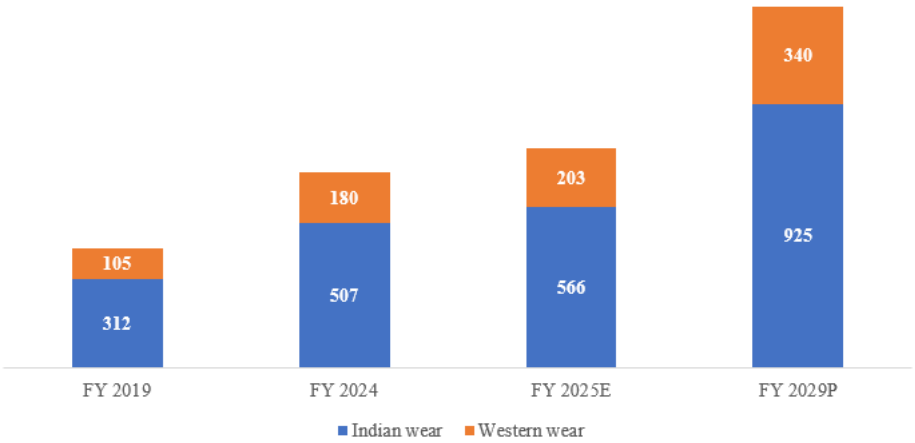
Women's Apparel Market in South India Segmentation—By Sub-Categories

The south Indian women's apparel market is dominated by the Indian wear segment, accounting for a significant share of 74% of the market in Fiscal 2024 and was valued at ₹507 Bn. It is further projected to grow at a CAGR of 12.8% in the next five year to reach ₹925 Bn.

Western wear, though a smaller segment, is expanding at a slightly faster CAGR of 11.4% from Fiscal 2019 to reach ₹174 billion in Fiscal 2024. The western wear market is further projected to grow at a CAGR of 13.6% in the next five-year period to reach ₹329 billion in Fiscal 2029, indicating a rising preference for casual and workwear options among women in urban and semi-urban areas.

Despite the increasing adoption of western apparel, ethnic wear remains the backbone of the South Indian women's apparel market, driven by deep cultural preferences and traditional attire requirements. While sarees continue to be the largest sub-category, there is a growing shift towards lehenga cholis, ethnic gowns, and Indo-Western fusion wear, especially for weddings, festive occasions, and social gatherings. This shift is being facilitated by major regional players such as Pothys, Nalli, RSB Retail India Limited, Sai Silks, Marri Retail, South India Shopping Mall, and Chennai Silks, who are expanding their ethnic collections beyond sarees to cater to evolving consumer preferences. As demand for diverse ethnic options grows, these brands are expected to play a pivotal role in shaping the future of Indian wear in south India.

Segmentation of Women's Apparel Market in South India by Subcategories (in ₹ billion)



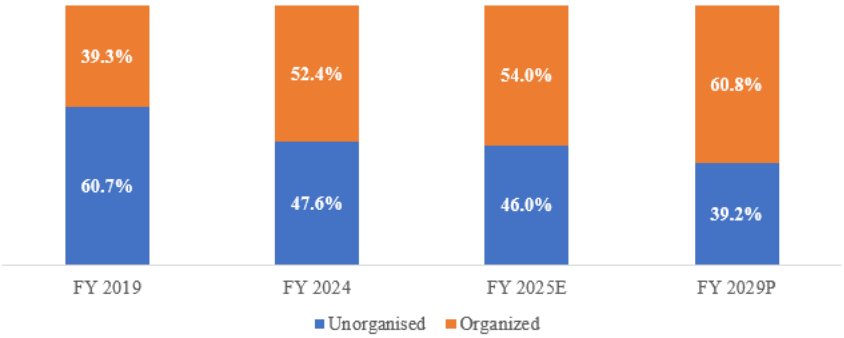
CAGR	Fiscal 2019–24	Fiscal 2024–25E	Fiscal 2024–29P
Total Women South Apparel	10.5%	12.0%	13.0%
Indian wear	10.2%	11.7%	12.8%
Western wear	11.4%	12.8%	13.6%

Source: Secondary Research, Technopak Analysis

Women's Apparel Market in South India Segmentation – By Channel

The women's organized apparel market in south India accounted for 52.4% of the total apparel market in Fiscal 2024. This organized market grew at a CAGR of 17.1% from Fiscal 2019 to Fiscal 2024 reaching a market size of ₹360 Bn. The market is further projected to grow at a CAGR of 16.4% in the next five-year period to reach ₹758 billion by Fiscal 2029.

Women's Apparel Market in South India – Organized vs Unorganized Split



Source: Secondary Research, Technopak Analysis

Organized Apparel Market in South India Segmentation- By Channel

Within the organized women's apparel market in south India, organized brick & mortar accounted for 60.5% with a market size of ₹218 billion in Fiscal 2024 and ecommerce accounted 43.5% with a market size of ₹142 billion in the same year

Size of Apparel Market in South India (in ₹ billion)

Channel Segmentation – Women's Apparel Market	Fiscal 2019	Fiscal 2024	Fiscal 2025E	Fiscal 2029P	Fiscal 2019–24 CAGR	Fiscal 2024–25E CAGR	Fiscal 2024–29P CAGR
Total South Apparel	417	687	769	1265	**10.5%**	**12.0%**	**13.0%**
Unorganized	253	327	354	508	5.3%	8.2%	8.7%
Organized	164	360	415	758	17.1%	15.4%	16.4%
Org. B&M	104	218	249	438	15.8%	14.4%	15.6%
Org. Ecom	59	142	166	320	19.1%	17.1%	17.6%

Number of Stores in Andhra Pradesh and Telangana for Key Players

RSB Retail India Limited had 27 operating stores in Andhra Pradesh and 45 operating stores in Telangana for Fiscal 2025.

Number of Stores in Telangana (Fiscal 2025)

Player	Andhra Pradesh	Telangana
RSB Retail India Limited	27	45
Primarily Value Fashion Players		
Baazar Style Retail Ltd.	6	0
Baazar Retail (Baazar Kolkata)	1	0
Metro Retail (M Bazaar)	0	0
Citykart Ventures Pvt. Ltd.	0	0
V-Mart Retail Ltd.	12	16
V2 Retail Ltd.	1	0
Vishal Mega Mart Ltd.	40	45
Avenue Supermart (DMart) Ltd.	41	45
Primarily Large Format Players		
Trent Limited	49	54
Pothys Pvt. Ltd.	0	0
Marri Retail Pvt. Ltd.	NA	NA
Lifestyle International Pvt. Ltd.	5	11
Shoppers Stop Ltd.	4	8
Reliance Retail Limited	315	333
Aditya Birla Fashion and Retail Ltd.	115	154
Sai Silk (Kalamandir) Ltd.	26	16

Source: Annual Reports, Industry Reports, Technopak Analysis

Growth Drivers and Trends of the Apparel Market and Ethnic Apparel Market in South India

- **Expanding organized and online retail**: The rapid expansion of organized retail and e-commerce has significantly improved access to apparel across South India, particularly in Tier 2 and Tier 3 cities. The shift towards shopping malls, branded stores, and online platforms like marketplaces, brand websites, and social commerce is driving higher sales, making branded apparel more accessible to a larger consumer base.

- **Rising disposable incomes & changing consumer preferences:** Economic growth in the region has led to higher discretionary spending, especially among women and younger consumers who are more inclined toward branded and premium apparel. Additionally, increasing exposure to global fashion trends, social media influence, and aspirational purchasing behaviour is fuelling demand for both ethnic and Western wear.

- **Cultural and lifestyle-driven apparel demand:** South India's apparel market continues to be fuelled by strong cultural ties to ethnic wear, particularly sarees, lehengas, and festive attire, which remain a staple for weddings, religious events, and traditional celebrations. At the same time, the growing workforce participation of women and urbanization are increasing demand for fusion and western casual wear, leading to a diversified apparel market catering to both traditional and modern clothing needs.

- **E-Commerce expansion driving accessibility and sustainability**: The growing popularity of online retail and social commerce is transforming ethnic apparel purchasing, especially in Tier 2 and Tier 3 cities, where consumers now have access to a wider selection, competitive pricing, and personalized shopping experiences. Simultaneously, increasing awareness of sustainability is influencing buying behaviour, with a rise in demand for ethically sourced, organic fabrics and handloom-based apparel.

- **Sustained dominance of sarees with regional specialties:** Sarees continue to be the most significant ethnic apparel category in South India, driven by strong cultural preferences and the presence of major textile hubs. Regional variations like Kanjeevaram sarees (Tamil Nadu), Mysore silk sarees (Karnataka), and Kasavu sarees (Kerala) maintain strong demand, particularly for weddings and festive occasions. The established handloom industry and local weaving traditions further support this segment's steady growth.

- **Rise of fusion wear and customizable ethnic collections:** Younger consumers are experimenting with ethnic fashion, leading to an increased demand for fusion wear, such as sarees paired with modern blouses, lehenga-style drapes, and indo-western silhouettes. Additionally, customizable and ready-to-wear ethnic collections are gaining traction, offering consumers more convenient yet stylish options. This shift is being reinforced by brands incorporating lighter, contemporary fabrics and digital embroidery, making traditional attire more versatile for various occasions.

- **Cultural affinity fuelling market growth:** Ethnic wear demand in South India is strongly influenced by cultural and religious celebrations, particularly weddings, temple festivals, and traditional ceremonies. As disposable incomes rise—especially among working women—there is a greater willingness to spend on premium and designer ethnic wear, ensuring a steady expansion of the market. Regional retailers and designer labels capitalize on this trend by offering a mix of heritage-rich apparel and contemporary ethnic designs, catering to evolving consumer preferences.

LARGE FORMAT STORE MARKET IN INDIA

Large Format Store Market Size

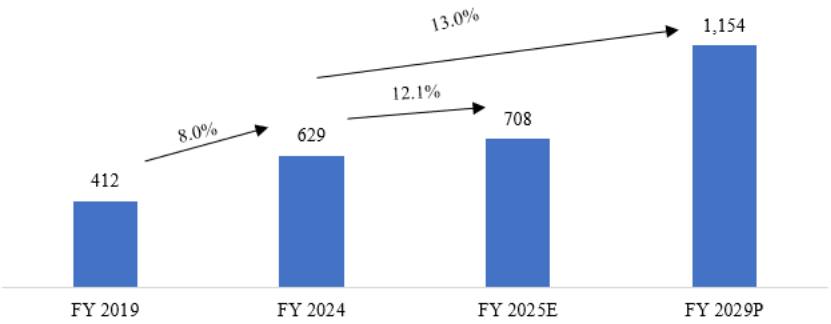
The Indian retail landscape has witnessed a significant transformation with the emergence and expansion of Large Format Stores (LFS). Defined as retail outlets exceeding approximately 20,000 square feet, LFS offer a diverse array of products across multiple apparel and lifestyle categories, including segments such as men's, women's, and children's wear, encompassing both Western and Indian styles. These establishments are primarily categorized into two distinct formats: -

- Single-Brand Outlets: These stores exclusively retail their own in-house brands, accounting for 100% of the products sold within their premises. Notable examples include H&M, Uniqlo, Zara, Marks & Spencer, Fabindia etc.

- Multi-Brand Outlets: These stores offer a mix of private labels alongside external brands, along with a variety of categories like Fashion, Electronics, Home etc. providing consumers with a broader selection. Prominent players in this segment include Pantaloons, Lifestyle Stores, Shoppers Stop etc.

The LFS retail market in India was valued at ₹629 billion in Fiscal 2024, which amounted to a share of 9.8% of the total apparel market. In Fiscal 2019, this market stood at ₹412 billion and grew at a CAGR of 8.0%. The market is projected to reach ₹1,154 billion by Fiscal 2029, growing at a CAGR of 13.0% from Fiscal 2024-29.

Size of Large Format Store (Lifestyle & Home) Market in India (in ₹ billion)



Source: Technopak Analysis

Breakup by Geography

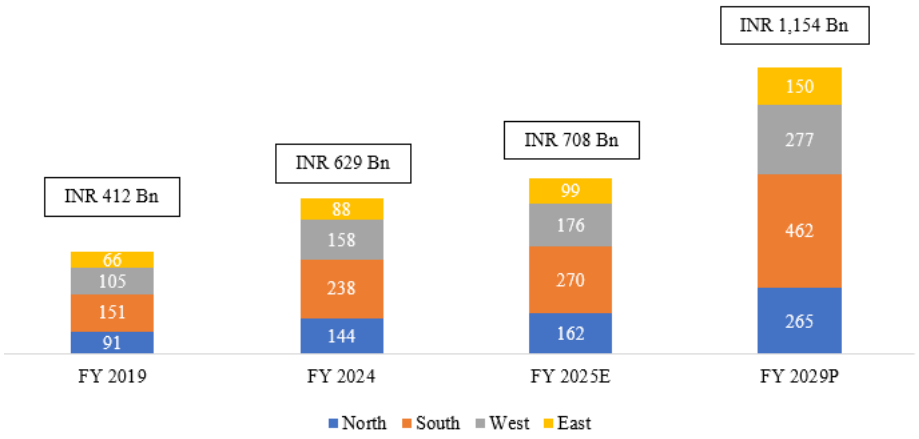
Regional Large Format Stores ("**LFS**") have evolved over the years to match national LFS players in terms of product assortment, SKU depth, and segment coverage, while simultaneously leveraging their in-depth understanding of regional consumer preferences to gain a competitive edge. These regional players have demonstrated their ability to offer a comprehensive mix of apparel and lifestyle categories, similar to national LFS chains, including men's, women's, and children's wear across western, Indian, and fusion styles. However, what differentiates them is their ability to cater to highly localized product demands, which national LFS chains often do not address. Additionally, regional LFS often achieve higher profit margins compared to national LFS chains due to their deeper market penetration within a smaller geography which they understand well, high focus on store profitability and SPSF, discounting and sales aligned to fluctuating local demands, and higher control over operational costs.

A prime example of this advantage is seen in South India, where traditional ethnic wear—particularly sarees—constitutes a significant share of the apparel market. Unlike national LFS chains such as Westside or Shoppers Stop, which primarily focus on categories like western wear, ethnic wear (salwar kameez, kurtas etc.), and private-label fashion, regional LFS players like R.S. Brothers, South India Shopping Mall, JC Brothers etc. offer an extensive saree collection that caters to the deep-rooted cultural and festive needs of South Indian consumers alongside western wear. This ability to align their product mix with regional purchasing behaviors enhances customer retention and strengthens their market positioning.

Furthermore, regional LFS chains not only provide these additional product categories but also maintain SKU breadth and depth comparable to their national counterparts. These retailers stock a diverse range of fabrics, designs, and price points, ensuring that they serve both mass-market and premium customer segments effectively.

The market size of the LFS market in South India was valued at ₹238 Bn, accounting for ~38% of the total LFS market in Fiscal 2024. The market grew at a CAGR of 9.6% from a market size of ₹151 billion in Fiscal 2019 and is further projected to reach ₹462 billion by Fiscal 2029 growing at CAGR of 14.1%. West region accounted for 25% of the total LFS market, with its market size projected to increase from ₹158 billion in Fiscal 2024 to ₹277 billion by Fiscal 2029, growing at a CAGR of 13.0%. North and East regions contributed 23% (₹144 billion) and 14% (₹88 billion), respectively, to the total LFS market in Fiscal 2024.

Region-wise Market Size for Large Format Store Market (in ₹ billion)



Growth Rate	Fiscal 2019-2024	Fiscal 2024-2025E	Fiscal 2024-2029P
Total LFS Market	8.8%	**12.5%**	13.0%
North	9.7%	12.3%	13.0%
South	9.6%	13.4%	14.1%
West	8.5%	11.6%	11.9%
East	6.0%	12.0%	11.1%

Source: Technopak Analysis

Operational Benchmarking

Evolution of Players into Different Categories

Large format stores represent a growing segment of organized retail, characterized by their expansive size, comprehensive product range, and focus on providing an all-encompassing shopping experience. These stores house diverse product categories, including apparel, electronics, home furnishings, and more. They aim to offer convenience, variety, and value to urban and semi-urban consumers, As the retail landscape evolves, businesses are adopting multi-format strategies to cater to diverse customer needs. RSB Retail India Limited exemplifies this approach as a multi-format retailer, operating large-format retail stores, exclusive ethnic wear outlets for men and women, and value driven expansive hypermarts. This diversified retail model allows the company to serve a wide spectrum of consumers, ensuring accessibility and variety across different shopping preferences. As of 31st March 2024, the company reported an average order value of ₹2,665.30.

The growth of large format stores is primarily driven by rapid urbanization and the rising affluence of the middle class. As cities expand and incomes grow, consumers increasingly seek modern retail formats that combine convenience with variety. With the saturation of metropolitan markets, many retailers are focusing on expanding into Tier 2 and Tier 3 cities, where demand for organized retail is growing. Technology adoption, including the use of data analytics, and digital payment systems, is transforming retail experience, enabling better inventory management and personalized customer service.

Formats of Key Regional Players

Operating Companies/ Players	Value Format	Large Format Store	Ethnic Wear-Women	Ethnic Wear-Men
RSB Retail India Limited	✓	✓	✓	✓
Pothys Pvt. Ltd.		✓	✓	
Marri Retail Private Limited (Formerly known as J.C. Brothers Retail Pvt. Ltd.)	✓	✓		
Saravana Stores Retail Pvt. Ltd. (A subsidiary of Saravana Selvarathnam Retail Pvt. Ltd.)		✓		
Sai Silk (Kalamandir) Limited	✓	✓	✓	

Sources: Secondary research, Technopak Analysis.

Formats of Key National Players

Operating Company/ Players	Value Format	Large Format Store	Ethnic Wear-Women	Ethnic Wear-Men
Landmark Group	✓	✓		
Aditya Birla Fashion and Retail Ltd.		✓	✓	✓
K Raheja Group		✓		
Trent Ltd.	✓	✓		

Sources: Secondary research, Technopak Analysis.

Overview of Key Regional Players

Key Players	Year of Inception	Operating Company	No. of Stores	# Cities where stores present	Average Store Size (sq ft)
RSB Retail India Limited	1999	RSB Retail India Limited.	47	21	23,000-32,000
Pothys	1923	Pothys Pvt. Ltd.	17	12	~1,29,000
JC Brothers	1998	Marri Retail Private Limited (Formerly known as J.C. Brothers Retail Pvt. Ltd.)	14	4	~24,000
Saravana Stores	1969	Saravana Stores Retail Pvt. Ltd.	6	3	NA
Sai Silks (Kalamandir) Limited	2005	Sai Silks Kalamandir Ltd.	11	7	10,531

Source: Secondary research, Technopak Analysis.
Note: Pothys, JC Brothers, Saravana Stores - store count from brand websites, store locator as of January 2025
RSB Retail India Limited , Sai Silks (Kalamandir) Limited- data given for Fiscal 25 from annual reports

Overview of Key National Players

Key Players	Year of Inception	Operating Company	No. of Stores	# Cities where stores present	Average Store Size (sq ft)*
Lifestyle	1999	Landmark Group	121*	52	45,000
Pantaloons	1997	Aditya Birla Fashion and Retail Ltd.	405	190 cities and towns	~8,000
Shoppers Stop	1991	K Raheja Group	299	62	40,000-50,000
Westside	1998	Trent Ltd.	248	91	18,000

Source: Secondary research, Technopak Analysis.
Note: Lifestyle- store count from brand websites, store locator as of January 25.
Pantaloons & Westside- store count given for Fiscal 25 from annual report
**: includes franchise stores.*

Key product categories offered by key players

Large format apparel brands offer a diverse range of wardrobe essentials and trendy pieces across men, women, and kids. The product mix includes casual wear, formal wear, activewear, and accessories, catering to various customer needs. With a focus on style, the strategic approach positions the brand as an all-in-one destination for shoppers.

Key Product Categories Offered by Key Regional Players

Key Players	Category	Subcategory
RSB Retail India Limited	Apparel	Men's, Women's, Kids Wear, Textile
	Accessories	Fashion Jewellery, Cosmetics, Bags, Toys, etc.
	Home and living	Home Furnishings
Pothys	Apparel	Men's, Women's, Kids Wear
	Accessories	Fashion Jewellery
JC Brothers	Apparel	Men's, Women's, Kids Wear
Saravana Stores	Apparel	Men's, Women's, Kids Wear
	Home and living	Electronic Appliances, Kitchen Appliances, Furniture, etc
Sai Silks (Kalamandir) Limited	Apparel	Men's, Women's Wear

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Key Product Categories Offered by Key National Players

Key Players	Category	Subcategory
Lifestyle	Apparel & Footwear	Men's, Women's, Kids Wear, Footwear
	Accessories	Fashion Jewellery, Beauty Products, Bags, Watches, etc
	Home and living	Furnishings, Kitchenware, Tableware, etc
Pantaloons	Apparel & Footwear	Men's, Women's, Kids Wear, Footwear
	Accessories	Fashion Jewellery, Beauty Products, Bags, Watches, etc
	Home and living	Bathware, Kitchenware, Bedsheets, Blanket, Quilts, etc
Shoppers Stop	Apparel & Footwear	Men's, Women's, KidsWear, Footwear
	Accessories	Fashion Jewellery, Beauty Products, Watches, Bags etc
	Home and living	Bedsheets, Bathware, Home Furnishings, Appliances, Storage, etc
Westside	Apparel & Footwear	Men's, Women's, Kids Wear, Footwear

Key Players	Category	Subcategory
	Accessories	Fashion Jewellery, Beauty Products, Bags, Watches, etc
	Home and living	Décor, Kitchenware, Bedsheets, Bathware

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Key Segments Offered by Key Players

Large retailers are strategically positioned as one-stop destinations for diverse consumer needs. Their product offerings span across Men, Women, and Kids' segments, supplemented by home furnishings. In apparel, they cater to everyday essentials, trendy wear, and seasonal collections.

Key Segments Offered Within Apparel (Regional Large Format Retail Players)

Category	Men					Women					Kids		
Sub-Category	Western/ Casual wear	Indian/ Ethnic Wear	Formal Wear	Sports Wear	Winter Wear	Indian/ Ethnic Wear	Western/ Casual wear	Formal Wear	Sports Wear	Winter Wear	Western/ Casual Wear	Indian/ Ethnic Wear	Winter Wear
RSB Retail India Limited	✓	✓	✓	✓	✓	✓	✓	-	-	✓	✓	✓	✓
Pothys	-	✓	-	-	-	✓	-	-	-	-	-	✓	-
JC Brothers	✓	✓	✓			✓					✓	✓	
Saravana Stores	✓	✓	✓	-	-	✓	✓	-	-	-	✓	-	-
Sai Silks Kalamandir	-	✓	-	-	-	✓	-	-	-	-	-	-	-

Source: Secondary research, Technopak Analysis. Categories as available on player websites

Key Segments Offered Within Apparel (National Large Format Retail Players)

Category	Men's Wear					Women's Wear					Kids Wear		
Sub-Category	Western/ Casual wear	Indian/ Ethnic Wear	Formal Wear	Sports Wear	Winter Wear	Indian/ Ethnic Wear	Western/ Casual wear	Formal Wear	Sports Wear	Winter Wear	Western/ Casual Wear	Indian/ Ethnic Wear	Winter Wear
Lifestyle	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	✓
Pantaloons	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Shoppers Stop	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Westside	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	✓

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Multi-Channel Outreach of Key Brands

Apparel brands leverage large format stores as key offline sales channels to showcase their diverse product offerings. These stores are strategically situated in high-footfall locations, ensuring accessibility for shoppers. Large format stores provide customers the opportunity to explore a broad selection of options, try on clothing, and benefit from personalized assistance provided by staff. By emphasizing physical retail through large format outlets, these brands establish themselves as reliable destinations for quality fashion.

Apparel category - Multi-Channel Outreach by Key Regional Brands

Key Players		Online split into	
	LFS	Own Website	Marketplaces
RSB retail India Limited	✓✓✓	✓✓	-
Pothys	✓✓✓	✓✓	-
JC Brothers	✓✓✓	-	-
Saravana Stores	✓✓✓	✓✓	-
Sai Silks Kalamandir	✓✓✓	✓✓	-

Source: Secondary research, Technopak Analysis.
✓- The ticks showcase the estimated intensity of presence in the given channel.

Apparel category - Multi-channel Outreach by Key National Brands

Key Players		Online split into		Marketplaces Present
	LFS	Own Website	Marketplaces	
Lifestyle	✓✓✓	✓✓	✓✓	Amazon, Myntra, Ajio
Pantaloons	✓✓✓	✓✓	✓✓	Flipkart, Ajio
Shoppers Stop	✓✓✓	✓✓	✓✓	Amazon
Westside	✓✓✓	✓✓	✓✓	Tata CliQ

Source: Secondary research, Technopak Analysis.
✓- The ticks showcase the estimated intensity of presence in the given channel.

Store Counts: Fiscal 2018–2025

The growing number of stores reflects a robust growth trajectory and a deliberate strategy to strengthen the market presence. By expanding into new regions and targeting diverse demographics, brands can reach a wider audience and foster deeper customer engagement. This expansion is often fueled by the demand for in-person shopping experiences and the ability to provide localized product assortments that cater to specific consumer preferences.

Store Count (Large Format Regional Retail Players) (Years in Fiscal)

Key Players	Store Count of Large Format Regional Retail Players							
	2018	2019	2020	2021	2022	2023	2024	2025*
RSB Retail India Limited	18	20	28	25	32	32	37	47
Pothys	NA	NA	NA	NA	18	18	NA	17
JC Brothers	17	NA	19	NA	NA	NA	NA	14
Saravana Stores	4	4	4	4	4	5	NA	6
Sai Silks Kalamandir	NA	10	10	7	8	12	11	11

Source: Annual Reports,Secondary research, Technopak Analysis.
Pothys, JC Brothers, Saravana Stores - store count from brand websites, store locator as of January 2025
RSB Retail India Limited , Sai Silks (Kalamandr) Limted- data given for Fiscal 2025 from annual reports

Store Count (Large Format National Retail Players) (Years in Fiscal)

Key Players	Store Count of Large Format Regional Retail Players							
	2018	2019	2020	2021	2022	2023	2024	2025
Lifestyle	NA	NA	NA	NA	NA	NA	NA	121*
Pantaloons	275	308	342	346	377	431	417	405
Shoppers Stop	240	293	293	254	259	270	249	299
Westside	125	150	165	174	200	214	232	248

Source: Annual Reports,Secondary research, Technopak Analysis.
Lifestyle- store count from brand websites, store locator as of January 2025.
Shoppers Stop, Pantaloons & Westside- store count given for Fiscal 2025 from annual report

Store Presence Tier-wise

Tier-wise Store Count of Key Regional Players (Fiscal 2025)

Key Players	Total stores	Split of stores across city type	
		Metro + Tier 1	Tier 2 and beyond
RSB Retail India Limited	47*	70%	30%
Pothys	17	41%	59%
JC Brothers	14	71%	29%
Saravana Stores	6	67%	33%
Sai Silks Kalamandir	11	64%	33%

Source: Brand websites(store locator) Secondary research, Technopak Analysis.
Note: Pothys, JC Brothers, Saravana Stores - store count from brand websites, store locator as of Jan25
RSB Retail India Limited , Sai Silks (Kalamandr) Limted- data given for Fiscal 25 from annual reports
Note: 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.

Tier-wise Store Count of Key National Players (Fiscal 2025)

Key Players	Total stores	Split of stores across city type	
		Metro + Tier 1	Tier 2 and beyond
Lifestyle	121	66%	33%
Pantaloons	405	52%	48%
Shoppers Stop**	299	NA	NA
Westside	248	71%	29%

Source: Brand websites(store locator) Secondary research, Technopak Analysis.
Note: Lifestyle- store count from brand websites, store locator as of January 2025.
Pantaloons & Westside- store count given for Fiscal 2025 from annual report
Note: 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.

VALUE RETAIL IN INDIA

Value Retail Market Size

Value Retail can be classified as the retailing of merchandise at price points that are affordable to the consumer segments with high sensitivity to price. Price sensitivity exists across customer segments viz. high-income customer segment's price sensitivity

towards a brand of car beyond a certain price or the mid-income customer segment's price sensitivity towards a piece of jewellery or footwear. In the need-based categories like food & grocery and FMCG, it is difficult to slice the market between Value and non-Value retail based on this behaviour because the price points and SKUs carry extensive overlaps at the retail point of sale.

Categories like Apparel, Footwear, Accessories, and Home (termed as discretionary non-food retail) witness the trend of Value retail that can be measured and expressed more distinctly. These categories form the Lifestyle (Apparel, Footwear, Non-Apparel Accessories including Watches) & Home Furnishing segment. SKUs of fast-selling goods sold at a certain price point or lower within these categories in a modern retail environment aggregate to represent organized Value retail.

The target consumers of Value retail who are seeking value for money primarily belong to India's middle-class population, residing in Tier-II, III, and IV cities. These consumers, typically aged 10-40 years, represent a significant portion of the population and are highly price sensitive. They include both individuals upgrading from unbranded/unorganized markets to branded products and those seeking affordable branded options for variety and quality. Before the rise of organized Value retail, this segment relied on unorganized options such as street markets and standalone shops. However, Value retail has addressed this need gap by offering transparency, affordability, and a diverse range of products under one roof, driving its growing acceptance and share in the market.

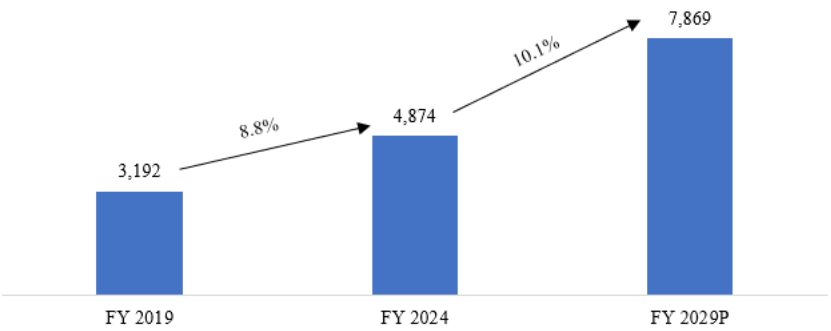
Illustrative SKUs: FSP for Value and other price segments, and key players

Product	Category	Fastest Selling Price (₹)			
		Value Retail	Mid-Price Retail	Premium Retail	Luxury Retail
Men's Shirt	Men Apparel	400	1,500	5,000	50,000+
Women's Kurta	Women Apparel	350	1,200	4,500	50,000+
Sarees	Women Apparel	500	3,700	10,000	50,000+
Girl's Top	Kids Apparel	300	700	2,200	50,000+
Boy's T-shirt	Kids Apparel	250	800	2,500	50,000+
Sports Shoes	Men Footwear	500	2,000	5,500	50,000+
Towels	Home	200	1,000	2,500	20,000+
Bed Cover	Home	400	1,500	4,500	50,000+
Illustrative Players	Organized B&M led Players	Style Baazar, RSB Retail India Limited, Vmart, Vishal Mega Mart, V2 retail, Baazar Kolkata	Pantaloon, South India Shopping Mall, Shoppers Stop, Lifestyle	Calvin Klein, Brooks Brothers, Ritu Kumar, D'Décor, Puma, Jack & Jones Junior	Versace, Burberry, Emporio Armani, Rohit Bal
	Exclusive E-Commerce Players	Meesho Flipkart. Snapdeal, Amazon	Myntra, Amazon	Myntra, Ajio, Amazon, Nykaa Fashion	Ajio Luxe, Tata Cliq Luxury

Source: Secondary Research, Technopak Analysis. FSP- Price at which most of the products of a category are sold in retail

The Lifestyle and Home Value retail market in India was valued at ₹4,874 billion in Fiscal 2024, which amounted to a share of 58% of the total market in these categories of Lifestyle & Home. In Fiscal 2019, this stood at ₹3,192 billion and grew at a CAGR of 8.8%. The market is projected to reach ₹7,869 billion by Fiscal 2029, growing at a CAGR of 10.1% from Fiscal 2024-2029.

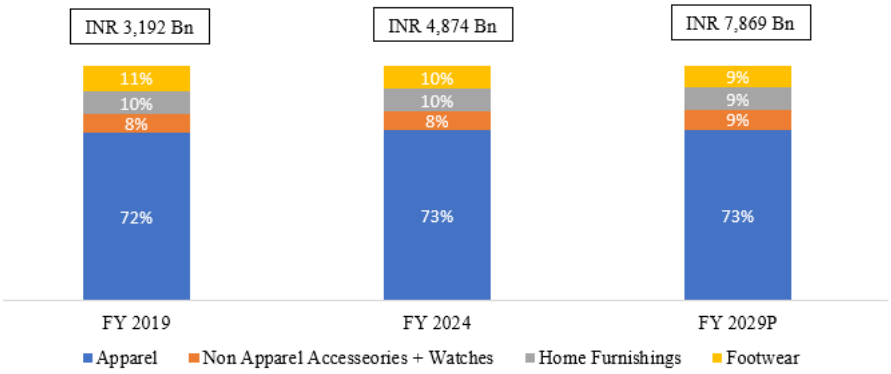
Size of Value Retail (Lifestyle & Home) market in India (in ₹ billion)



The value retail market in India is demonstrating growth, with the apparel category continuing to lead as the primary contributor. In Fiscal 2024, apparel accounted for 73% of the total value retail (home + lifestyle) market. This category's prominence is supported by the price-sensitive nature of Indian consumers and the increasing reach of organized retail players. National value-focused players in the apparel segment include Max Fashion, V-Mart, Zudio etc while regional players also hold a significant presence. For example, R.S. Brothers, Chennai Silks etc. are key players in the southern region, Style Bazaar, V2 Retail has a strong presence in eastern India. Followed by apparel, the home furnishings segment, contributing 10% to the value retail

market, is supported by value-focused retailers such as Style Baazar and V-Mart, which provide affordable home furnishings offerings to price-sensitive consumers. Footwear, accounting for 11%, sees significant contributions from mass footwear brands like VKC, Lakhani Shoes, Relaxo, Ajanta Footwear, and Lancer, which cater to demand through competitively priced products and a strong presence in tier-II and tier-III markets. Non-apparel accessories like belts, fashion jewellery, bags etc, including watches, represent 8% of the market.

Category wise breakup of Value Retail (Lifestyle & Home) market in India (in ₹ billion)



Growth Rate	Fiscal 2019-2024	Fiscal 2024-2029P
Total Value Retail (Home +Living)	**8.8%**	**10.1%**
Apparel	9.1%	10.1%
Non-Apparel Accessories + Watches	9.1%	12.2%
Home Furnishings	8.8%	8.4%
Footwear	6.7%	9.5%

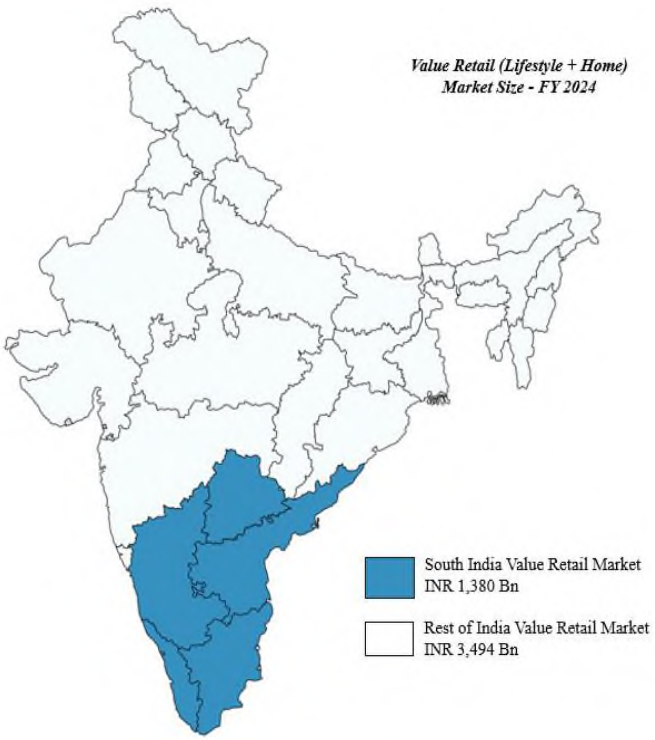
Source: Technopak Analysis.

The rise in value retail in lifestyle and home segments is a direct outcome of its ability to meet the aspirations of a growing, price-sensitive consumer base. By blending affordability with quality, localized offerings, and a seamless shopping experience, value retailers have positioned themselves as an important segment in India's retail sector. With continued growth in tier 3 and 4 cities, alongside the convergence of e-commerce and physical stores, value retail is set to capture an increasingly larger share of the discretionary spend in India.

Breakup by Geography

While the price sensitive consumer base exists across India, there exist regional skews within. This is reflected in the share of Value retail in the overall retail pie of different regions of India. The higher proportion of Value retail in East and South India is reflective of the income levels of these regions and the GDP per capita of these regions compared to that of other regions or states. It implies that organized retail players like Vishal Mega Mart in North India and Style Baazar in East India, who have adopted a cluster-focused approach to expand within these regions seemed to have benefitted by tailoring and harnessing the proposition.

The market size of the value-retailing industry in South India was valued at ₹1,380 Bn, accounting for ~28% of the total value retail (lifestyle + home) in Fiscal 2024. The market grew at a CAGR of 9.1% from Fiscal 2019 and is further projected to reach ₹2,252 billion by Fiscal 2029 growing at CAGR of 10.3%. This growth is indicative of the rising demand for affordable, high-quality lifestyle and home furnishings products in tier-II and tier-III cities across the region. The region's strong affinity for value-driven purchases, coupled with higher penetration of organized retail, has been a key driver of this expansion. The East region, accounting for ~21% of the value retail market, is the fastest-growing region, with its market size projected to increase from ₹1,025 billion in Fiscal 2024 to ₹1,772 billion by Fiscal 2029, growing at a CAGR of 10.1%. Meanwhile, the North and West regions contributed 26% (₹1,251 billion) and 25% (₹1,218 billion), respectively, to the total value retail market in Fiscal 2024, reflecting a more balanced regional distribution of demand.



Region-wise market size for Value Retail (Lifestyle & Home)- (in ₹ billion)

Growth Rate	Fiscal 2019-2024	Fiscal 2024-2029P
Total Value Retail (Home +Living)	**8.8%**	**10.1%**
North	8.3%	9.3%
South	9.1%	10.3%
West	7.8%	9.2%
East	8.8%	10.1%

Source: Technopak Analysis.

Operational Benchmarking

Evolution of Players into Different Categories

The organized players in the value segment are aiming to provide quality fashion at affordable prices in a good retail environment. These large format stores catering to the entire basket of family needs are aimed at consumers who are first-time users of branded products, or at fashion-conscious middle-class consumers seeking quality at affordable prices.

The value format retail model has become increasingly popular in recent years as consumers look for ways to save money on their purchases. Additionally, with the rise of e-commerce, more and more consumers are turning to online retailers for lower prices and convenience. There is a large addressable market for Value Apparel retail made up of millennials and Gen Y & Z customers (14-40 age group) and consumers residing in tier II, III and IV cities in urban and semi-urban areas. This market comprises of value and quality seeking youth and young families, which forms the bulk of the purchasing power of the Indian population.

Overview of Players (Regional Value Retail Players)

Key Players	Year of Inception	Operating Company	No. of Stores	States	Cities	Average Store Size**
Value Zone (Hyper mart)	2023	RSB Retail India Limited	2	1	2	1,30,525
Style Bazaar	2013	Bazaar Style Retail Ltd.	222	9	146	9043
Bazaar Kolkata	2002	Bazaar Retail Pvt. Ltd.	116	5	103	~9,900
M Bazaar	2009	Metro Retail Pvt. Ltd.	180	8	125	~8,000
Citykart	2016	Citykart Pvt. Ltd.	128	10	85	6,000-12,000

Source: Secondary research, Technopak Analysis.
Note: Players- store counts from brand websites, store locator as of January 2025.
Revenue for Bazaar Kolkata is for Fiscal 2023. Revenue for Style Bazaar, M Bazaar and Citykart given for Fiscal 2024

Overview of Players (National Value Retail Players) (Fiscal 2025)

Key Players	Year of Inception	Operating Company	No. of Stores	States & UTs	Cities	Average Store Size*
Max Fashion	2006	Lifestyle International Pvt. Ltd	543*	30	232	~10,000-12,000
Zudio	2016	Trent Limited	765	28	201	7,000
V-mart	2002	V-Mart Retail Ltd.	497	21	263	8,000
V2 Retail	2006	V2 Retail Limited	189	19	121	~8,000
Vishal Mega Mart	2001	Samayat Services LLP	611696	30	385	17,899
DMart	2000	Avenue Supermarts Limited	415	12	117	41,507

Source: Brand websites (store locator) Secondary research, Technopak Analysis, National Players- Present in more than 2 regions
Note: Store counts from brand websites, store locator as of January 2025.*
Revenue of Zudio and Max Fahion given for Fiscal 2024

Key product categories offered by key players

Apparel value brands offer a diverse range of wardrobe essentials and trendy pieces across men, women, and kids. The product mix includes casual wear, formal wear, activewear, and accessories, catering to various customer needs. With a focus on affordability and style, this strategic approach positions the brand as a convenient, all-in-one destination for budget-conscious shoppers.

Key Product Categories offered by Key Players (Regional Value Retail Players)

Key Players	Category	Sub-Category
Value Zone	Apparels	Men's, Women's and Kids wear, Textile
	Accessories	Earphones, Speakers, Smart Watches, Footwear, Cosmetics, Toys, Stationary, Bed sheet sets, Quilts, Travel bags, etc
	Others	Kitchenware, Groceries, Kitchen and Home Appliances
Style Bazaar	Apparels	Men's, Women's and Kids wear
	Accessories	Bags, caps, beauty products, toys, stationary, etc
	Home decor	Quilts, blankets, bed sheet sets, towels, etc
Bazaar Kolkata	Apparels	Men's, Women's and Kids wear
	Accessories	Bags, caps, belts, wallets, etc.
M Bazaar	Apparels	Men's, Women's and Kids wear
	Accessories	Bags, caps, belts, wallets, scarves, etc.
Citykart	Apparels	Men's, Women's and Kids wear
	Accessories	Bags, caps, belts, wallets, socks etc.
	Home decor	Quilts, blankets, bed sheet sets, towels, curtains, etc

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Key Product Categories offered by Key Players (National Value Retail Players)

Key Players	Category	Sub-Category
Max Fashion	Apparels	Men's, Women's and Kids wear
	Footwear	Men's, Women's and Kids footwear
	Accessories	Bags, caps, belts, wallets, toys, jewellery, etc.
Zudio	Apparels	Men's, Women's and Kids wear
	Footwear	Men's, Women's and Kids footwear
	Accessories	Bags, caps, belts, wallets, scarves, beauty products, etc.
V-mart	Apparels	Men's, Women's and Kids wear
	Footwear	Men's, Women's and Kids footwear
	Accessories	Speakers, headphones, smart watches, caps, bracelets, socks, etc
	Home decor	Quilts, blankets, bed sheet sets, towels, curtains, etc
V2 Retail	Apparels	Men's, Women's and Kids wear
	Footwear	Men's, Women's and Kids footwear
	Accessories	Bags, caps, belts, wallets, scarves, etc.
Vishal Mega Mart	Apparels	Men's, Women's and Kids wear
	Footwear	Men's, Women's and Kids footwear
	Accessories	Bags, caps, belts, wallets, scarves, sunglasses, etc.
	Travel	Trolleys, backpacks, gym bag, etc.
	Home & Kitchen	Curtains, carpets, blankets, mat, jugs, bowls, dinner sets, containers, pots, pans, pressure cookers, bathroom accessories, etc.
	Appliances	Juicers, mixers, OTG, stoves, kettles, fans, heaters, filters, hair dryer, steamer, etc.
	Food & Groceries	Rica, flour, pulses, chips, chocolates, biscuits, oil, cold drink, tea, coffee, juices, etc.
	Personal Care	Facewash, soap, hair oil, handwash, sanitizers, diapers, wipes, pain relief balms, etc.
	Household Care	Detergent powder, dishwash bar, dishwash liquid, detergent liquid, mosquito repellent, air fresheners, etc.
DMart	Apparels	Men's, Women's and Kids wear
	Footwear	Men's, Women's and Kids footwear
	Accessories	Bags, caps, belts, wallets, sunglasses, etc.
	Travel	Trolleys, backpacks, gym bag, etc.
	Home & Kitchen	Curtains, carpets, blankets, mat, jugs, bowls, dinner sets, containers, pots, pans, pressure cookers, bathroom accessories, etc.
	Home Appliances	Juicers, mixers, OTG, stoves, kettles, fans, heaters, filters, hair dryer, steamer, etc.
	Food & Groceries	Rica, flour, pulses, chips, chocolates, biscuits, oil, cold drink, tea, coffee, juices, etc.
	Dairy & Frozen	Milk, paneer, curd, frozen foods etc
	Personal Care	Facewash, soap, hair oil, handwash, sanitizers, diapers, wipes, pain relief balms, etc.
	Household Care	Detergent powder, dishwash bar, dishwash liquid, detergent liquid, mosquito repellent, air fresheners, etc.
	Toys & Games	Kids, toys, board games etc

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Key Segments offered by key players

Value retailers are strategically positioned as one-stop destinations for diverse consumer needs. Their product offerings span across Men, Women, and Kids' segments, supplemented by home furnishings. In apparel, they cater to everyday essentials, trendy wear, and seasonal collections.

Key Segments offered within apparel (Regional Value Retail Players)

Categories	Men's Wear					Women's Wear					Kid's Wear			
Sub-Categories	Winter Wear	Western Wear	Indian Wear	Formal Wear	Sports & Active Wear	Sports & Active Wear	Winter Wear	Western Wear	Indian Wear	Innerwear	Sports & Active Wear	Winter Wear	Western Wear	Indian Wear
Value Zone	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓
Style Bazaar	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
Bazaar Kolkata	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
M Bazaar	✓	✓	✓	✓			✓	✓	✓			✓	✓	✓
Citykart	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Key Segments offered within apparel (National Value Retail Players)

Category	Men's Wear					Women's Wear					Kids Wear		
Sub-Category	Winter Wear	Western Wea	Indian Wear	Formal Wear	Sports & Active Wear	Winter Wear	Western Wear	Indian Wear	Sports & Active Wear	Lingeries	Winter Wear	Western Wear	Indian Wear
Max fashion	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Zudio	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
V-mart	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
V2 Retail	✓	✓				✓	✓	✓			✓	✓	✓
Vishal Mega Mart	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Avenue Supermart	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Source: Secondary research, Technopak Analysis. Categories as available on player websites.

Store Counts: Fiscal 2018 - 2025

The increasing store count of brands reflects a strong growth trajectory and a strategic push to expand their market presence. As brands tap into new regions and demographics, the expansion of physical stores enables them to reach a broader audience and enhance customer engagement. This growth is often driven by the demand for a tangible shopping experience and the brand's ability to offer localized assortments tailored to specific consumer needs.

Store Count (Regional Value Retail Players) Years in Fiscal

Key Players	2018	2019	2020	2021	2022	2023	2024	2025
Value Zone	NA	NA	NA	NA	NA	NA	2	2
Style Bazaar	38	72	84	91	106	135	162	222
Bazaar Kolkata	NA	NA	106	116	115	155	NA	172*
M Bazaar	52	73	NA	118	118	148	NA	180*
Citykart	29	48	63	79	69	103	NA	128*

Source: Annual Reports,Secondary research, Technopak Analysis.
* *Store count from brand website as of Jan25*

Store Count (National Value Retail Players) Years in Fiscal

Key Players	2018	2019	2020	2021	2022	2023	2024	2025
Max Fashion	NA	180	NA	NA	400	480	NA	543*
Zudio	22	40	80	133	233	352	545	765
V-mart	171	214	266	279	306	423	444	497
V2 Retail	49	77	76	95	83	107	117	189
Vishal Mega Mart	NA	200	NA	310	501	557	611	696
DMart	155	176	214	234	284	324	365	415

Source: Annual Report, Secondary research
* *Store count from brand website as of January 2025.*

Store Presence Tier wise

Store Count Tier wise (Regional Value Retail Players) (Fiscal 2025)

Key Players	Total	Split of stores across city type	
		Metro + Tier 1	Tier 2 and beyond
Value Zone	2	50%	50%
Style Bazaar	222*	11%	89%
Bazaar Kolkata	172	16%	84%
M Bazaar	180	13%	87%
Citykart	128	23%	77%

Source: Brand websites (store locator) Secondary research, Technopak Analysis.
Note: Players- store counts from brand websites as of January 2025.
* *Store count from annual report available for Fiscal 2025*
Note: 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.

Store Count Tier wise (National Value Retail Players) (Fiscal 2025)

Key Players	Total	Split of stores across city type	
		Metro + Tier 1	Tier 2 and beyond
Max Fashion	543	45%	55%
Zudio	545	67%	33%
V-mart	497	24%	76%

Key Players	Total	Split of stores across city type	
		Metro + Tier 1	Tier 2 and beyond
V2 Retail	189	NA	NA
Vishal Mega Mart	696	33%	67%
DMart	415	NA	NA

Source: Brand websites(store locator) Secondary research, Technopak Analysis.
Note: Players- store counts from brand websites as of December 24.
Note: 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.

Financial Benchmarking

Revenue from Operations

A key metric used to evaluate a company's financial performance is its revenue from operations. It shows the company's ability to make money from its main operations. In Fiscal 2025, RSB Retail India Limited registered a revenue from operations of ₹ 26,939 million.

Revenue from Operations (₹ million) (Years in Fiscal)

Player	2023	2024	2025	CAGR 2023-2025
RSB Retail India Limited	21,267.19	24,579.91	26,939.44	12.55%
Primarily Value Fashion Players				
Baazar Style Retail Ltd.	7,879.03	9,728.82	13,437.12	30.59%
Baazar Retail (Baazar Kolkata)	9,746.25	11,821.78	NA	21.30%
Metro Retail (M Bazaar)	7,159.44	8,088.02	NA	12.97%
Citykart Ventures Pvt. Ltd.	5,237.33	6,266.01	NA	19.64%
V-Mart Retail Ltd.	24,648.40	27,856.00	32,538.60	14.90%
V2 Retail Ltd.	8,388.83	11,647.27	18,844.95	49.88%
Vishal Mega Mart Ltd.	75,860.40	89,119.50	1,07,163.45	18.85%
Avenue Supermart (DMart)	4,28,395.60	5,07,888.30	5,93,580.50	17.71%
Primarily Large Format Players				
Trent Limited	82,420.20	1,23,751.10	1,71,346.10	44.19%
Pothys Pvt. Ltd.	19,464.40	21,824.10	NA	12.12%
Marri Retail Pvt. Ltd.	19,008.49	22,171.04	NA	16.64%
Lifestyle International Pvt. Ltd.	1,16,720.00	1,12,150.00	NA	-3.92%
Shoppers Stop Ltd.	40,221.30	43,165.90	46,276.40	7.26%
Reliance Retail Limited	22,36,530.00	25,83,880.00	33,08,700.00	21.63%
Aditya Birla Fashion and Retail Ltd*	1,24,179.00	64,414.90	73,547.30	14.18%
Sai Silk (Kalamandir) Ltd.	13,514.70	13,735.50	14,620.10	4.01%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart Ltd. and Retail Ltd, Baazar Style Retail Ltd. (FY 2022 and FY 2023), Vishal Mega Mart ltd.
NA: Not Available
RSB Retail's financials for Fiscals 2023 to 2025 are based on restated statements.
**Aditya Birla Fashion and Retail Ltd.'s financials for FY24 & FY25 are post-de-merger figures and the CAGR is for FY24-FY25*
Revenue from Operations: Revenue from sale of goods and other operating revenue

Gross Profit

Gross profit is the financial gain a company makes after deducting the cost of goods sold (COGS) from its total revenue. It represents the core profitability of a business from its primary operations, excluding other expenses like taxes, interest, and operating costs. Gross profit is a key indicator of a company's efficiency in procuring and selling its products.

Gross Profit (₹ million) (Years in Fiscal)

Player	2023	2024	2025	CAGR 2023-2025
RSB Retail India Limited	6,923.14	8,711.32	10,126.40	20.94%
Primarily Value Fashion Players				
Baazar Style Retail Ltd.	2,540.17	3,247.49	4,524.00	33.45%
Baazar Retail (Baazar Kolkata)	3,548.95	4,394.64	NA	23.83%
Metro Retail (M Bazaar)	2,677.88	3,078.44	NA	14.96%
Citykart Ventures Pvt. Ltd.	1,669.60	2,120.21	NA	26.99%
V-Mart Retail Ltd.	8,677.41	9,605.10	11,241.40	13.82%
V2 Retail Ltd.	2,600.90	3,460.03	5,512.53	45.58%
Vishal Mega Mart Ltd.	20,597.10	24,658.90	30,527.24	21.74%
Avenue Supermart (Dmart)	64,556.10	75,142.90	88,063.50	16.80%
Primarily Large Format Players				
Trent Limited	35,222.80	54,162.20	74,454.70	45.39%

Player	2023	2024	2025	CAGR 2023-2025
Pothys Pvt. Ltd.	6,378.70	7,252.10	NA	13.69%
Marri Retail Pvt. Ltd.	4,267.10	5,485.01	NA	28.54%
Lifestyle International Pvt. Ltd.	48,610.00	46,660.00	NA	-4.01%
Shoppers Stop Ltd.	16,937.50	17,723.80	19,004.60	5.93%
Reliance Retail Limited	3,06,666.50	3,50,820.00	NA	14.40%
Aditya Birla Fashion and Retail Ltd*	68,659.20	33,478.50	41,776.60	24.79%
Sai Silk (Kalamandir) Ltd.	5,288.50	5,588.80	6,108.70	7.48%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
Gross Profit = Revenue from Operations less Cost of Goods Sold; Cost of Goods Sold = cost of materials consumed plus purchase of stock in trade plus changes in inventory
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart Ltd. and Retail Ltd , Baazar Style Retail Ltd.(Fiscal2023), Vishal Mega Mart ltd.
NA: Not Available
RSB Retail's financials for Fiscals 2023 to 2025 are based on restated statements.
** Aditya Birla Fashion and Retail Ltd.'s financials for FY24 & FY25 are post-de-merger figures and the CAGR is for FY24-FY25*

Gross Margin

Gross Margin represents the portion of sales revenue that exceeds the cost of goods sold. It shows how efficiently a company is procuring and selling its goods. It represents the percentage of revenue that exceeds the cost of goods sold (COGS), and it helps measure profitability at the most basic level of a company's operations.

Gross Margin (%) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	32.55%	35.44%	37.59%
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	32.24%	33.38%	33.67%
Baazar Retail (Baazar Kolkata)	36.41%	37.17%	NA
Metro Retail (M Bazaar)	37.40%	38.06%	NA
Citykart Ventures Pvt. Ltd.	31.88%	33.84%	NA
V-Mart Retail Ltd.	35.20%	34.48%	34.55%
V2 Retail Ltd.	31.00%	29.71%	29.25%
Vishal Mega Mart Ltd.	27.15%	27.67%	28.49%
Avenue Supermart (DMart) Ltd.	15.07%	14.80%	14.84%
Primarily Large Format Players			
Trent Limited	42.74%	43.77%	43.45%
Pothys Pvt. Ltd.	32.77%	33.23%	NA
Marri Retail Pvt. Ltd.	22.45%	24.74%	NA
Lifestyle International Pvt. Ltd.	41.65%	41.60%	NA
Shoppers Stop Ltd.	42.11%	41.06%	41.07%
Reliance Retail Limited	13.71%	13.58%	NA
Aditya Birla Fashion and Retail Ltd	55.29%	51.97%	56.80%
Sai Silk (Kalamandir) Ltd.	39.13%	40.69%	41.78%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports.
Gross Profit Margin = Gross Profit divided by Revenue from operations
Note: NA: Not Available
RSB Retail's financials for Fiscals 2023 to 2025 are based on restated statements.

EBITDA & EBITDA Margin

EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) is a financial metric used to measure a company's profitability from its core operations. It excludes non-operating expenses like interest and taxes, as well as non-cash expenses like depreciation and amortization. EBITDA helps compare companies' performance by focusing on their operational efficiency, regardless of financing or accounting decisions.

EBITDA (₹ million) (Years in Fiscal)

Player	2023	2024	2025	CAGR 2023-2025
RSB Retail India Limited	2,192.94	2,661.08	3,738.26	30.56%
Primarily Value Fashion Players				
Baazar Style Retail Ltd.	1,014.84	1,421.65	1,896.00	36.69%
Baazar Retail (Baazar Kolkata)	931.81	1,641.85	NA	76.20%
Metro Retail (M Bazaar)	746.00	773.58	NA	3.70%
Citykart Ventures Pvt. Ltd.	528.02	2,120.21	NA	301.54%
V-Mart Retail Ltd.	2,689.11	2,130.50	3,771.10	18.42%
V2 Retail Ltd.	839.86	1,478.17	2,578.18	75.21%
Vishal Mega Mart Ltd.	10,205.20	12,485.90	15,301.80	22.45%
Avenue Supermart (DMart) Ltd.	36,370.30	41,037.70	44,873.30	11.08%

Player	2023	2024	2025	CAGR 2023-2025
Primarily Large Format Players				
Trent Limited	10,736.50	19,221.30	27,584.50	60.26%
Pothys Pvt. Ltd.	2,578.00	3,166.80	NA	22.84%
Marri Retail Pvt. Ltd.	1,508.59	2,097.24	NA	39.02%
Lifestyle International Pvt. Ltd.	20,710.00	17,770.00	NA	-14.20%
Shoppers Stop Ltd.	6,952.50	7,169.60	7,084.10	0.94%
Reliance Retail Limited	1,61,896.50	2,02,510.00	NA	24.40%
Aditya Birla Fashion and Retail Ltd	14,935.80	3,700.2080	6,764.20	82.81%
Sai Silk (Kalamandir) Ltd.	2,125.40	2,119.80	2,116.30	-0.21%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports.
EBITDA = Revenue from Operations reduced by Cost of Goods Sold, Employee Benefit Expenses and Other Expenses
Note: NA: Not Available, Na(1): can't be calculated due to one of the figures being 0, unavailability, negative numerator, denominator or both.
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.
** Aditya Birla Fashion and Retail Ltd.'s financials for FY24 & FY25 are post-de-merger figures and the CAGR is for FY24-FY25*

By removing costs unrelated to a company's core operations, EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) evaluates its operational success. It offers a perspective on profitability that is based just on the main activities of the business. EBITDA is divided by total revenue to determine the EBITDA margin. This ratio shows the percentage of revenue that is turned into EBITDA, demonstrating the business's profitability and operational efficiency before non-cash accounting adjustments and financial charges are taken into account.

EBITDA Margin (%) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	10.31%	10.83%	13.88%
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	12.88%	14.61%	14.11%
Baazar Retail (Baazar Kolkata)	9.56%	13.89%	NA
Metro Retail (M Bazaar)	10.42%	9.56%	NA
Citykart Ventures Pvt. Ltd.	10.08%	33.84%	NA
V-Mart Retail Ltd.	10.91%	7.65%	11.59%
V2 Retail Ltd.	10.01%	12.69%	13.68%
Vishal Mega Mart Ltd.	13.45%	14.01%	14.28%
Avenue Supermart (DMart) Ltd.	8.49%	8.08%	7.56%
Primarily Large Format Players			
Trent Limited	13.03%	15.53%	16.10%
Pothys Pvt. Ltd.	14.45%	14.51%	NA
Marri Retail Pvt. Ltd.	7.94%	9.46%	NA
Lifestyle International Pvt. Ltd.	17.74%	15.84%	NA
Shoppers Stop Ltd.	17.29%	16.61%	15.31%
Reliance Retail Limited	7.24%	7.84%	NA
Aditya Birla Fashion and Retail Ltd	12.03%	5.74%	9.20%
Sai Silk (Kalamandir) Ltd.	15.73%	15.43%	14.48%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports.
EBITDA Margin = EBITDA divided Revenue from operations
Note: NA: Not Available
RSB Retail's financials for Fiscals 2023 to 2025 are based on restated statements.

PAT & PAT Margin

PAT is the net profit a company earns after deducting all expenses, including taxes, from its total revenue. It reflects the actual profitability of the business available to shareholders. Often used as a key financial metric, PAT provides insight into a company's financial health and efficiency. In FY 2025, RSB Retail India Limited registered a PAT of ₹ 1,044 million.

PAT (₹ million) (Years in Fiscal)

Player	2023	2024	2025	CAGR 2023-2025
RSB Retail India Limited	678.21	616.74	1,044.21	24.08%
Primarily Value Fashion Players				
Baazar Style Retail Ltd.	51.02	219.43	147.00	69.75%
Baazar Retail (Baazar Kolkata)	-736.98	-338.73	NA	-54.04%
Metro Retail (M Bazaar)	471.45	504.41	NA	6.99%
Citykart Ventures Pvt. Ltd.	-44.24	291.69	NA	Na(1)
V-Mart Retail Ltd.	-78.49	-967.60	457.70	Na(1)
V2 Retail Ltd.	-128.17	278.11	720.32	Na(1)
Vishal Mega Mart Ltd.	3,212.80	4,619.30	6,319.67	40.25%
Avenue Supermart (DMart) Ltd.	23,783.40	25,356.10	27,074.50	6.69%
Primarily Large Format Players				

Player	2023	2024	2025	CAGR 2023-2025
Trent Limited	3,936.30	14,774.60	15,344.10	97.44%
Pothys Pvt. Ltd.	1,639.60	1,760.40	NA	7.37%
Marri Retail Pvt. Ltd.	1,088.57	1,155.38	NA	6.14%
Lifestyle International Pvt. Ltd.	7,000.00	2,920.00	NA	-58.29%
Shoppers Stop Ltd.	1,160.10	772.50	108.90	-69.36%
Reliance Retail Limited	70,450.00	88,750.00	1,23,920.00	32.63%
Aditya Birla Fashion and Retail Ltd	-594.70	-9,070.20	-6,241.70	-223.97%
Sai Silk (Kalamandir) Ltd.	975.90	1,008.70	853.90	-6.46%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports.
PAT = Net profit for the year as appearing in the restated financial information and audited financials as the case may be.
Note: NA: Not Available, Na(1): can't be calculated due to one of the figures being 0, unavailability, negative numerator, denominator or both.
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.

Once all operating and overhead costs have been deducted, the PAT margin and profit after tax (PAT) are essential indicators of a business's profitability. These measures offer a clear picture of how well the business manages its operations and generates net income. In Fiscal 2025, RSB Retail India Limited registered a PAT Margin of 3.84%.

PAT Margin (%) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	3.16%	2.49%	3.84%
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	0.64%	2.23%	1.09%
Baazar Retail (Baazar Kolkata)	-7.54%	-2.85%	NA
Metro Retail (M Bazaar)	6.57%	6.19%	NA
Citykart Ventures Pvt. Ltd.	-0.84%	4.62%	NA
V-Mart Retail Ltd.	-0.32%	-3.45%	1.40%
V2 Retail Ltd.	-1.52%	2.37%	3.81%
Vishal Mega Mart Ltd.	4.22%	5.16%	5.87%
Avenue Supermart (DMart) Ltd.	5.54%	4.98%	4.55%
Primarily Large Format Players			
Trent Limited	4.63%	11.67%	8.84%
Pothys Pvt. Ltd.	8.36%	8.00%	NA
Marri Retail Pvt. Ltd.	5.64%	5.20%	NA
Lifestyle International Pvt. Ltd.	5.93%	2.57%	NA
Shoppers Stop Ltd.	2.84%	1.77%	0.23%
Reliance Retail Limited	3.15%	3.43%	3.75%
Aditya Birla Fashion and Retail Ltd	-0.47%	-13.79%	-8.27%
Sai Silk (Kalamandir) Ltd.	7.18%	7.22%	5.75%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports.
PAT Margin = PAT divided by sum of Revenue from operations and other income
Note: NA: Not Available
RSB Retail's financials for Fiscals 2023 to 2025 are based on restated statements.

Return on Equity

By calculating a company's capacity to make money off the stock held by shareholders, return on equity, or ROE, evaluates its profitability. ROE is a key metric for evaluating a business's financial performance and management efficacy. It provides significant data about how well a company uses investor cash to generate earnings. In Fiscal 2025, RSB Retail India Limited registered a ROE of 25.80%.

Return on Equity (%) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	26.55%	19.24%	25.83%
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	3.02%	10.74%	4.75%
Baazar Retail (Baazar Kolkata)	-15.38%	-7.10%	NA
Metro Retail (M Bazaar)	28.56%	23.51%	NA
Citykart Ventures Pvt. Ltd.	-2.77%	30.60%	NA
V-Mart Retail Ltd.	-0.92%	-12.13%	5.88%
V2 Retail Ltd.	-5.07%	10.66%	23.20%
Vishal Mega Mart Ltd.	6.44%	8.57%	10.51%
Avenue Supermart (DMart) Ltd.	15.99%	14.58%	13.49%
Primarily Large Format Players			
Trent Limited	15.52%	43.68%	31.68%
Pothys Pvt. Ltd.	27.76%	22.18%	NA
Marri Retail Pvt. Ltd.	63.47%	40.72%	NA

Player	2023	2024	2025
Lifestyle International Pvt. Ltd.	42.47%	14.42%	NA
Shoppers Stop Ltd.	82.28%	30.45%	3.50%
Reliance Retail Limited	20.88%	21.57%	NA
Aditya Birla Fashion and Retail Ltd	-1.94%	-22.52%	-10.83%
Sai Silk (Kalamandir) Ltd.	27.96%	13.82%	7.78%

Source: Annual Reports, Technopak Analysis
Return on Equity = PAT divided by Average Shareholders' Equity; Average Shareholders' Equity = Average of Opening and Closing Shareholders' Equity
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart (DMart) Ltd., and Retail Ltd , Baazar Style Retail Ltd. (Fiscal 2023), Vishal Mega Mart Ltd.
Note: NA: Not Available
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.

Return on Capital Employed

The return on capital employed, or ROCE, measures how profitable and effectively a business uses its capital. It is computed as operational profit divided by capital used, which includes debt and equity. ROCE highlights overall financial performance and operational efficiency, providing information about how well a business is making money off its entire capital. In Fiscal 2025, RSB Retail India Limited registered a ROCE of 28.95%.

Return on Capital Employed (%) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	30.44%	24.39%	28.95%
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	13.05%	17.47%	15.71%
Baazar Retail (Baazar Kolkata)	-6.43%	1.47%	NA
Metro Retail (M Bazaar)	28.62%	20.72%	NA
Citykart Ventures Pvt. Ltd.	8.20%	8.93%	NA
V-Mart Retail Ltd.	9.19%	-1.06%	15.03%
V2 Retail Ltd.	5.64%	19.45%	34.46%
Vishal Mega Mart Ltd.	10.57%	13.01%	14.68%
Avenue Supermart (DMart) Ltd.	18.65%	18.04%	16.88%
Primarily Large Format Players			
Trent Limited	18.35%	27.19%	30.63%
Pothys Pvt. Ltd.	19.75%	19.83%	NA
Marri Retail Pvt. Ltd.	26.46%	24.77%	NA
Lifestyle International Pvt. Ltd.	63.39%	37.17%	NA
Shoppers Stop Ltd.	94.42%	58.97%	32.37%
Reliance Retail Limited	12.21%	12.86%	NA
Aditya Birla Fashion and Retail Ltd	4.72%	-7.26%	-5.94%
Sai Silk (Kalamandir) Ltd.	23.09%	12.42%	12.24%

Source: Annual Reports, Technopak Analysis
Return on Capital Employed = Earnings Before Interest & Tax (EBIT) divided by Capital Employed. EBIT = Profit Before Taxes and exceptional items + Finance Cost - Other Income; Capital Employed = Total Assets reduced by Current Liabilities and Non-Current Liabilities excluding Current & Non-Current Borrowings
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart (DMart) Ltd., and Retail Ltd , Baazar Style Retail Ltd.(Fiscal 2023), Vishal Mega Mart Ltd.
Note: NA: Not Available
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.

Debt-to-Equity Ratio

The Debt -to- Equity Ratio is a financial metric that compares a company's total debt to its shareholder equity. It shows how much debt a company is using to finance its assets relative to the value of shareholders' equity.

Debt-to-Equity Ratio (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	1.73	2.04	2.35
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	2.53	3.06	2.47
Baazar Retail (Baazar Kolkata)	0.05	0.27	NA
Metro Retail (M Bazaar)	0.17	0.30	NA
Citykart Ventures Pvt. Ltd.	0.73	3.56	NA
V-Mart Retail Ltd.	1.57	1.86	0.97
V2 Retail Ltd.	1.72	1.91	2.45
Vishal Mega Mart Ltd.	0.28	0.26	0.27

Player	2023	2024	2025
Avenue Supermart (DMart) Ltd.	0.04	0.03	0.04
Primarily Large Format Players			
Trent Limited	1.68	0.43	0.40
Pothys Pvt. Ltd.	0.63	0.49	NA
Marri Retail Pvt. Ltd.	1.17	1.05	NA
Lifestyle International Pvt. Ltd.	0.00	0.00	NA
Shoppers Stop Ltd.	11.53	9.24	10.32
Reliance Retail Limited	1.91	1.80	NA
Aditya Birla Fashion and Retail Ltd	1.96	2.01	0.74
Sai Silk (Kalamandir) Ltd.	1.32	0.44	0.36

Source: Annual Reports, Technopak Analysis
Debt to Equity Ratio = Sum of Current Borrowings, Non-Current Borrowings and Total Lease Liabilities divided by total shareholders' equity
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart (DMart) Ltd., and Retail Ltd , Baazar Style Retail Ltd. (Fiscal 2023), Vishal Mega Mart Ltd.
Note: NA: Not Available
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.

Inventory Turnover Ratio

The Inventory Turnover Ratio measures how many times a company sells and replaces its inventory during a specific period, usually a year. It indicates how efficiently inventory is managed i.e. how quickly products are sold.

Inventory Turnover Ratio (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	3.72	3.31	3.09
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	1.79	1.73	1.87
Baazar Retail (Baazar Kolkata)	2.85	2.58	NA
Metro Retail (M Bazaar)	2.77	2.50	NA
Citykart Ventures Pvt. Ltd.	2.11	2.34	NA
V-Mart Retail Ltd.	2.08	2.16	2.36
V2 Retail Ltd.	2.03	2.35	2.73
Vishal Mega Mart Ltd.	4.08	4.36	4.62
Avenue Supermart (DMart) Ltd.	12.16	12.07	11.27
Primarily Large Format Players			
Trent Limited	4.23	4.73	5.34
Pothys Pvt. Ltd.	2.87	2.91	NA
Marri Retail Pvt. Ltd.	5.63	4.04	NA
Lifestyle International Pvt. Ltd.	2.44	2.36	NA
Shoppers Stop Ltd.	1.86	1.60	1.46
Reliance Retail Limited	8.58	9.72	NA
Aditya Birla Fashion and Retail Ltd	1.68	0.71	0.91
Sai Silk (Kalamandir) Ltd.	1.41	1.15	1.13

Source: Annual Reports, Technopak Analysis
Inventory Turnover ratio = Cost of Goods Sold divided by Average inventories; Average Inventories = Average of opening and closing inventories
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart (DMart) Ltd., and Retail Ltd , Baazar Style Retail Ltd. (Fiscal 2023), Vishal Mega Mart Ltd.
Note: NA: Not Available
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.

Working Capital Cycle

The working capital cycle denotes the duration required for a company to transform its current assets into cash to meet its short-term liabilities. This metric evaluates the efficiency of a company's operations and its capacity to manage cash flow effectively, impacting its liquidity and overall financial stability.

Working Capital Cycle (In Days) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	20	23	28
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	70	64	57
Baazar Retail (Baazar Kolkata)	40	46	NA
Metro Retail (M Bazaar)	59	66	NA
Citykart Ventures Pvt. Ltd.	43	42	NA
V-Mart Retail Ltd.	57	24	25
V2 Retail Ltd.	75	71	37

Player	2023	2024	2025
Vishal Mega Mart Ltd.	0	11	15
Avenue Supermart (DMart) Ltd.	22	22	25
Primarily Large Format Players			
Trent Limited	32	26	25
Pothys Pvt. Ltd.	59	53	NA
Marri Retail Pvt. Ltd.	48	63	NA
Lifestyle International Pvt. Ltd.	32	20	NA
Shoppers Stop Ltd.	-27	-17	-13
Reliance Retail Limited	24	5	NA
Aditya Birla Fashion and Retail Ltd	37	94	29
Sai Silk (Kalamandir) Ltd.	125	177	188

Source: Annual Reports, Technopak Analysis
Working Capital Days = (Sum of inventory and trade receivables less trade payables) divided by revenue from operations and multiplied by 365
All figures are standalone except for Citykart Ventures Pvt. Ltd., V2 Retail Ltd., Shoppers Stop Ltd., Trent Ltd., Aditya Birla Fashion, Avenue Supermart (DMart) Ltd., and Retail Ltd , Baazar Style Retail Ltd. (Fiscal 2023), Vishal Mega Mart Ltd.
Note: NA: Not Available
RSB Retail's financials for Fiscal 2023 to Fiscal 2025 are based on restated statements.

OPERATIONAL KPIS

Total number of Stores

Number of Stores (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	41	57	73
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	135	162	222
Baazar Retail (Baazar Kolkata)	155	NA	190+
Metro Retail (M Bazaar)	148	NA	193
Citykart Ventures Pvt. Ltd.	102	127	142
V-Mart Retail Ltd.	423	444	497
V2 Retail Ltd.	102	117	189
Vishal Mega Mart Ltd.	557	611	696
Avenue Supermart (DMart) Ltd.	324	365	415
Primarily Large Format Players			
Trent Limited	649	877	1,043
Pothys Pvt. Ltd.	18	NA	17
Marri Retail Pvt. Ltd.	NA	NA	27
Lifestyle International Pvt. Ltd.	NA	NA	131
Shoppers Stop Ltd.	270	249	299
Reliance Retail Limited	17,053	17,293	17,053
Aditya Birla Fashion and Retail Ltd	3,977	4,664	3,250
Sai Silk (Kalamandir) Ltd.	54	60	68

Source: Annual Reports, Industry Reports, Technopak Analysis
No. of Stores = Count of total stores

Geographical spread - Total number of State

Number of States (including Union Territories) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	2	3	3
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	9	9	9
Baazar Retail (Baazar Kolkata)	9	9	9
Metro Retail (M Bazaar)	9	NA	8
Citykart Ventures Pvt. Ltd.	7	8 to 9	11
V-Mart Retail Ltd.	26	25	27
V2 Retail Ltd.	17	17	20
Vishal Mega Mart Ltd.	NA	NA	30
Avenue Supermart (DMart) Ltd.	12	12	12
Primarily Large Format Players			
Trent Limited	23	30	30
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	2	2	2
Lifestyle International Pvt. Ltd.	NA	21	21
Shoppers Stop Ltd.	22	22	23
Reliance Retail Limited	36	36	36

Player	2023	2024	2025
Aditya Birla Fashion and Retail Ltd	32	29	29
Sai Silk (Kalamandir) Ltd.	4	4	5

Source: Annual Reports, Industry Reports, Technopak Analysis
No. of States Stores operate in = Count of states in which the stores operate

Total number of Cities

Number of Cities (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	12	17	22
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	140	146	174
Baazar Retail (Baazar Kolkata)	103	NA	NA
Metro Retail (M Bazaar)	132	NA	NA
Citykart Ventures Pvt. Ltd.	76	87	93
V-Mart Retail Ltd.	272	288	309
V2 Retail Ltd.	89	100	150
Vishal Mega Mart Ltd.	NA	NA	458
Avenue Supermart (DMart) Ltd.	22	24	24
Primarily Large Format Players			
Trent Limited	140	178	242
Pothys Pvt. Ltd.	10	10	12
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	62	NA
Shoppers Stop Ltd.	52	62	70
Reliance Retail Limited	6,700	7000+	7000+
Aditya Birla Fashion and Retail Ltd	900+	900+	900+
Sai Silk (Kalamandir) Ltd.	13	16	20

Source: Annual Reports, Industry Reports, Technopak Analysis
No. of cities Stores operate in = Count of cities in which the stores operate

Tier wise classification of stores

Tier wise classification (Years in Fiscal)

Player	2023		2024		2025	
	Metro + Tier 1	Tier 2 & beyond	Metro + Tier 1	Tier 2 & beyond	Metro + Tier 1	Tier 2 & beyond
RSB Retail India Limited	25	16	31	26	40	33
Primarily Value Fashion Players						
Baazar Style Retail Ltd.	NA	NA	NA	NA	14	208
Baazar Retail (Baazar Kolkata)	17	138	NA	NA	21	169
Metro Retail (M Bazaar)	14	134	NA	NA	17	176
Citykart Ventures Pvt. Ltd.	13	90	NA	NA	20	122
V-Mart Retail Ltd.	NA	NA	104	340	110	387
V2 Retail Ltd.	NA	NA	NA	NA	NA	NA
Vishal Mega Mart Ltd.	178	379	187	424	192	504
Avenue Supermart (DMart) Ltd.	NA	NA	NA	NA	NA	NA
Primarily Large Format Players						
Trent Limited	566	83	NA	NA	NA	NA
Pothys Pvt. Ltd.	NA	NA	NA	NA	10	7
Marri Retail Pvt. Ltd.	NA	NA	NA	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA	NA	86	45
Shoppers Stop Ltd.	NA	NA	NA	NA	NA	NA
Reliance Retail Limited	NA	NA	NA	NA	NA	NA
Aditya Birla Fashion and Retail Ltd	NA	NA	NA	NA	1950	1300
Sai Silk (Kalamandir) Ltd.	NA	NA	NA	NA	53	15

Source: Annual Reports, Industry Reports, Technopak Analysis
No. of stores in Metro and Tier 1 cities = Count of stores in Metro and tier 1 cities
No. of stores in Tier 2 cities and beyond = Count of stores in tier 2 cities and beyond

Total Store Area

Total Store Area (Sq. Ft.) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	10,85,908	13,69,704	18,54,850
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	13,90,000	14,65,000	19,20,000
Baazar Retail (Baazar Kolkata)	NA	7,00,000	7,00,000
Metro Retail (M Bazaar)	NA	NA	NA
Citykart Ventures Pvt. Ltd.	NA	NA	11,60,000
V-Mart Retail Ltd.	37,00,000	40,00,000	43,00,000
V2 Retail Ltd.	10,83,000	12,54,000	20,27,000
Vishal Mega Mart Ltd.	1,01,80,000	1,10,10,000	1,21,60,000
Avenue Supermart (DMart) Ltd.	1,34,00,000	1,51,50,000	1,72,00,000
Primarily Large Format Players			
Trent Limited	62,00,000	1,00,00,000	1,30,00,000
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	29,00,000
Shoppers Stop Ltd.	39,00,000	43,00,000	45,00,000
Reliance Retail Limited	6,15,00,000	7,33,00,000	6,15,00,000
Aditya Birla Fashion and Retail Ltd	1,08,00,000	1,19,00,000	46,00,000*
Sai Silk (Kalamandir) Ltd.	6,03,000	6,47,000	7,16,000

Source: Annual Reports, Industry Reports, Technopak Analysis
** FY25 figure for Aditya Birla Fashion and Retail represents total store area post de-merger*
Total Store Area = Sum total store area in operation

Average Store Size

In Fiscal 2025, RSB Retail India Limited had an Average Store Size of 25,408.90 square feet, the third largest among the selected peer companies.

Average Store Size (Sq. Ft.) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	26,48.56	24,029.89	25,408.90
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	9,289.00	9,043.20	8,976.00
Baazar Retail (Baazar Kolkata)	NA	~9,900.00	NA
Metro Retail (M Bazaar)	NA	~8,000.00	NA
Citykart Ventures Pvt. Ltd.	NA	6,000.00-12,000.00	8,169.01
V-Mart Retail Ltd.	8,000.00	9,009.00	8,651.91
V2 Retail Ltd.	10,600.00	10,700.00	10,700.00
Vishal Mega Mart Ltd.	18,268.86	18,011.56	17,474.47
Avenue Supermart (DMart) Ltd.	41,358.00	41,507.00	41,446.00
Primarily Large Format Players			
Trent Limited	9,500.00	15,000.00	12,469.00
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	45,000
Shoppers Stop Ltd.	14,444.00	17,269.00	15,050
Reliance Retail Limited	3,606.40	4,238.70	3,606.40
Aditya Birla Fashion and Retail Ltd	2,716.61	2,551.46	1,415.38
Sai Silk (Kalamandir) Ltd.	11,174.00	10,788.00	10,531.00

Source: Annual Reports, Industry Reports, Technopak Analysis
Average Store Size = Total Store Area divided by No. of stores as of the relevant date

Average Revenue Per Store

In Fiscal 2025, RSB Retail India Limited generated the second highest Average Revenue Per Store of ₹ 369.03 million.

Average Revenue Per Store (₹ million) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	518.71	431.23	369.03
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	51.50	60.05	60.53
Baazar Retail (Baazar Kolkata)*	62.88	NA	NA
Metro Retail (M Bazaar)	48.34	NA	NA
Citykart Ventures Pvt. Ltd.*	51.35	44.40	NA

Player	2023	2024	2025
V-Mart Retail Ltd.	5.82	6.27	6.55
V2 Retail Ltd.	8.23	9.95	9.97
Vishal Mega Mart Ltd.*	136.19	145.86	153.97
Avenue Supermart (DMart) Ltd.	1,290.80	1,360.00	1,393.00
Primarily Large Format Players			
Trent Limited*	114.30	127.00	147.85
Pothys Pvt. Ltd.*	973.22	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA
Shoppers Stop Ltd.	187.5.0	210.00	181.50
Reliance Retail Limited*	104.92	119.53	NA
Aditya Birla Fashion and Retail Ltd*	28.10	27.01	20.37
Sai Silk (Kalamandir) Ltd.	250.00	229.00	215.00

Source: Annual Reports, Industry Reports, Technopak Analysis
Average revenue per store = Total Revenue from Operations divided by no. of stores as of the relevant period.

Average Revenue per Square Feet

In Fiscal 2025, RSB Retail India Limited generated an Average Revenue Per Square Feet of ₹ 14,523.78.

Average Revenue per Square Feet (₹ per Sq. Ft.) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	19,584.71	17,945.42	14,523.78
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	7,445.00	7,757.50	8,652.00
Baazar Retail (Baazar Kolkata)*	NA	16,888.25	NA
Metro Retail (M Bazaar)	7,000.00	NA	NA
Citykart Ventures Pvt. Ltd.	NA	NA	NA
V-Mart Retail Ltd.	623.00	641.00	710.00
V2 Retail Ltd.	651.00	854.00	1,017.00
Vishal Mega Mart Ltd.*	74,519.06	80,944.14	88,127.84
Avenue Supermart (DMart) Ltd.	31,096.00	32,941.00	33,896.00
Primarily Large Format Players			
Trent Limited	13,350.00	12,677.00	16,000.00
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA
Shoppers Stop Ltd.	12,980.00	12,165.00	12,060.00
Reliance Retail Limited*	36,366.34	35,250.75	NA
Aditya Birla Fashion and Retail Ltd*	11,498.06	11,761.23	15,988.54
Sai Silk (Kalamandir) Ltd.	22,397.00	21,219.00	20,417.00

Source: Annual Reports, Industry Reports, Technopak Analysis
Average revenue per sq.ft = Revenue from Operations divided by total store area

Same Store Sales Growth Percentage

Same Store Sales Growth Percentage (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	29.19%	0.34%	(4.38)%
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	25.73%	9.54%	13.00%
Baazar Retail (Baazar Kolkata)	NA	NA	NA
Metro Retail (M Bazaar)	NA	NA	NA
Citykart Ventures Pvt. Ltd.	NA	NA	13.00%
V-Mart Retail Ltd.	23.00%	13.00%	11.00%
V2 Retail Ltd.	31.00%	31.00%	29.00%
Vishal Mega Mart Ltd.	25.16%	13.57%	12.31%
Avenue Supermart (DMart) Ltd.	24.20%	9.90%	8.40%
Primarily Large Format Players			
Trent Limited	32.50%	59.00%	10.00%
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA
Shoppers Stop Ltd.	3.90%	0.00%	4.00%
Reliance Retail Limited	NA	NA	NA
Aditya Birla Fashion and Retail Ltd	43.75%	NA	NA

Player	2023	2024	2025
Sai Silk (Kalamandir) Ltd.	NA	NA	NA

Source: Annual Reports, Industry Reports, Technopak Analysis
Same store sales growth = Same-store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 24 months at the beginning of each year

Number of Bills

Number of Bills (Millions) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	7.50	9.09	10.56
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	8.22	10.04	14.40
Baazar Retail (Baazar Kolkata)	NA	NA	NA
Metro Retail (M Bazaar)	NA	NA	NA
Citykart Ventures Pvt. Ltd.	NA	NA	NA
V-Mart Retail Ltd.	NA	NA	NA
V2 Retail Ltd.	NA	NA	NA
Vishal Mega Mart Ltd.	NA	NA	NA
Avenue Supermart (DMart) Ltd.	258.00	303.00	353.00
Primarily Large Format Players			
Trent Limited	8.40	NA	NA
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA
Shoppers Stop Ltd.	NA	138	NA
Reliance Retail Limited	1,000.00	1,230.00	1,400.00
Aditya Birla Fashion and Retail Ltd	700.00	NA	NA
Sai Silk (Kalamandir) Ltd.	NA	NA	NA

Source: Annual Reports, Industry Reports, Technopak Analysis
No. of bills = Total number of bills raised for generating revenue from operations

Average Order Value

The average order value for RSB Retail India Limited was ₹ 2,551.01 in Fiscal 2025.

Average Order Value (₹) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	2,834.50	2,705.34	2,551.01
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	1,040.88	1,038.69	997.00
Baazar Retail (Baazar Kolkata)	NA	NA	NA
Metro Retail (M Bazaar)	NA	NA	NA
Citykart Ventures Pvt. Ltd.	NA	NA	NA
V-Mart Retail Ltd.	1,017.00	1,065.00	1,045.00
V2 Retail Ltd.	797.00	797.00	877.00
Vishal Mega Mart Ltd.	NA	NA	NA
Avenue Supermart (DMart) Ltd.	1,621.00	1,635.00	1,638.00
Primarily Large Format Players			
Trent Limited	2,170	N/A	NA
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA
Shoppers Stop Ltd.	4,086.00	4,581.00	4,942.00
Reliance Retail Limited	NA	NA	NA
Aditya Birla Fashion and Retail Ltd	3,522.00	NA	4,800.00
Sai Silk (Kalamandir) Ltd.	5,915.00	5,096.00	4,664.00

Source: Annual Reports, Industry Reports, Technopak Analysis
Average order value = Revenue from operations divided by number of bills generated.

Average Selling Price

RSB Retail India Limited had an Average Selling Price (ASP) of ₹ 722.82 for Fiscal 2025.

Average Selling Price (₹) (Years in Fiscal)

Player	2023	2024	2025
RSB Retail India Limited	864.43	759.68	722.82
Primarily Value Fashion Players			
Baazar Style Retail Ltd.	341.11	309.56	NA
Baazar Retail (Baazar Kolkata)	NA	NA	NA
Metro Retail (M Bazaar)	NA	NA	NA
Citykart Ventures Pvt. Ltd.	NA	NA	330.00
V-Mart Retail Ltd.	233.00	232.00	228.00
V2 Retail Ltd.	283.00	263.00	308.00
Vishal Mega Mart Ltd.	NA	NA	NA
Avenue Supermart (DMart) Ltd.	NA	NA	NA
Primarily Large Format Players			
Trent Limited	680.00	NA	NA
Pothys Pvt. Ltd.	NA	NA	NA
Marri Retail Pvt. Ltd.	NA	NA	NA
Lifestyle International Pvt. Ltd.	NA	NA	NA
Shoppers Stop Ltd.	1,540.00	1,677.00	1,743.00
Reliance Retail Limited	NA	NA	NA
Aditya Birla Fashion and Retail Ltd	1,347.00	NA	NA
Sai Silk (Kalamandir) Ltd.	NA	NA	NA

Source: Annual Reports, Industry Reports, Technopak Analysis
Average selling price per apparel piece = Total revenue from sale of apparels divided by number of pieces sold in a year

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and also the sections "Risk Factors", "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 35, 136, 252 and 329, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, 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 stated otherwise, all financial information in this section is based on or derived from the "Restated Financial Information" included on page 252 of this Draft Red Herring Prospectus. Our Company's financial year ends on March 31 of every year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year. Financial information for Fiscal 2025 reflects the impact of the transfer of business of (i) Status and Ethnic Destination to our Company pursuant to the Status BTA; (ii) Siddhi Vinayaka Fashions LLP pursuant to the Siddhi Vinayak BTA; and (iii) Merit Retail Private Limited pursuant to the Merit BTA and accordingly our financial information for Fiscal 2025 should not be compared to our financial information for Fiscals 2024 and 2023.

For further information, see "Restated Financial Information" on page 252 of this Draft Red Herring Prospectus. 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 Financial Information. 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. 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 our Restated Financial Information 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 the report titled, "Apparel Market in India and South India" ("**Technopak Report**") dated August 12, 2025, prepared and issued by Technopak Advisors Private Limited ("**Technopak**"), which has been commissioned and paid for by us for an agreed fee and prepared exclusively in connection with this Offer. The data included herein includes excerpts from the Technopak Report and may have been re-ordered by us for the purposes of presentation. A copy of the Technopak Report is available on the website of our Company at https://rsbretail.com/investor-relations/shareholders-information/industry-report/ and has also been included in "Material Contracts and Documents for Inspection" on page 436 of this Draft Red Herring Prospectus. 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 year. For more information, see "Risk Factors – This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 62. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 17. Technopak is an independent agency and is not related to our Company, Directors, Promoters or any of the Selling Shareholders.*

For definitions of Technical and Industry Related Terms, see, "Definitions and Abbreviations – Technical and Industry Related Terms" on page 11 of this Draft Red Herring Prospectus.

Overview

We are a multi-format retailer catering to diverse customer segments across various income demographics, including premium, mid-premium, and value, as well as different shopping requirements. We operate through several store formats, including multi-brand format outlets for men, women and children; exclusive ethnic format outlets for men and women; and hypermarkets. Our apparel product portfolio includes ethnic wear, everyday casual wear, and formal wear. We are a leading multi-format retailer in the South-Indian states of Telangana and Andhra Pradesh in terms of number of stores as of March 31, 2025 *(Source: Technopak Report).*

While our Company was incorporated in 2008, our its journey can be traced to year 1999, when our Promoters, through a partnership firm, opened the first R.S. Brothers store in Koti, Hyderabad, Telangana. The business of the partnership firm, which offered ethnic and casual clothing, was subsequently transferred to our Company in 2008. whose business was subsequently transferred to our Company in 2008, opened the first R.S. Brothers store in Koti, Hyderabad, Telangana, which offered ethnic and casual clothing. As customer preferences and demographics evolved toward popular and more diverse products, we opened a new format store called South India Shopping Mall at Kothapet, Hyderabad, Telangana, in 2010 which aimed at providing a one-stop solution for the shopping requirements of middle class and upper middle class-customers with popular and fashionable products to target larger customer base. Today, our R.S. Brothers and South India Shopping Mall stores are designed to be a complete family shopping destination, offering a diverse range of products to suit customer requirements, preferences, and budgets.

We strategically focus on opening our stores in clusters, establishing different store formats within a specific geographic region enabling us to achieve operational and supply chain efficiency, and to build brand recognition depending on demographics and increase in sales. This cluster approach helps us to cater to diverse customer requirements within the same market, resulting in higher customer footfall and customer loyalty. In a market that remains largely fragmented *(Source: Technopak Report)*, we seek to offer products that prioritize quality, reliability and customer satisfaction.

In 2023, to leverage our brand presence in the apparel category, we entered the hypermarket segment through ValueZone, aiming to increase our apparel sales by offering additional daily essentials. We believe that increased customer footfall from shoppers seeking daily essentials provides opportunities to cross-sell our apparel products, as these customers are more likely to browse our apparel range and contribute to incremental sales.

The table below sets forth our store format presence and product portfolio as of March 31, 2025:

Store Format[1]	Target Customer Segment	First store launched in Calendar Year	Average order value for Fiscal 2025 (₹)[3]
R.S. Brothers	Mid-Premium	1999	2,542.48[2]
SOUTH INDIA shopping mall		2010	
KANCHIPURAM NARAYANI SILKS	Premium	2019	7,210.83
DÈ ROYAL MEN'S ETHNIC WEAR	Premium	2022	6,336.98
VALUE ZONE HYPER MART	Value Customer, i.e., customers seeking value for money	2023	1,997.94

Notes:

(1) *We also operated one store each under the brand "Ethnic Destination" and "Status Exclusive Men's Wear" ("**Status**"), which we acquired pursuant to a business transfer agreement dated April 1, 2024 (the "**BTA**"). Subsequent to March 31, 2025, we have closed the Ethnic Destination store in Hyderabad, Telangana on April 1, 2025.*

(2) *Average order value for R.S. Brothers and South India Shopping Mall is represented collectively as they typically target similar customer segment.*

(3) *Average order value is calculated as total revenue from operations from sale of goods divided by number of bills raised in a particular Fiscal.*

We retail and market our products primarily through five key brick-and-mortar store formats and as of March 31, 2025, we had 73 stores across 22 cities in three South Indian states. In Fiscal 2023, all our primary-format stores were located in the South-Indian states of Andhra Pradesh and Telangana. During Fiscal 2024, we expanded our geographical presence by opening one Dè Royal store in Bengaluru, Karnataka.

The table below provides details of revenue generated across our store formats for Fiscals 2025, 2024 and 2023:

Store format	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
South India Shopping Mall	18,407.06	68.33	16,974.42	69.06	14,543.25	68.38
R.S. Brothers[1]	5,702.81	21.17	6,133.50	24.95	6,128.81	28.83
Kanchipuram Narayani Silks	681.77	2.53	719.91	2.93	560.32	2.63
Dè Royal	154.28	0.57	139.91	0.57	34.81	0.16
Value Zone Hyper Mart	1,851.24	6.87	612.17	2.49	-	-
Ethnic Destination[2][3]	18.09	0.07	-	-	-	-
Status Exclusive Men's Wear[2]	124.19	0.46	-	-	-	-
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

Note:

(1) *Inclusive sales made to employees and warehouse sales which are billed under the R.S. Brothers stores which were ₹ 228.89 million, ₹ 898.84 million and ₹ 1,010.68 million for Fiscals 2025, 2024 and 2023, respectively.*

(2) *Acquired pursuant to the BTA with effect from April 1, 2024, and accordingly details for Fiscals 2024 and 2023 are not included. Also see, "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 215.*

(3) *Subsequent to March 31, 2025, we have closed the Ethnic Destination store at Hyderabad, Telangana, India on April 1, 2025.*

The table below sets forth certain details of our stores across formats for the dates / Fiscals indicated:

Particulars	As of / Fiscal ended March 31		
	2025	2024	2023
Number of stores at the beginning of the relevant date	**57**	**41**	**30**
New stores opened across formats	16(3)	16	11
Total number of stores opened			
- *R.S. Brothers(1)(2)*	2	1	1
- *South India Shopping Mall*	8	4	2
- *Kanchipuram Narayani Silks*	2	4	4
- *Dè Royal(2)*	1	6	4
- *Value Zone Hyper Mart*	1	1	-
- *Status*	1	-	-
- *Ethic Destination(1)*	1	-	-
Total Number of Stores Across Formats at the End of Relevant Date	73	57	41
Number of States Presence	**3**	**3**	**2**
Cities Presence	**22**	**17**	**12**

Notes:

(1) *Subsequent to March 31, 2025, we closed four stores: one Ethnic Destination at Hyderabad, Telangana and one R.S. Brothers store at Patny, Hyderabad, Telangana on April 1, 2025 and one Dè Royal store in Kokapet, Hyderabad, Telangana and one R.S. Brothers store at Suchitra, Hyderabad, Telangana.*

(2) *Subsequent to March 31, 2025, we opened one R.S. Brothers store in Vijayawada. Andhra Pradesh, Accordingly, as at the date of this Draft Red Herring Prospectus, we operate 70 stores.*

(3) *We closed one of our R.S. Brothers stores located in Visakhapatnam, Andhra Pradesh on December 29, 2024, which was relocated and reopened on January 2, 2025. Accordingly, for the purposes of store opening and closing, the store has been excluded.*

We source apparel products from a network of job-workers, and suppliers. Our business model encompasses a diverse product mix, including a cost-effective mechanism for selling apparel under barcode labelling, exclusive private label collections, and a curated selection of branded apparel retailed in selected stores. In particular, our 13 in-house brands drive product differentiation and deliver value-for-money across categories, supporting our strategy to cater to a wide range of customer preferences and enhance brand loyalty.

By working closely with a network of job-workers and suppliers, we are able to offer a broad and diverse apparel portfolio that caters to a wide range of customer preferences in terms of colours, sizes, and designs. We share insights on current market trends with our job-workers, who incorporate these inputs when producing their collections for us. This approach ensures our product range remains relevant and appealing to our customers. As of March 31, 2025, we had 107 job workers and 3,888 suppliers from whom we source products on a non-exclusive basis, based on individual purchase orders ensuring a diverse supplier base, thereby minimizing reliance on any single supplier enhancing both flexibility and reliability in our operations.

On account of our focus toward increasing our store count, and varied product offerings, our financial performance has improved during Fiscals 2025, 2024 and 2023. The following table sets forth our revenue from operations, gross profit, EBITDA and profit for the year for the relevant Fiscals:

Particulars	For the Fiscal ended March 31,			CAGR (Fiscal 2023 to Fiscal 2025) (%)
	2025 (in ₹ million)	2024 (in ₹ million)	2023 (in ₹ million)	
Revenue from Operations	26,939.44	24,579.91	21,267.19	12.55
Gross Profit(1)	10,126.40	8,711.32	6,923.14	20.94
EBITDA(2)	3,738.26	2,661.08	2,192.94	30.56
Profit for the year	1,044.21	616.74	678.21	24.08

Notes:

(1) *Gross Profit is calculated as revenue from operations less cost of goods sold which is calculated as cost of materials consumed plus purchase of stock in trade plus changes in inventory.*

(2) *EBITDA is calculated as revenue from operations reduced by cost of goods sold, employee benefit expenses and other expenses.*

The following table sets forth certain financial performance metrics as of/for the relevant periods:

Particulars	As of / For the Year ended March 31,		
	2025	2024	2023
Gross Margin(%)(1)	37.59	35.44	32.55
EBITDA Margin(%)(2)	13.88	10.83	10.31
Profit for the year Margin(%)(3)	3.88	2.51	3.19
RoCE(%)(4)	28.95	24.39	30.44
RoE (%)(5)	25.83	19.24	26.55
Debt to Equity Ratio (in times)(6)	2.35	2.04	1.73

Particulars	As of / For the Year ended March 31,		
	2025	2024	2023
Inventory Turnover Ratio (in times)[7]	3.09	3.31	3.72
Net Working Capital Days[8]	28	23	20
Same Store Sales Growth (%)[9]	(4.38)	0.34	29.19

Notes:

(1) *Gross Margin is calculated as Gross Profit divided by revenue from operations.*

(2) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*

(3) *Profit for the year margin is calculated as profit for the year divided by sum of revenue from operations and other income.*

(4) *RoCE is calculated as earnings before interest and taxes ("**EBIT**") divided by capital employed, where EBIT is calculated as profit before taxes and exceptional items plus finance cost less other income; and capital employed is calculated as total assets reduced by current liabilities and non-current liabilities excluding current and non-current borrowings.*

(5) *RoE is calculated as profit for the year divided by average shareholder's equity.*

(6) *Debt to Equity ratio is calculated as sum of current borrowings, non-current borrowings and total lease liabilities divided by total shareholder's equity.*

(7) *Inventory Turnover Ratio is calculated as cost of goods sold divided by average inventories.*

(8) *Net Working Capital Days is calculated as (sum of inventory and trade receivables less trade payables) divided by revenue from operations and multiplied by 365.*

(9) *Same store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 24 months at the beginning of each year.*

For a reconciliation in relation to Gross Profit, Gross Margin, EBITDA, EBITDA Margin, Profit for the Year Margin, RoCE, RoE, and Debt to Equity Ratio, see "*Other Financial Information – Reconciliation of Non-GAAP Measures"* on page 324.

Our Competitive Strengths

Our key competitive strengths include the following:

Compelling Customer Proposition Underpinned by a Diversified Multi-Format Presence Across Product Categories

We are a multi-format retailer with a presence across various price points from value offerings to premium offerings, and product categories targeting a wide section of customers. Our multi-brand outlets, *R.S. Brothers* and *South India Shopping Mall* are structured and designed to provide a wide product portfolio for the entire family, i.e., men, women and kids and are intended to be a one-stop destination for families across all categories. Each of these stores provides separate floor areas across product categories, allowing customers to explore and purchase products according to their requirements at one location.

Our exclusive store formats are designed to target customers who are looking for traditional ethnic clothing for special occasions such as celebration wear, weddings and festive wear at a premium price point compared to products at our multi-brand outlets. Customers can visit *Kanchipuram Narayani Silks* to purchase ethnic wear for women which includes designer sarees, lehengas and gowns while *Dè Royal* offers ethnic products such as kurtas, sherwanis, kurta pajamas and Indowestern wears exclusively for men.

The table below provides details of revenue from operations generated across our product offerings for Fiscals 2025, 2024 and 2023:

Product	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Women Apparel	14,586.25	54.14	14,143.04	57.54	12,131.47	57.04
Men Apparel	6,028.38	22.38	5,278.83	21.48	4,646.10	21.85
Kids Apparel	4,797.84	17.81	4,477.36	18.22	4,067.71	19.13
General Merchandise and Fast-Moving Consumer Goods Products ("**FMCG**")	1,526.97	5.67	680.68	2.76	421.91	1.98
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

Our comprehensive approach to customer service includes product selection and soliciting customer feedback. We are focused on providing personalized customer engagement with well-staffed (with an average of 260 employees per multi-brand stores, 15 employees in our exclusive brand stores and 308 employees in our hypermarket as of March 31, 2025) and well-organized stores. Furthermore, we are continually working on integrating technology into our store operations such as artificial intelligence and machine learning.

Strategically Located Stores Supported by In-House Managed Sourcing Capabilities

We operated 73 stores in 22 cities across three South Indian states of Andhra Pradesh, Telangana and Karnataka as of March 31, 2025. We choose store locations based on customer demographics and their appetite for products at varying price points.

The table below provides details of our revenue from operations generated from the South-Indian states of Telangana, Andhra Pradesh and Karnataka for Fiscals 2025, 2024 and 2023:

State	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Telangana	16,690.01	61.95	15,252.63	62.05	13,708.76	64.46
Andhra Pradesh	10,236.25	38.00	9,322.26	37.93	7,558.43	35.54
Karnataka	13.18	0.05	5.02	0.02	-	-
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

We strategically open our stores in clusters and establish different store formats within a particular geographical area enabling us to improve operational and supply chain efficiency. As a result, we can understand customer preferences and stock our stores with the latest trends and help us to manage our inventory efficiently.

The table below sets forth certain details in relation to our store formats as of / for the relevant Fiscal:

Particulars	As of / For the Fiscal ended March 31, 2025	As of / For the Fiscal ended March 31, 2024	As of / For the Fiscal ended March 31, 2023
Total number of stores	73	57	41
- Total number of stores in Metro and Tier-I cities	40	31	25
- Total number of stores in Tier-II cities and beyond	33	26	16
Total store area (in square feet)	1,854,850 .00	1,369,704 .00	1,085,908 .00
Average store size across formats (in square feet) (1)	25,408.90	24,029.89	26,485.56
Average revenue per square feet across store formats (in ₹)(2)	14,523.78	17,945.42	19,584.71

Notes:

(1) Average store size across formats is calculated as total store area in square feet divided by total number of stores as of the relevant date.

(2) Average revenue per square feet across store formats is calculated as total revenue from operations divided by total area in square feet (excluding sub-leased portion).

We tailor the interior design of our stores to align with the style of the products we offer, thereby enhancing the shopping experience of our customers. While our multi-brand outlets and hypermarket are standalone stores at a single location, our exclusive brand outlets are typically located inside shopping malls to target customers.

Set forth below are pictures of certain of our store interiors:

R.S. Brothers

South India Shopping Mall

Kanchipuram Narayani Silks

Dè Royal

ValueZone – Hypermart

By staying attuned to designs as per occasions, we aim to avoid holding onto old designs and excess inventory, which helps reduce costs associated with long-term storage. Our inventory turnover ratio, however, has declined from 3.72 as of March 31, 2023 to 3.31 as of March 31, 2024 and further to 3.09 as of March 31, 2025, reflecting a modest increase in our average inventory holding period. We continue to focus on improving inventory efficiency through timely product rotation.

Our in-house sourcing team with their capabilities directly monitors and ensures the quality of apparel products sourced from distributors of branded apparel. While we do not manufacture our products in-house, however, we source these products from job workers and suppliers. As of March 31, 2025, we had 107 job workers and 3,888 suppliers from whom we source products on a non-exclusive basis. For most brands, we conduct quality checks on products upon receipt at our warehouse, where we inspect for quality, and durability, to ensure they meet our specifications. In a few cases, where raw material procurement is managed directly by our Company, internal quality check of the fabric used is carried out before supply of products by the job workers and suppliers. This approach helps us maintain consistent product standards across our offerings.

Furthermore, we believe that our logistics and distribution infrastructure are also well-positioned to support our future growth opportunities. We operate a central warehouse in Patancheruvu, Hyderabad, for all our apparel products. Finished apparel is delivered from job workers to this warehouse, where items are sorted, price-labelled, and packed before being dispatched to our various store formats. We maintain an in-house fleet of 36 vehicles as of March 31, 2025 to manage the transportation of apparel from the warehouse to stores, supporting consistent product quality and efficient inventory management. In contrast, FMCG items are delivered directly to our ValueZone - Hypermart stores.

Leading Multi-Format Retail Player in the South Indian States of Andhra Pradesh and Telangana, Well Positioned to Take Advantage of Industry Tailwinds

We are a leading multi-format retailer in the South Indian states of Telangana and Andhra Pradesh, spanning across value outlets, large-format stores, and dedicated ethnic wear showrooms for both women and men *(Source: Technopak Report)*. As of March 31, 2025, our 73 stores provide a broad and accessible presence, allowing us to meet the needs of a wide range of customers and shopping occasions. This comprehensive footprint enables us to serve a broad spectrum of consumers and shopping occasions.

The table below compares certain regional players in South India on the basis of their retail formats, indicating whether they operate the relevant format stores for each product category. Presence of a product-related tick does not necessarily mean the retailer has a dedicated format for it; in some cases, products may be sold within larger or different store formats.

Operating Companies/ Players	Value Format	Large Format Store	Ethnic Wear-Women	Ethnic Wear-Men
RSB Retail India Limited	✓	✓	✓	✓
Pothys Private Limited		✓	✓	

Operating Companies/ Players	Value Format	Large Format Store	Ethnic Wear-Women	Ethnic Wear-Men
Marri Retail Private Limited (Formerly known as J.C. Brothers Retail Private Limited)	✓	✓		
Saravana Stores Retail Pvt. Ltd. (a subsidiary of Saravana Selvarathnam Retail Private Limited)		✓		
Sai Silk (Kalamandir) Limited	✓	✓	✓	

(Source: Technopak Report)

Note: A tick (✓) indicates presence in the relevant product segment or store format. For some competitors, sales of ethnic wear and other products may not be through a dedicated store format.

As the table demonstrates, we are among the few regional retailers with a presence across all major retail formats, highlighting our leadership and adaptability in the multi-format segment. While other competitors may offer products in certain categories, they may not operate dedicated retail formats for those products.

The Indian apparel and lifestyle sector is currently experiencing a marked transition from unorganised to organised retail. In women's Indian wear specifically, the organised segment is expected to expand from 37.0% in Fiscal 2024 to 45.0% by Fiscal 2029, significantly outpacing unorganised segment *(Source: Technopak Report)*. Our strong organised footprint, extensive collections, value-led pricing, focus on private label growth, and omni-channel experience place us in a prime position to capture the benefits of this structural shift, as consumers increasingly prioritise quality, convenience, and trusted brands *(Source: Technopak Report)*.

Within apparel, while western wear holds the majority market share, Indian ethnic wear is a vibrant and fast-growing segment, particularly around festive and special occasions *(Source: Technopak Report)*. Our store formats are tailored to serve both categories, offering curated collections in sarees, lehengas, Indo-western, and contemporary western apparel. We believe this ability to adapt our product mix by location and consumer preference is an important source of our competitive strength.

We have designed our large-format and value stores to meet the aspirations of urban and semi-urban customers, especially those in Tier II, III, and IV cities, which remain key drivers of India's youth and family market growth. The value segment is especially effective in drawing first-time brand customers and price-conscious young families, expanding our reach and relevance.

By combining a robust multi-format presence, expanding geographic coverage, targeted participation in high-growth segments, and an agile approach to changing consumer needs, we believe that we are well positioned to take advantage of the rapid shift towards organised retail in South India.

The table below sets forth certain details in relation to our stores as of / for the relevant Fiscals:

Particulars	As of / For the Fiscal ended March 31, 2025	As of / For the Fiscal ended March 31, 2024	As of / For the Fiscal ended March 31, 2023
Revenue from operations (₹ million)	26,939.44	24,579.91	21,267.19
Total Number of stores	73	57	41
Average revenue per store across formats[(1)] (in ₹ million)	369.03	431.23	518.71
Number of matured stores	25	23	22
Average revenue per mature store across formats[(2)] (in ₹ million)	631.29	671.59	664.34

Notes:

(1) Average revenue per store across formats is calculated as total revenue from operation divided by number of stores as of the relevant period.

(2) Matured stores refer to stores operational for more than 3 years as determined at beginning of each financial year

(3) Average revenue per mature store is calculated as revenue of matured stores divided by number of matured stores.

Business Model Delivering Financial Growth

Our assortment of products and customer experience attracts new customers and retains existing customers, which helps us to benefit from economies of scale and to collect valuable customer data that results in delivering consistent revenue growth.

On the back of our customer growth and the increase in sale of products, supported by an increase in number of stores, our revenue from operations increased at a CAGR of 12.55% from ₹ 21,267.19 million during Fiscal 2023 to ₹ 26,939.44 million during Fiscal 2025.

The table below sets forth details of our average order value, average selling price and number of bills issued across store formats as of / for the respective periods:

Particulars	As of / For Fiscal 2025	As of / For Fiscal 2024	As of / For Fiscal 2023
Average Order Value (in ₹)[(1)]	2,551.01	2,705.34	2,834.50
Average selling price per apparel piece (in ₹)[(2)]	722.82	759.68	864.43
Number of bills (in million)[(3)]	10.56	9.09	7.50

Notes:

(1) Average order value is calculated as revenue from operations divided by number of bills generated.

(2) Average selling price per apparel piece is calculated as total revenue from sale of apparels divided by number of pieces sold in a year.

(3) *The number of bills is calculated as the total number of bills raised for generating revenue from operations.*

The following table sets forth certain financial information for the relevant Fiscals:

Particulars	For the Year ended March 31,		
	2025	2024	2023
Gross Profit(1)	10,126.40	8,711.32	6,923.14
EBITDA(2)	3,738.26	2,661.08	2,192.94
EBITDA Margin(%)(3)	13.88	10.83	10.31

Notes:

(1) *Gross Profit is calculated as revenue from operations less cost of goods sold which is calculated as cost of materials consumed plus purchase of stock in trade plus changes in inventory.*

(2) *EBITDA is calculated as revenue from operations reduced by cost of goods sold, employee benefit expenses and other expenses.*

(3) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*

Operations Led by the Promoters, Supported by an Experienced Senior Management Team

Our Promoters have been the cornerstone of our business operations since inception, playing a pivotal role in expanding our footprint to 73 stores across different formats as of March 31, 2025.

Our Chairperson and Whole-time Director, Potti Venkateswarlu, sets our Company's long-term vision, provides overall strategic direction, and leads the management of our business. Seerna Rajamouli, our Managing Director, is responsible for driving long-term strategy, overseeing supply chain operations, ensuring cost efficiency, managing supplier relationships and inventory control, and upholding quality and ethical standards throughout our operations. Tiruveedhula Prasada Rao, our Whole-time Director, ensures effective management oversight and operational continuity in line with our corporate goals and regulatory requirements.

Supporting our Promoters is a professional and experienced senior management team that brings a diverse range of expertise across commercial operations, finance, sales and marketing, human resources, project management, and compliance. The team comprises Potti Venkata Sai Abhinay, Chief Commercial and Operating Officer, skilled in commercial strategy, supply chain, and process optimisation; Seerna Suresh, Chief Sales and Marketing Officer, with over 13 years' experience in sales strategy, marketing, and store operations; Tiruveedhula Rakesh, Chief Projects and Information Officer, specialising in project planning, technology integration and business expansion; Tiruveedhula Keshav Gupta, Chief Human Resource Officer, who manages strategic and operational human resource and store-level processes; R Gowrisankar, Chief Financial Officer, with over 22 years in financial management at leading healthcare and retail organisations; and T S Maharani, Company Secretary and Compliance Officer, who brings more than two decades of experience in legal and corporate compliance. Together, the senior management team supports our business growth by leveraging their specialised knowledge and long-standing industry experience.

For further information, see "*Our Management – Key Managerial Personnel*" on page 236.

Our Strategies

The strategies described below have been approved by way of a board resolution passed by our Board of Directors at their meeting held on August 13, 2025.

Growing Market Share and Network through New Store Rollouts

We aim to build on our brand familiarity to enhance our reach in current and prospective markets. We intend to expand our presence in Tier I and Tier II cities across Telangana and Andhra Pradesh, particularly in locations where our operations are currently limited or where we do not yet have a presence. This approach aims to reduce our reliance on Hyderabad, Telangana, where we operated 39 stores as of March 31, 2025, contributing 52.10% of our revenue from operations in Fiscal 2025. In our experience there is a growing demand for quality products at affordable prices in smaller cities. Expanding into these areas enables us the chance to capture more market share and diversify our revenue streams. While we focus on other cities, we remain open to expanding in Hyderabad, Telangana if attractive new opportunities arise.

Furthermore, we also intend to enter and expand into contiguous states to Andhra Pradesh and Telangana, leveraging our brand recognition to open new stores and reach a wider customer base. For example, we have expanded into Karnataka by opening one *Dè Royal* store in Bengaluru, Karnataka during Fiscal 2024. We will further focus on opening new stores, considering demographics and consumption patterns. Going forward we may open either R.S. Brothers or South India Shopping Mall or any of our other store formats, depending upon the market situation, when we first enter the new market and further expand to new store formats depending upon the demographics. We also intend to enter the Indian states of Tamil Nadu and Maharashtra and are evaluating various cities for expansion.

Our Board of Directors by way of a board resolution dated August 13, 2025 have approved of our expansion into Tamil Nadu and Maharashtra. As on the date of this Draft Red Herring Prospectus, we have signed a letter of intent for one store each in Karnataka and Maharashtra. However, the specific store formats have not yet been finalised, as these decisions will be guided by the outcome of our detailed market study.

To accelerate our expansion in our core geographies of Andhra Pradesh and Telangana, we intend to utilise ₹1,181.81 million from the Net Proceeds to fund fit-out costs for opening 14 new stores under the R. S. Brothers and South India Shopping Mall store formats in Andhra Pradesh and Telangana. During Fiscals 2025, 2024 and 2023, we established a total of 19 new stores of R.S Brothers and South India Shopping Mall store formats (which includes 8 under South India Shopping Mall and 4 under R. S. Brothers in Andhra Pradesh; 6 under South India Shopping Mall and 1 under R. S. Brothers in Telangana). Over the next three Fiscals, we propose to open four (4) additional stores in Fiscal 2026 and an additional seven (7) stores under South India Shopping Mall format and seven (7) stores under R.S. Brothers in the South Indian states of Andhra Pradesh and Telangana in Fiscals 2027 and 2028. For further information, see "*Objects of the Offer – Setting up of new stores under the formats of "R.S. Brothers" and "South India Shopping Mall'*"" on page 112.

Our network expansion will facilitate our transition to a diverse regional player, further diversifying our revenue potential helps us to open stores in Tier - I and Tier - II cities which helps us to increase our revenue and customer mix.

Improving Operational Efficiencies and Leverage Driven by Scale

We intend to improve our operations and business processes and working on cost optimization opportunities across the entire spectrum of functions from sourcing to sales. For example, we are working on improving commercial terms and further strengthen our relationship with our suppliers and job workers. Due to our long-standing relationship with our suppliers and job workers from whom we source products, we intend to source products quickly from such suppliers and job workers as they may also be utilized by our competitors considering we do not have any exclusive arrangements with them.

We also intend to utilize technology to enhance automation, build on optimization initiatives across logistics, inventory management and in-store operations. We have also recently started using artificial intelligence and machine learning algorithms to analyze historical sales data, customer trends and external factors to forecast demand more accurately which will enable better inventory planning. Going forward, we plan to provide incentives for our employees based on their performance to further improve our sales.

Furthermore, as we continue to expand our stores, we aim to enhance the economic scope of our offerings by diversifying our product range. By increasing the variety of products available, we will be able to cater to a broader customer base and meet varied consumer needs more effectively. This strategy not only improves the shopping experience for our customers but also helps improve our profit margins. A wider product selection allows us to optimise purchasing and inventory management, effectively reducing costs and increasing sales volume. In turn, we believe this creates economies of scale that helps to boost our operations, thereby enhancing our financial performance and sustainability.

Focus on Exploring Further Upside Opportunities for Our Private Label Brands

We are continuously looking at opportunities and initiatives to grow and optimize our product range and customer offering. We have in the past introduced new private labels and will continue to introduce new product lines. As of March 31, 2025, we had 13 private label apparel brands and include Adam Parker, Republican, Temperature, SISMO and Classic Colours.

We have experienced a consistent increase in the sales of our private label apparel brands during the last three Fiscals which have increased from contributing 3.75% of our revenue from operations for Fiscal 2023 to 7.25% of our revenue from operations for Fiscal 2025.

The table below provides details of revenue generated from private label offerings in the apparel category for Fiscals 2025, 2024 and 2023:

Categories	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Private label apparel category	1,953.30	7.25	1,305.88	5.31	797.87	3.75

For further information, see " *– Description of our Business – Private Label Brands*" on page 198.

We will continue to focus on increasing the sales contribution of our private label products through number of SKUs offered. In addition, if we anticipate demand for our private label brands in the future, we might consider launching exclusive store formats dedicated to these brands.

DESCRIPTION OF THE BUSINESS

We are a multi-format retailer that caters to diverse customer segments and shopping requirements. We operate through several store formats, including multi-format outlets for men, women and children; exclusive format outlets for men and women; and hypermarkets. Our apparel product portfolio includes ethnic wear, everyday casual wear, and formal wear. Products sold at our

hypermart include fast fashion apparel for men, women and kids for everyday wear, as well as packed grocery, general merchandise, accessories, footwear, home furnishing amongst others.

The infographic below sets forth key milestones in our business expansion journey:

The table below provides details of revenue from operations generated across our product offerings for Fiscals 2025, 2024 and 2023:

Product	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Women Apparel	14,586.25	54.14	14,143.04	57.54	12,131.47	57.04
Men Apparel	6,028.38	22.38	5,278.83	21.48	4,646.10	21.85
Kids Apparel	4,797.84	17.81	4,477.36	18.22	4,067.71	19.13
General Merchandise and FMCG	1,526.97	5.67	680.68	2.76	421.91	1.98
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

Store Formats

The table below sets forth our primary store format presence, and product portfolio:

Store Format	Product Portfolio
R.S. Brothers	Fast fashion apparel for men, women and kids for everyday wear as well as apparel for events such as weddings and festive wear.
SOUTH INDIA shopping mall	Fast fashion apparel for men, women and kids for everyday wear as well as apparel for events such as weddings and festive wear.
KANCHIPURAM NARAYANI SILKS	Exclusive women store format. Product portfolio includes silk sarees, kanchipuram sarees, designer sarees, work sarees, bridal sarees, patola, lehangas, ghagras and wedding gowns amongst others.
DE ROYAL MEN'S ETHNIC WEAR	Exclusive men store format. Product portfolio which amongst others include designer suits, sherwanis, kurta pajama, and Ind-western wear.

Store Format	Product Portfolio
VALUE ZONE HYPER MART	Fast fashion apparel for men, women and kids for everyday wear, as well as packed grocery, general merchandise, accessories, footwear, home furnishing amongst others.

Note:
(1) We also operate one store under the brand "Status Exclusive Men's Wear".

Set forth below are pictures of certain of our store formats:

R S Brothers Store

South India Shopping Mall

Kanchipuram Narayani Silks store

Dè Royal store

ValueZone - Hypermart store at Patancheruvu, Hyderabad, Telangana

Retail Presence

As of March 31, 2025, we had 73 stores across 22 cities in three South Indian states of Andhra Pradesh, Telangana and Karnataka, details of which are set out below:

Particulars	Number of stores as of March 31, 2025[(1)(2)]	Number of cities as of March 31, 2025
Andhra Pradesh	**27**	**14**
- *R.S. Brothers*	5	5
- *South India Shopping Mall*	16	14
- *Kanchipuram Narayani Silks*	3	3

Particulars	Number of stores as of March 31, 2025[(1)(2)]	Number of cities as of March 31, 2025
- *Dè Royal*	3	3
Telangana	**45**	**7**
- *R.S. Brothers*	8	1
- *South India Shopping Mall*	18	7
- *Kanchipuram Narayani Silks*	8	1
- *Dè Royal*	7	1
- *Value Zone Hyper Mart*	2	1
- *Ethnic Destination*	1	1
- *Status*	1	1
Karnataka	**1**	**1**
- *Dè Royal*	1	1
Total	**73**	**22**

Notes:

(1) Subsequent to March 31, 2025, we closed four stores: one Ethnic Destination at Hyderabad, Telangana and one R.S. Brothers store at Patny, Hyderabad, Telangana on April 1, 2025 and one Dè Royal store in Kokapet, Hyderabad, Telangana and one R.S. Brothers store at Suchitra, Hyderabad, Telangana.

(2) Subsequent to March 31, 2025, we opened one R.S. Brothers store in Vijayawada. Andhra Pradesh, Accordingly, as at the date of this Draft Red Herring Prospectus, we operate 70 stores.

The table below provides details of our total store area across formats, our store format wise store area and average store size (in million square feet) as of the relevant Fiscal:

Particulars	As of / For the Fiscal ended March 31, 2025	As of / For the Fiscal ended March 31, 2024	As of / For the Fiscal ended March 31, 2023
Total number of stores	73	57	41
Total store area (in million square feet)	1.85	1.37	1.09
- *R.S. Brothers*	0.35	0.28	0.26
- *South India Shopping Mall*	1.15	0.91	0.78
- *Kanchipuram Narayani Silks*	0.06	0.06	0.04
- *Dè Royal*	0.02	0.02	0.01
- *Value Zone Hyper Mart*	0.26	0.10	-
- *Ethnic Destination*	0.00[(1)]	-	-
- *Status*	0.01[(1)]	-	-
Average store size across formats (in square feet)[(2)]	25,408.90	24,029.89	26,485.56

Note:

(1) Ethnic Destination store size was 2,430 square feet while Status store size is 7,200 square feet.

(2) Average store size across formats is calculated as total store area in square feet divided by total number of stores as of the relevant date.

Store Selection Methodology

We select store locations through a comprehensive process that combines management experience with on-the-ground insights to understand market conditions and operational feasibility. We use mapping software and demographic analysis to evaluate population density, and revenue potential. Before finalising locations, our teams may undertake informal assessments of site characteristics, local market conditions, and customer preferences to guide decision-making. By following this process, we aim to build a store network that meets both our business goals and the needs of customers in each area.

Private Label Brands

We have a curated set of private label apparel brands that are sold in our stores. As of March 31, 2025, we had 13 private label apparel brands. The table below sets forth indicative minimum and maximum price range of our private label brands as of March 31, 2025:

Name of Private Label Brand	Minimum Price (₹)	Maximum Price (₹)	Product Portfolio
ADAM PARKER	250	1999	Men's smart-casuals, including shirts, jeans, trousers, and T-shirts. Versatile, modern wear for everyday and semi-formal use.
DE ROYAL	315	99,995	Premium occasion and wedding wear, including, bandhgala designer suits, and Indo-western outfits. Elevates special event dressing.
REPUBLICAN	250	1,495	Men's formal and casual wear, including shirts, trousers, and jeans. Balanced style for daily and work occasions.
TEMPERATURE	487	1,495	Casual and formal menswear like shirts and trousers. Everyday essentials with simple, reliable styles.
SISMO	125	3,210	Kids wear for girls and boys: partywear, casual tops, and jeans. Trendy and fun attire for children.
BRAVE KID	125	2445	Active boys' fashion: stylish shirts, jeans, and baba suits designed for comfort and movement.
ROADIES BOYS	796	1,195	Boys' denim and rugged wear, especially jeans, designed for durability and active use.

Name of Private Label Brand	Minimum Price (₹)	Maximum Price (₹)	Product Portfolio
HOSH	99	21,995	Women's wear: Kurtis, tops, and contemporary outfits. Blends comfort with stylised design for daily wear.
PRETTYBE	300	650	Women's nightwear: stylish yet comfortable sleep essentials, including nightdresses and pyjamas.
CLASSIC COLORS	225	225	Leggings in plain and printed styles for everyday use. Practical and comfortable options for girls.
DIANA	899	1,359	Women's nightwear: comfortable, elegant nightdresses focusing on quality and gentle style.
BORN CUTE	125	125	Newborn and infant clothing: soft, cosy garments designed for comfort in early life stages.
CUTE COLORS	195	395	Girls' leggings and easy-to-wear wardrobe staples. Soft, simple basics for daily comfort.

Sourcing and Partners

We do not manufacture any of the products sold in our stores. We source apparel products from a network of job workers and suppliers. Our business model encompasses a diverse product mix, including cost-effective mechanism of selling apparel under minimalistic barcode labeling, alongside exclusive private label collections tailored for the specific requirement of our customers and a curated selection of branded apparel which are retailed in certain of our stores.

By working closely with a network of job workers, we are able to offer a broad and diverse apparel portfolio that caters to a wide range of customer preferences in terms of colours, sizes, and designs. We share insights on current market trends with our job workers, who incorporate these inputs when producing their collections for us. This approach ensures our product range remains relevant and appealing to our customers. As of March 31, 2025, we had 107 job workers and 3,888 suppliers from whom we source products on a non-exclusive basis, based on individual purchase orders ensuring a diverse supplier base, thereby minimizing reliance on any single supplier enhancing both flexibility and reliability in our operations. None of our suppliers account for more than 10% of our total supply during Fiscals 2025, 2024, and 2023. This ensures low dependence on any single vendor, enhancing both operational flexibility and supply reliability

The table below provides details of products sourced from our top 1, top 5 and top 10 suppliers for Fiscals 2025, 2024 and 2023:

Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Purchase Amount (in ₹ million)	Percentage of Total Purchase [(1)] (%)	Purchase Amount (in ₹ million)	Percentage of Total Purchase [(1)] (%)	Purchase Amount (in ₹ million)	Percentage of Total Purchase [(1)] (%)
Top 1	167.46	0.96	155.35	0.94	271.86	1.75
Top 5	700.91	4.01	684.29	4.13	931.40	6.00
Top 10	1,205.64	6.90	1,227.08	7.40	1,422.76	9.16

Note:

(1) Total Purchase is calculated as purchase of stock-in-trade.

We have not entered into exclusive agreements with job workers and suppliers. We source products from them based on our inventory requirements and customer demands.

Warehousing and Inventory Management

Framework for Inventory Management

We have a centralized and integrated inventory management framework designed to track, record, and manage all aspects of inventory, including stock levels, purchase requisitions, order processing, receipt and issuance of materials, and vendor performance evaluation. Centralized enterprise resource planning is utilized to systematically record all inventory movements. Stock items are categorized into specialized sections to track and ensure that the movement of stock is accurately recorded in the centralized system.

Product Quality Control

Apparel

We adopt a consistent internal approach to product quality which involves buying manufactured goods from suppliers and job workers and doing quality checks at the time of receiving the product at our warehouse. At this stage, we inspect the products to ensure they meet our standards for material quality, durability, colourfastness, and overall finish. Where we manage raw material procurement directly, pre-manufacturing checks may also be undertaken. Customer feedback on returns and product defects is monitored to support continuous improvement and to determine appropriate resolutions in line with our quality objectives.

General Merchandize and Fast-Moving Consumer Goods

In the FMCG sector, every vendor we engage with must comply with established food safety regulations, hygiene protocols, and shelf-life standards.

We place a strong emphasis on batch testing and shelf-life monitoring to strictly control expiry dates and storage conditions, thereby preventing the distribution of outdated or compromised goods. Additionally, packaging and labelling must meet all regulatory norms by providing accurate ingredient lists, nutritional values, and detailed manufacturing information. Tamper-proof packaging and clear expiration labelling are enforced to maintain consumer trust and safety.

System Enforcement and Monitoring

Integration with a centralized Enterprise Resource Planning system enhances our ability to manage pricing, quality control, and inventory efficiently. This integration provides us with insights available for real-time decision-making. Automated alerts within the system notify us of any deviations in pricing, enabling corrective actions to maintain consistency. A real-time dashboard affords our management live updates on pricing trends, inventory levels, and quality assurance reports, thereby empowering informed decision-making.

Reporting and Compliance

Monthly sales reports provide senior management with detailed insights into pricing, which enables ongoing scrutiny and improvement of our processes. In the event that any non-compliance is detected in product quality or pricing, internal audits are conducted to identify issues and implement corrective measures.

Sales and Promotions

Pricing of Products

We have an inventory management policy designed to offer products at competitive prices to customers, considering the demand for our products, as well as the product features of each product category. We monitor market prices and trends and implement appropriate adjustments to retail prices for our products as and when necessary to provide comfortable, quality and affordable products for our customers, which promotes customer satisfaction and loyalty.

Business Promotion and Advertisement

The objective of our marketing activities is to drive customer traffic, strengthen brand loyalty and awareness, promote our products, and monitor market trends. When opening new stores, we prioritize dynamic marketing initiatives to ensure our brand presence is robust and consistently expanding. Our integrated approach includes digital campaigns, in-store promotions, and strategic partnerships, all designed to create a cohesive brand experience that resonates with our target customers.

We primarily run campaigns in English and Telugu and, as we expand into new regions, plan to use local languages to maximize our reach and ensure effective communication with our diverse customer base.

We selectively engage brand ambassadors to enhance visibility and customer engagement at key times for the business. These ambassadors support our promotional efforts alongside other marketing channels, helping us build connections with our customers and brand recognition.

The table below sets forth our advertisement and business promotion expenses for Fiscals 2025, 2024 and 2023:

Nature of Expense	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Advertisement	678.94	2.65	745.30	3.13	568.33	2.77
Business promotion expenses	309.67	1.21	212.28	0.89	166.15	0.81
Total	988.61	3.86	957.58	4.02	734.48	3.58

Our Company's price promotions include periodic and seasonal price reductions on the products we sell, including festive offers which include special discounts and exclusive deals during major festivals as well wedding campaigns during wedding season. For example, during *Ashada Masam*, we run specific programs such as "*Super Aashadam kg sale*". To promote our private label offerings, we may occasionally introduce new products at competitive prices compared to similar branded items. This approach aims to encourage customer interest and trial of our private label range.

Certain of the marketing campaigns undertaken us in the past include:

Reward Program

We have individual rewards program for each of our store formats except *ValueZone* and Status. Registered members under the reward programs, can earn points which can be later redeemed.

Technology

We have strategically invested in developing a future-ready, scalable, and secure information technology ecosystem to support our expanding retail network and drive operational excellence. Our IT infrastructure is based on robust security protocols, hybrid network architecture, and automated cloud backups that safeguard business continuity and ensure data integrity across all locations.

Our operations are managed through a suite of integrated digital platforms that facilitate point-of-sale, finance, inventory management, and business intelligence functions. Comprehensive human resource management tools support the full employee lifecycle, including payroll processes. Secure virtual private networks, standard operating procedure automation, digital document management, and real-time connectivity across our stores further strengthen our internal capabilities.

We have also introduced an artificial intelligence-driven business intelligence platform, which provides predictive sales analytics, operational insights, and unified customer relationship management intelligence. These features enable data-driven decision-making and foster targeted customer engagement.

To maintain regulatory compliance and strong cybersecurity, we have implemented wide-ranging data loss prevention measures, conduct regular vulnerability assessments and penetration testing, and are actively transitioning to next-generation document management solutions with advanced application programming interface access and mobile compatibility.

Intellectual Property

As of the date of this Draft Red Herring Prospectus, we have 154 registered trademarks, including in respect of our logos R.S. Brothers, SOUTH INDIA shopping mall, KANCHIPURAM NARAYANI SILKS, DE ROYAL MEN'S ETHNIC WEAR, VALUE ZONE HYPER MART with the Registrar of Trademarks in India to protect our intellectual property, 4 trademark applications that have been accepted and advertised, 13 trademark applications that have been opposed and being currently contested, 10 trademark applications that have been objected and 46 trademark applications for which formalities check pass

has been done. Our corporate logo is currently not registered and we have applied for trademark registration which is pending.

For further information, see "*Government and Other Approvals*" and "*Risk Factors – We may not be able to protect our intellectual property rights which may adversely impact our business, reputation and results of operations.*" on pages 360 and 56, respectively.

Insurance

Our insurance policies currently cover our inventory, our stores, our warehouses and transit of goods from our warehouses to our stores. Our principal types of insurance coverage amongst others include director and officers liability insurance policy; burglary insurance policy; contractors all risk insurance policy; money insurance policy; fire insurance policy; neon sign insurance policy; plate glass insurance policy; and package insurance policy.

These insurance policies are generally valid for a year and are renewed annually. In our experience, the amount of insurance 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. Our assets are evaluated for any risks to enable our Company to take all necessary preventative steps to minimize the risks of accidents and losses.

The table below provides details of our insurance coverage on our total insured assets, as of the dates indicated:

Particulars	As of March 31, 2025 / Fiscal 2025	As of March 31, 2024 / Fiscal 2024	As of March 31, 2023 / Fiscal 2023
Total tangible assets[(1)] (in ₹ million)	9,075.89	7,668.01	6,116.81
Insured Assets (in ₹ million)	8,777.30	7,371.21	5,981.27
Uninsured Assets (in ₹ million)	298.59	296.80	135.54
Total insurance coverage (in ₹ million)	13,524.00	10,674.16	8,593.99
Insured assets as a percentage of total tangible assets (%)	96.71	96.13	97.78
Insurance coverage as a percentage of insured assets(%)	154.08	144.81	143.68

Note:

(1) Total tangible assets are defined as the sum of the gross value of property, plant and equipment, capital-work-in-progress and inventories.

For further information, see "*Risk Factors – We procure insurance policies from third-party insurers to insure critical aspects of our business operations. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.*" on page 55.

Competition

The retail industry is highly competitive and characterized by swift shifts in consumer trends and technology, which may lead to an adverse impact on our market share at any time due to the significant number of competitors in our industry that may compete more effectively than us. These frequent changes and their impact on consumer demand may result into both price and demand volatility. Due to the nature of our offerings, we face competition from various kinds of fashion players, including players operating in retail, wholesale, and e-commerce space, national and local department stores and independent retail stores.

The retail sector in the Indian states of Andhra Pradesh and Telangana where we operate, particularly in the apparel retail category, is characterised by significant competition, which may increase in the future. According to Technopak Report, other key regional players include Marri Retail Private Limited (*formerly known as J.C. Brothers Retail Private Limited*) and Sai Silk (Kalamandir) Limited amongst others.

Additionally, we are also witnessing a growth in the competition from online retailers who have been able to offer similar products as ours at competitive prices with a wider geographical reach. Due to various factors, including ease of shopping from home, efficient logistics management, lesser physical presence and strategic tie-ups, online retailers are not only able to offer more discounts, but also a wider range of apparels and accessories.

For further information, see "*Risk Factors – We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.*" on page 39.

Employee and Human Resources

Our operations are manpower intensive, and we are dependent on our staff for a significant portion of our operations. As of March 31, 2025, we had 10,668 full-time employees.

The table below sets forth our employee benefits expense, expense on shop maintenance – house keeping services and shop maintenance – security services for Fiscals 2025, 2024 and 2023:

Nature of Expense	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Employee benefits expense	3,357.83	13.12	2,804.24	11.79	2,191.92	10.67
Shop maintenance – house keeping services	131.22	0.51	159.15	0.67	99.08	0.48
Shop maintenance – security services	127.19	0.50	95.96	0.40	70.49	0.34
Total	**3,616.24**	**14.13**	**3,059.35**	**12.86**	**2,361.49**	**11.49**

Employee Training

Our employee training programmes are designed to enhance the skills of our employees to ensure that they have the adequate skillset required for our operations for consistent customer experience. We also provide comprehensive benefit packages for our employees which includes performance-based bonus, premiums on accident death insurance, and life insurance. Furthermore, different types of leave are accorded to employees, including annual leave, sick leave, and other types of special leave as applicable.

The infographic below highlights our employee training programs during Fiscal 2025:

Human Resources

The table below sets forth break-up of our employees across functions as of March 31, 2025:

Function	Number of employees
Corporate Office*	230
Warehouse Operations	623
Retail Employees – Admin	224
Retail Employees – Store Operations	9,591
Total	**10,668**

* *Includes accounting and finance and human resources.*

The table below sets forth our relevant attrition rate as of / for the relevant period:

Particulars	As of / Year ended March 31, 2025	As of / Year ended March 31, 2024	As of / Year ended March 31, 2023
Number of employees (excluding retail employees - store operations)	1,077	1,035	797
Employees resigned	326	341	201
Employee attrition rate[(1)] (%) (excluding retail employees - store operations)	30.27	32.95	25.22
Number of employees (store operations)	9,591	7,966	6,676
Employees resigned (store operations)	4,657	3,875	3,039
Employee attrition rate[(2)] (%) (store operations)	48.56	48.64	45.52

Notes:

(1) *Employee attrition rate (excluding retail employees - store operations) is calculated as the number of employees (excluding retail employees - store operations) who have resigned during the period, divided by the number of employees existing as of the beginning of the period.*

(2) *Employee attrition rate (store operations) is calculated as the number of employees (store operations) who have resigned (store operations) during the period, divided by the number of employees (store operations) existing as of the beginning of the period.*

Based on our experience, our attrition rate trend is consistent with broader patterns observed among other Indian retail companies, where we believe that competitive market conditions and a largely youthful workforce often contribute to elevated attrition rates.

We also engage with contract workers for certain aspects of our operations, for example, housekeeping and security.

Corporate Social Responsibility

Our Company has constituted a corporate social responsibility committee and a corporate social responsibility policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, each as amended. For further information, see "*Our Management – Committee of the Board – Corporate Social Responsibility Committee*" on page 232.

Our corporate social responsibility activities are towards promotion of education and social welfare.

The table below sets forth our expenses towards promotion of education and social welfare and donations for Fiscals 2025, 2024 and 2023:

Nature of Expense	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)	Amount (in ₹ million)	Percentage of Total Expenses (%)
Promotion of education and social welfare	19.26	0.08	13.52	0.06	8.03	0.04
Donations	33.04	0.13	26.31	0.11	29.97	0.15
Total	**52.30**	**0.21**	**39.83**	**0.17**	**38.00**	**0.19**

Properties

We operate majority of our stores, and our Registered and Corporate Office on a leased or licensed basis. The terms of our lease agreements for our stores typically ranges from 5 years to 25 years. Our Registered and Corporate Office is leased from a third-party for a period of 50 months and the lease agreement is valid until March 31, 2027. Currently, we also have one warehouse located at Patancheruvu, Hyderabad, Telangana which has been leased. Furthermore, as of March 31, 2025, 69 of our stores are leased, one store is located on premises owned by our Company while three of our stores (one R.S. Brothers and two South India Shopping Mall stores) are partially leased and partially owned by us. We have also leased certain properties from our Promoters and members of Promoter Group on which our stores are located. The table below sets forth details of properties leased as per the lease agreements from Promoters and members of Promoter Group.

Store Format	Name of the Promoters/Promoter Group	Total Store size (sq ft) - gross	Owned by Promoters and members of Promoter Group (sq ft)	Lease deed validity
South India Shopping Mall, Abids, Hyderabad Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	26,587	4,995	April 2, 2031
	Sree Venkateswara Enterprises		21,592	March 31, 2032
South India Shopping Mall, Ameerpet, Hyderabad Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula PrasadaRao Potti Malathi Lakshmi Kumari	60,088	43,403	July 27, 2034
South India Shopping Mall, Attapur, Hyderabad Telangana	Potti Malathi Lakshmi Kumari Seerna Suresh Maturu Venkata Lakshmi Sindhu Tiruveedhula Keshav Gupta Tiruveedhula Rakesh	31,354	9,723	September 30, 2025
South India Shopping Mall, Tirupathi	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao	30,000	30,000	June 30, 2031
R.S. Brother store, Ameerpet, Hyderabad Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	41,503	3,621	December 31, 2029
R.S. Brother store, Vijaywada, Andhra Pradesh	R.S. Avenues Private Limited	34,050	31,750	November 30, 2026
Status Textiles, Hyderabad, Telangana	Potti Venkateswarlu Seerna Rajamouli Tiruveedhula Prasada Rao Potti Malathi Lakshmi Kumari	7,200	7,200	March 31, 2033

Most of our lease agreements provide for renewal after the expiry of the initial term. In our experience, lessors have generally been open to renewing leases, subject to mutual agreement on terms. For further information, see "*Risk Factors – Our Registered and Corporate Office and majority of our stores are leased. If we fail to renew these leases on competitive terms or if we are unable to manage our rental costs, our business and results of operations would be materially and adversely affected.*" on page 43.

We have also sub-leased certain properties leased to us pursuant to various agreements, to a member of our Promoter Group and Group Company, namely, R.S.Brothers Jewellers Limited and certain other third parties.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company.

Taxation statutes such as the Income Tax Act, 1961, the Customs Act, 1962 and the relevant goods and service tax legislation apply to us as they do to any Indian company (unless expressly exempted therein). For details of government approvals obtained by our Company, see "Government and Other Approvals" beginning on page 360.

The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended subsequent legislative, regulatory, administrative or judicial decisions.

LAWS REGULATING RETAINING AND SELLING OF GOODS

Legal Metrology Act, 2009 (the "Legal Metrology Act")

The Legal Metrology Act was brought into force vide notification, dated December 31, 2010, issued by the Ministry of Consumer Affairs, Food and Public Distribution, Government of India, replacing the Standard of Weights and Measures Act, 1976, with effect from March 1, 2011. The Legal Metrology Act was enacted with the purpose to establish and enforce standards of weights and measures and regulate trade and commerce in weights, measures and other goods, which are sold or distributed by weight, measure or number. The Legal Metrology Act provides for the approval for model weights and measures, the verification of the prescribed weight or measure by the Government, and penalties for use of non-standard weight or measure.

Legal Metrology (Packaged Commodities) Rules, 2011 (the "Packaged Commodities Rules")

The Packaged Commodities Rules was framed under section 52 (1) (2) (j) and (q) of the Legal Metrology Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A "pre-packaged commodity" means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules are:

i. it is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;

ii. All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of section 18(1) of the Legal Metrology Act and Rule 6 of Packaged Commodities Rules; and

iii. No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

Pursuant to the Legal Metrology (Packaged Commodities) (Third Amendment) Rules, 2022 dated August 22, 2022 ("**Amendment**"), the mandatory labelling requirements applicable to pre-packaged commodities under the Packaged Commodities Rules are not applicable to garments or hosiery sold in loose form. The Amendment clarifies that the labelling requirements for garments or hosiery 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.

Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Ministry of Consumer Affairs notified certain sections of the Consumer Protection Act, 2019 ("**COPRA**") by way of the notification dated July 15, 2020 (with effect from July 20, 2020), including sections regulating the formation and functioning of the Consumer Protection Council at the national, state and district levels, the formation and functioning of Consumer Dispute Redressal Commissions at the national, state and district levels, mediation of consumer disputes, product liability actions and punishment for manufacturing for sale or storing, selling or distributing or importing products containing adulterants and spurious goods.

The COPRA provides a mechanism for the consumer to file a complaint against a product manufacturer, seller or service provider in cases of unfair contract or trade practices, restrictive trade practices, defected goods, goods which are hazardous or likely to be hazardous to life being sold in contravention to safety standards, deficiency in services and price charged being unlawful. It also places product liability on a manufacturer or product service provider or product seller, to compensate for any harm caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties.

The COPRA has, *inter alia*, also introduced a Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements, which are prejudicial to the interests of public and consumers and promote, protect and enforce the rights of consumers.

INDUSTRY SPECIFIC LEGISLATIONS

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

The Occupational Safety, Health and Working Conditions Code, 2020 (the "Occupational Conditions Code")

The Occupational Conditions Code received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Occupational Conditions Code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.

Other labour law legislations

The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

i. Minimum Wages Act, 1948

ii. Payment of Wages Act, 1936

iii. Child Labour (Prohibition and Regulation) Act, 1986

iv. Transgender Persons (Protection of Rights) Act, 2019

v. Equal Remuneration Act, 1976

vi. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

vii. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959

viii. The Code on Wages, 2019*

ix. The Code on Social Security, 2020**

x. Various state shops and establishments legislations

xi. Contract Labour (Regulation and Abolition) Act, 1970

xii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952

xiii. Employees' State Insurance Act, 1948

xiv. Payment of Gratuity Act, 1972

xv. Maternity Benefit Act, 1961

xvi. The Payment of Bonus Act, 1965

xvii. Rights of Persons with Disabilities Act, 2016

* *The GoI enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(2)(s), 67(2)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1948)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.*

** *The GoI enacted 'The Code on Social Security, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate 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, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

State specific shops and commercial establishments legislations

Under various state laws dealing with shops and establishments, any shop or commercial establishment has to obtain a certificate of registration under the applicable shops and commercial establishments legislation and has to comply with the rules laid down therein. These statutes and rules and regulations framed thereunder regulate the opening and closing hours of shops and commercial establishments, daily and weekly work hours, closing dates and holidays, health and safety of persons working in shops and commercial establishments, payment of wages, maintenance of records and registers by the employers, among others. The following state shops and commercial establishments are applicable to our Company:

- The Andhra Pradesh Shops and Establishments Act, 1988
- The Telangana Shops and Establishments Act, 1988
- The Karnataka Shops and Commercial Establishments Act, 1961

State Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act,1992 the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating stores and implementation of regulations relating to such license along with prescribing penalties for non-compliance. Further, legislations passed by the state governments are applicable to us in the states where we operate. These include legislations relating to, among others, classification of fire prevention and safety measures and other local licensing.

INTELLECTUAL PROPERTY LAWS

Trade Marks Act, 1999 (the "Trade Marks Act")

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the "Copyright Laws")

The Copyright Laws governs copyright protection in India. 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.

Designs Act, 2000

The Designs Act, 2000 along with the Design Rules, 2001 ("**Design Laws**") govern design protection in India. The Design Laws were enacted to protect new or original designs from getting misappropriated. A design can only be registered under one specific class. The registered proprietor of the design shall have a copyright in the design for ten years which is extendable for another five years. The Design Laws permit the proprietor to file a suit for recovery of damage and as well as an injunction in the event of piracy of a registered design.

Other relevant legislations

Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT 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 IT 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 IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("**DoIT**"), on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which 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 DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediaries Rules**") on February 25, 2021, requiring 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 Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries.

Drugs and Cosmetics Act, 1940 ("DCA") and the Cosmetics Rules, 2020

The DCA is the statute governing the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated, spurious or harmful. Cosmetic Rules, 2020 introduced the concept of a 'new cosmetic' which was not provided for under the Drugs and Cosmetic Rules, 1945. A 'new cosmetic' contains a novel ingredient which has not been used anywhere in the world or is not recognized for use in cosmetics in any national and international literature. The new rules mandate importers/ manufacturers of a 'new cosmetic' to make an application and seek approval from the Central Licensing Authority ("CLA") before such a 'new cosmetic' can be imported or manufactured in India. Such an application should be accompanied with requisite data on safety and effectiveness. Testing of each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product along with maintaining records or registers showing the particulars in respect of such tests, is a requirement under the rules. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate application for each of such premises is made and a separate license is obtained for each such premises. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin. Additionally, before any cosmetics are imported, a declaration signed by or on behalf of the manufacturer or importer that the cosmetics comply with the provisions of Chapter III of the Drugs and Cosmetics Act, 1940, and the rules made thereunder, shall be supplied to the Commissioner of Customs. The new rules prohibit the import and/or manufacture of cosmetics which do not comply with the prescribed specifications and other standards of safety and quality.

Plastic Waste Management Rules, 2016

The Ministry of Environment, Forest and Climate Change published the Plastic Waste Management Rules, 2016 with an aim to increase minimum thickness of plastic carry bags from 40 to 50 microns and stipulate minimum thickness of 50 micron for plastic sheets. It also aims at facilitating collection and recycling of plastic waste and delegates responsibility to the waste generators for waste segregation and disposal. The Plastic Waste Management Rules, 2016, as amended also prescribes a central registration system for the registration of the producer/importer/brand owner.

The Digital Personal Data Protection Act, 2023 ("Data Protection Act")

The Data Protection Act provides for collection and processing of digital personal data by persons, including companies. According to the Data Protection Act, companies collecting and dealing in high volumes of personal data will be defined as significant data fiduciaries. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of a data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal. Further such data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The provisions of the Data Protection Act shall come into force upon being notified by the Central Government. An intermediary that fails to observe the IT Intermediary Rules could be punished under applicable law, including the IT Act and the Indian Penal Code, 1860.

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.

The Essential Commodities Act, 1955 ("ECA")

The Essential Commodities Act, 1955 empowers the Central Government to regulate the production, supply, and distribution of certain essential commodities to ensure their equitable availability and fair prices, as well as for the defence of India or military operations. In pursuance of ECA, several control orders have been issued by various ministries or departments of the Central Government to regulate different aspects of essential commodities such as their production, distribution, quality, movement, and prices. The State Governments have also issued control orders to regulate the trading of essential commodities like food grains, edible oils, sugar, and drugs. The ECA provides for penalties in the form of fines and imprisonment for any violation of its provisions.

The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 (the "Misleading Advertisement Guidelines")

The GoI, through Notification dated June 9, 2022, bearing number F.No.J-25/4/2020-CCPA(Reg) issued the Misleading Advertisement Guidelines. The Misleading Advertisement Guidelines are issued under Section 18 of the Consumer Protection Act, 2019, to provide for the prevention of false or misleading advertisements and making endorsements relating thereto. These guidelines apply to –

(a) all advertisements regardless of form, format or medium; and

(b) a manufacturer, service provider or trader whose goods, product or service is the subject of an advertisement, or to an advertising agency or endorser whose service is availed for the advertisement of such goods, product or service. The Misleading Advertisement Guidelines, inter alia, specifically provide for (i) conditions for non-misleading and valid advertisement; (ii) conditions for bait advertisements; (iii) prohibition of surrogate advertising; (iv) free claims advertisements; (v) children targeted advertisements; (vi) advertisements prohibited by law; (vii) disclaimer in advertisements; and (viii) duties of manufacturer, service provider, advertiser and advertising agency.

Sale of Goods Act, 1930

The Sale of Goods Act, 1930 (the "**Sale of Goods Act**") governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'R S Brothers Retail India Private Limited' at Hyderabad, Andhra Pradesh (currently Telangana) as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated March 31, 2008, issued by the Registrar of Companies, Andhra Pradesh and acquired the business of R-9000 Textiles & Garments, pursuant to transfer deed dated May 1, 2008. Subsequently, pursuant to the conversion of our Company into a public limited company and pursuant to a special resolution passed by our Shareholders at the EGM held on September 11, 2024, the name of our Company was changed to "R S Brothers Retail India Limited", and the Registrar of Companies, Central Processing Centre issued a fresh certificate of incorporation on October 22, 2024. Further, pursuant to a board resolution dated January 18, 2025 and shareholders resolutions dated January 21, 2025, the name of our Company was changed to "RSB Retail India Limited" and the Registrar of Companies, Central Processing Centre issued a fresh certificate of incorporation on February 7, 2025. The change in name was undertaken as our Company holds multiple trademarks including one named "R S Brothers". To avoid being identified with a single trademark and consolidate all trademarks under a unified name, the name of our Company was changed to RSB Retail India Limited.

Changes in our Registered Office

The following table sets forth details of the change in the registered office of our Company since the date of its incorporation:

Date of change	Details of the change in address of registered office*	Reason for change
December 5, 2018	Registered office was changed from No 5-1-876,877,878, opposite Osmania Medical College, Koti, Hyderabad 500095, Telangana, India to Door No.7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad - 500 018, Telangana, India	For administrative reasons

* *Our Company is in the process of shifting our registered office from Door No.7-2-1740, Opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi district, Hyderabad - 500 018, Telangana, India, leased premises, to owned premises of our Company at Thokatta village, Trimulgerry mandal, Bowenpally, Secunderabad Cantonment, Secunderabad, Telangana.*

Main objects of our Company

The main objects as stated in our Memorandum of Association is set forth below:

"1. To acquire the business carried on by M/S. R 9000 Textiles & Garments having its office at Hyderabad, with all its assets and liabilities as a going concern and carry on the business of M/S. R 9000 Textiles & Garments and carry on the business of textiles and ready made garments as wholesalers, showroom owners, retailers, stockiests importers and exporters.

2. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturizing, carding, bleaching, combing, doubling, finishing, calendaring, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, and to act as broker, trader, agent, Carrier and Frieght agent, distributor, representative, consultant, collaborator, adatia, stockiest, liasionor, job worker, export house or otherwise to deal in all types of textile goods, dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic clothes, water proof fabrics, pavliners, americal clothes, imitation leather and rubber cloths, tents, durries, newar, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves, laces, terry fabrics, velvet, georgetts, gabarding, pashminas, floor cloths, twid, patto, canvas, khaddar, denim, stone wash, suitings, shirtings, sarees and other similar items made on powerloom, handloom or mill by man made or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, rayon, jute, staple fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polymide, polymethine, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future.

3. To carry on the business in India or elsewhere of owning, operating, running supermarkets, chainstores, departmental stores, undertakings, retailing, merchandising and buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, trading and dealing of all kinds of goods including fast moving consumable goods, merchandise either raw material, finished or semi-finished items of grocery, fruits and vegetables, apparels, furniture, fixture and furnishing, toys for infants and children, child care products, electric and electronic products such as mobile, laptops, IT equipment, home décor, household appliances such as cooking utensils of all kinds, Tupper wear, plastic items, stainless steel items of all qualities, grades and kinds and in allied products, stationery, books and journals and to carry on all type of retail activities including but not limited to apparels, life style goods, wallets, belts, jewelry including artificial jewelry, cosmetics, shoes, footwear, and related accessories etc by establishing, setting up, wholesale/retail outlets, franchisee showrooms, online website stores, virtual store(s) including chain stores, modern retail stores, electronic commerce platform, shop in shop, e-commerce, online/virtual marketplace in all its forms and to carry on the business of setting up of network infrastructure including storage, movement, delivery of goods and

services for trade and commerce, arrangements with distribution agencies, factory and electronic channels for the business of the Company.

4. *To carry on the business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances, instruments, equipments and machines; to construct, establish, own, hire or otherwise acquire and to manage, let on rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, food courts and other building or works required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, concerts, circus or other performances and entertainment in India or elsewhere.*

5. *To carry on the business of children and kids play area including classic play structures, swings, slides, climbers, see saws, tubes, spring riders etc both indoor and in outdoor area in a variety of sizes, styles and themes."*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association

The following table sets forth details of the amendments to our Memorandum of Association, in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/ effective date	Details of the amendments
February 11, 2019	Memorandum of Association was amended to delete the below other object from clause III (C): *"1. To enter into, manage, undertake, carry on the business of Real Estate Development, land Development, Area Estate and Site Development and to carry on the Business as Planners, Builders, Real Estate Brokers, and to build/construct own, operate, maintain, manage, control and administer. Earth Works, farmhouses, Garden, Row-houses, Duplex Apartments, Commercial, Residential or Industrial building, Complexes, Retail stores, Shopping centres, Market Yards and deal in, manage and carry on all types of businesses and professional related to land dealings, buildings, farms, estates, properties, areas and sites.* *2. To carry out in India or elsewhere the business of rendering all types of communication, information services, medical transcription services, online medical, bill management services, software development to business Houses. Commercial and Non-commercial organisations. Hospitals, Health centres and other Public Health Services in India and abroad by collecting, collating and classifying various types of data and information in a systematic and useful manner by installation and/or hiring of Satellite Communication facilities by providing Communication High ways.* *3. To establish, maintain, run, develop, improve and extend educational institutions including vocational training centers and other similar institutions.* *4. To carry on the consultancy services in all fields including human resource development, manpower recruitment, management information systems, operations research and systems developments.* *5. To carry on the business of manufacture of electronic, electrical, consumer goods and home appliances either in connection with the aforesaid business or as distinct and separate business.* *6. To carry on all or any of the business of technical consultants, designers, erectors, draftsman, advisors, assessors, operators in all fields of industry and commerce.* *7. To carry on and establish, run, manage, and maintain, hospitals, research centers, diagnostic centers, blood bank service centers, immunization centers, medical and other research centers, nursing, homes, health centers, rehabilitation, centers, clinics, polyclinics, laboratories, and to apply or provide utility articles and services to patients, attendants and others and to provide aids to medical personnel for research and development and to act and work as consultants in medical profession in India and abroad.* *8. To carry on the business as hotelier hoteliers, hotel proprietor, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, café and travel proprietors, lodging house proprietors, ice-cream merchants, sweet, meat merchants, milk manufacturers and merchants, manufacturers and sellers of tinned foods, fruits & vegetables, manufacturers of aerated mineral and artificial waters and other drinks, bakers, confectioners, professional merchants, licensed vicutallers, wine and spirit merchants, blenders and bottlers. To carry on the business of providing hospitality services through hotels, resorts, clubs, stores and shops, conference halls, swimming pools, tourist cars, coaches, guesthouses and similar related facilities and undertaking travel and related services for groups and individuals traveling to India and from India to abroad.* *9. To buy, sell, deal, barter, trade, import or export, whether as principals or agents brokers or otherwise, any goods, apparatus, machinery, equipment, tools, material and articles which in the*

Date of Shareholders' resolution/ effective date	Details of the amendments
	opinion of the company are capable of being conveniently dealt with in connection with or for the benefit of the company and also to finance and arrange to finance such activities *10. To carry on all or any of the business of buying selling, importing, exporting, and dealing in plywood, blackboard, laminate, paints, varnishes, electrical and electronic goods, machines, tools, hardware items, domestic appliances, cosmetics articles, toilet goods, soaps, detergents, plastic materials, food provisions, tea, coffee, beverages, dry cells, batteries, dyes, iron, and steel materials, cement fabrication items chemicals, adhesives, presentation articles, confectionery goods, cutlery goods, stationary goods, ferrous and non-ferrous materials, stainless steel goods, aluminum goods, mill stores, textile stores, pesticides, perfumes and essence, drugs, and pharmaceuticals goods, radios, televisions, hosiery, readymade garments and cloths, petroleum products, medicines, agricultural implements, laboratory equipment, scientific instruments, grocery materials, and kirana goods"*
	Memorandum of Association was amended to replace clause IV with the following new clause below; *"The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them"*
March 10, 2023	Memorandum of Association was amended to replace the word 'Andhra Pradesh' with 'Telangana' in clause 2 below: *"The registered office of the Company will be situated in the State of Telangana"*
	Memorandum of Association was amended to replace the word 'Companies Act, 1956' with 'Companies Act, 2013' in clause 3 (B)
	Memorandum of Association was amended to change the numbering of the clauses from I to VI to 1 to 6
	Memorandum of Association was amended to add the following new objects from 3 to 5 in the main object clause 3(A) after the existing objects 1 and 2: *"3. To carry on the business in India or elsewhere of owning, operating, running supermarkets, chainstores, departmental stores, undertakings, retailing, merchandising and buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, trading and dealing of all kinds of goods including fast moving consumable goods, merchandise either raw material, finished or semi-finished items of grocery, fruits and vegetables, apparels, furniture, fixture and furnishing, toys for infants and children, child care products, electric and electronic products such as mobile, laptops, IT equipment, home décor, household appliances such as cooking utensils of all kinds, Tupper wear, plastic items, stainless steel items of all qualities, grades and kinds and in allied products, stationery, books and journals and to carry on all type of retail activities including but not limited to apparels, life style goods, wallets, belts, jewelry including artificial jewelry, cosmetics, shoes, footwear, and related accessories etc by establishing, setting up, wholesale/retail outlets, franchisee showrooms, online website stores, virtual store(s) including chain stores, modern retail stores, electronic commerce platform, shop in shop, e-commerce, online/virtual marketplace in all its forms and to carry on the business of setting up of network infrastructure including storage, movement, delivery of goods and services for trade and commerce, arrangements with distribution agencies, factory and electronic channels for the business of the Company."* *4. To carry on the business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances, instruments, equipments and machines; to construct, establish, own, hire or otherwise acquire and to manage, let on rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, food courts and other building or works required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, concerts, circus or other performances and entertainment in India or elsewhere.* *5. To carry on the business of children and kids play area including classic play structures, swings, slides, climbers, see saws, tubes, spring riders etc both indoor and in outdoor area in a variety of sizes, styles and themes."*
March 18, 2024	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of the Company from 9,000,000 equity shares of face value of ₹10 each aggregating to ₹90,000,000 to 100,000,000 equity shares of face value of ₹10 each aggregating to ₹1,000,000,000.
January 21, 2025	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of the Company from 100,000,000 equity shares of face value of ₹10 each aggregating to ₹1,000,000,000 to 150,000,000 equity shares of face value of ₹10 each aggregating to ₹1,500,000,000.
March 1, 2025	Clause V of our Memorandum of Association was amended to reflect sub-division of face value of equity shares of the Company from ₹ 1,500,000,000 divided into 150,000,000 equity shares of face value of ₹ 10 each to ₹ 1,500,000,000 divided into 750,000,000 Equity Shares of face value of ₹ 2 each.

Major events and milestones of our Company

The table below sets forth the key events and milestones in the history of our Company:

Calendar Year	Milestone
2008	Incorporation of our Company on March 31, 2008.
	Acquired the business of R-9000 Textiles & Garments, a partnership firm, pursuant to transfer deed dated May 1, 2008.
2010	Opened the first shopping mall under the South India Shopping Mall brand at Kothapet, Telangana.
2012	Expanded the South India Shopping Mall brand by opening a new store in Vijayawada, Andhra Pradesh.
2019	Launched the Kanchipuram Narayani Silks brand with its first store at Ameerpet, Hyderabad.
2022	Launched the De-Royal Men's Ethnic Wear brand.
2023	Opened the first Value-Zone Hypermart store at Patancheru, Telangana
2024	Acquisitions: The Company acquired the business of the following entities, through a slump sale, as a going concern: A. Merit Retail India Private Limited B. Siddhi Vinayaka Fashions LLP C. Status Textiles and Garments a partnership firm
2025	Renamed our Company as RSB Retail India Limited.
	The store count under RS Brothers brand grew to 13* stores.
	The store count under South India Shopping Mall brand expanded to 34* stores.
	The store count under Kanchipuram Narayani Silks brand grew to 11* stores.
	The store count under De Royal Men's Ethnic Wear brand" brand expanded to 11* stores.
	The store count under Value Zone- Hypermart grew to 2 stores.

* *As of March 31, 2025*

For further details, please see "*Our Business*", *"Risk Factors"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 187, 35 and 329, respectively.

Awards and accreditations of our Company

Details of key awards received by our Company are set out below:

Calendar Year	Name of the award
2017	Retail Leader of the year presented in Business Leader Awards from TV 5 news
2017	Certified as Authorised Premium Reseller by Aditya Birla Fashion and Retail
2017	Runner up for South India in Best Retailer Category from Indian Terrain Fashions Limited
2017	Legend Award 2017 for achieving a legendary status in the area of textile and readymade for men in the state of Telangana from Kohinoor Fabrics Pro Lifestyle group
2017	Highest growing store- South by Raymond
2018	1st best Dealer Award for South India Shopping Mall from Gokul Coats India Private Limited
2018	Certificate of Merit from Raymond for an Excellent Sales Performance during 2015, 2016, 2017
2019	Star of the Industry Award from Indian Premier Fashions at India Expo Centre, Noida
2021	Best Family Shopping Mall- Clothing Award for South India Shopping Mall at Times Business Awards
2022	Certificate of Appreciation for meritorious performance in the territory of Telangana from Navsari Cotton Mills
2022	Best SIS of the year 2022 from Rare Rabbit
2023	Best Family Shopping Mall- Clothing and Jewellery Award for South India Shopping Mall at Times Business Awards.
2023	Best Business Partner in the category of Retail EMI Card by Bajaj Finserv
2023	Certificate of appreciation from Raymond for an Excellent Sales Performance during 2018, 2019, 2021 and 2022
2024	Most Popular Shopping Mall- Clothing and Jewellery Award for South India Shopping Mall at Times Business Awards.

Time and cost overruns

As on the date of this Draft Red Herring Prospectus, our Company has not experienced time and cost overruns pertaining to our business operations.

Defaults or re-scheduling/ restructuring of borrowings

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings.

Significant financial and strategic partners

Our Company does not have any significant financial or strategic partners as on the date of this Draft Red Herring Prospectus.

Capacity/facility creation, location of stores

For details regarding locations of our stores, see "*Our Business*" on page 187.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see *"Risk Factors"*, "*Our Business*" and " *– Major events and milestones our Company*" on pages 35, 187 and 213 respectively.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

1. ***Business transfer agreement dated April 1, 2024, entered into by and between the Company and Status Textiles and Garments***

   Our Company entered into a business transfer agreement dated April 1, 2024 with Status Textiles and Garments, a partnership firm ("**Status BTA**") which is also an entity forming part of the Promoter Group. Pursuant to the Status BTA, Status Textiles and Garments transferred its entire business of retail trading of garments by way of slump sale and as a going concern, all its assets and liabilities inclusive of the entire plant and machinery, trade rights, permits and licenses, without values being assigned to individual assets and liabilities for a purchase consideration of ₹ 63.49 million.

   Our Directors and Promoters, namely, Potti Venkateswarlu, Seerna Rajamouli and Tiruveedhula Prasada Rao are partners of Status Textiles and Garments.

   There is no valuation report for the acquisition.

   The effective date of transfer pursuant to the Status BTA is April 1, 2024.

2. ***Business transfer agreement dated April 1, 2024, entered into by and between the Company and Merit Retail Private Limited***

   Our Company entered into a business transfer agreement dated April 1, 2024 with Merit Retail Private Limited a company registered under the Companies Act ("**Merit BTA**"). Pursuant to the Merit BTA, Merit Retail Private Limited transferred its entire business of retail trading of garments by way of slump sale and as a going concern, all its assets and liabilities inclusive of the entire plant and machinery, trade rights, permits and licenses, without values being assigned to individual assets and liabilities for a purchase consideration of ₹ 38.08 million. There is no valuation report for the acquisition.

   Our Promoters, namely, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta are directors and promoters of Merit Retail Private Limited. As on the date of this Draft Red Herring Prospectus, Merit Retail Private Limited is also our Group Company. For further details, see *"Our Group Companies"* on page 247.

   The effective date of transfer pursuant to the Merit BTA is April 1, 2024

3. ***Business transfer agreement dated April 1, 2024, entered into by and between the Company and Siddhi Vinayaka Fashions LLP***

   Our Company entered into a business transfer agreement dated April 1, 2024 with Siddhi Vinayaka Fashions LLP, a partnership firm and an entity forming part of our Promoter Group ("**Siddhi Vinaya BTA**"). Pursuant to the Siddhi Vinaya BTA, Siddhi Vinaya Fashions LLP transferred its entire business of retail trading of garments by way of slump sale and as a going concern, all its assets and liabilities inclusive of the entire plant and machinery, trade rights, permits and licenses, without values being assigned to individual assets and liabilities for a purchase consideration of ₹ 83.00 million. There is no valuation report for the acquisition.

   Our Promoters, namely, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta are partners of Siddhi Vinayaka Fashions LLP.

   The effective date of transfer pursuant to the Siddhi Vinayaka BTA is April 1, 2024.

Our Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Joint Ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Our Associate Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate company.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

Shareholders' agreements and other agreements

As on the date of this Draft Red Herring Prospectus, other than as disclosed below, there are no arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, or any other agreements between our Company, our Promoters and Shareholders, or agreements of like nature or agreements comprising any clauses/covenants which are material to our Company and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer. Further, there are no other clauses/covenants that are adverse or prejudicial to the interest of the minority/public Shareholders of our Company.

Inter-se agreement dated July 1, 2025 entered into by and amongst Potti Venkateswarlu, Seerna Rajamouli and Potti Malathi Lakshmi Kumari and Tiruveedhula Prasada Rao who are acting together with their respective Family Groups *("Inter-se Agreement")* *(Potti Venkata Sai Abhinay, Potti Venkata Sujatha, Maturu Venkata Lakshmi Sindhu, Potti Venkata Lakshmi Spandana, ("PVR Family Group" acting together with Potti Venkateswarlu being head of the PVR Family Group) Seerna Rajamouli, Seerna Suresh, Seerna Suvarna, Gourishetty Lalitha, ("SRM Family Group" acting together with Seerna Rajamouli being head of the SRM Family Group) Tiruveedhula Prasada Rao, Tiruveedhula Rakesh, Tiruveedhula Keshav Gupta, ("TPR Family Group" acting together with Tiruveedhula Prasada Rao being head of the TPR Family Group) Potti Malathi Lakshmi Kumari, Potti Rachana Sree, Potti Venkata Lakshmi Greeshma ("PSK Family Group" acting together with Potti Malathi Lakshmi Kumari being head of the PSK Family Group) (PVR Family Group, SRM Family Group, TPR Family Group and PSK Family Group shall individually be referred to as "Family Group" and collectively be referred to as "Family Groups")*

The Family Groups have executed the Inter-se Agreement to record certain inter se rights and obligations of PVR Family Group, SRM Family Group, TPR Family Group and PSK Family Group (including post-Offer) *inter alia* with regard to the management of the Company and other related matters. Under the terms of the Inter-se Agreement, the Family Groups have agreed inter alia with respect to:

1. *Voting arrangement:* As long as the Family Group holds 10% (ten per cent) shareholding in our Company on a fully diluted basis, they shall vote in favour of the nomination, appointment and reappointment, of at least one Director nominated by each of the PVR Family Group, SRM Family Group and TPR Family Group. Provided that such right to vote in favour of nomination of a family director shall lapse and fall way upon the consummation of an IPO of our Company and commencement of listing and trading of the shares, in compliance with applicable Law. However, as soon as reasonably possible thereafter, the parties shall undertake all necessary actions to vote in favour of reinstatement of the same, to the extent the same is not in violation of applicable Law. The parties shall vote in favour of the PSK Family Group to have the right to participate in the board meetings as permanent invitees, but not to have the right to nominate a director to the Board, subject to applicable law. The parties agreed to take all necessary actions, including the exercise of their right to vote, to ensure that Potti Venkateswarlu is the Chairman of the Company and Seema Rajamouli is the Managing Director of the Company as of the July 1, 2025 ("**Execution Date**"), and shall both continue to hold such positions unless otherwise resolved by the Group Heads, or as provided under Inter-se Agreement. Further, the parties agreed to take all necessary actions, including voting in favour, to ensure that the chairman of our Company shall be elected from among the family directors and shall preside over all board and shareholder meetings.

2. *Transfer Provisions:* The Family Groups have also agreed upon certain restrictions on the transfer of Equity Shares pursuant to which each member of the Family Groups will be entitled to sell its Equity Shares to a third party only after offering its Equity Shares to members of its own Family Group. In the absence of acceptance from such Family Group members within 30 days of the offer, the Equity Shares shall be offered to other Family Groups. In the event that more than one of the other Family Groups is willing to acquire the relevant shares, they shall have the right to acquire such shares in proportion to their existing shareholding within a period of 30 (thirty) days from the date of such offer. If none of the members of the Family Groups express interest to buy the shares from the Selling Shareholder within the specified period, the Selling Shareholder shall have the right to sell such shares to a third party, provided that the period starting from the Execution Date and ending on the earlier of: (a) 4 years thereafter; or (b) 6 months from the date on which the condition of minimum public shareholding of the Company under applicable law is met ("**Lock-in Period**") has expired.

3. *Non-competition:* The parties have agreed that they shall not, on and from the Execution Date and so long as they hold any Equity Shares in our Company and for a period of 3(three) years starting from the date upon which such party no longer holds any shares in our Company, directly or indirectly, shall not a) participate (whether as a partner, shareholder, principal, agent, director or consultant) in any business that may potentially compete, or is competing, with our Company's business where such competing business offers one or more products and / or services identified in the schedule III of Inter-se Agreement, b) provide any know-how or technical assistance to any competing business and c) initiate, solicit, knowingly encourage, assist, influence or attempt to influence any client, customer or other person, to direct its purchase of the products or services of our Company to any competing business.

4. *Non-solicitation*: The parties have agreed that no party on and from the Execution Date and for a period of 3 (three) years starting from the date upon which such party no longer holds any shares in the Company (a) directly or indirectly, solicit, engage, contract or employ for any purpose (whether as an employee, consultant, advisor, independent contractor, partner or otherwise) any Key Managerial Personnel of the Company (collectively, the "**Restricted Employees**") and (b) personally, or through any other person, approach, recruit or otherwise solicit the Restricted Employees to work for any employer other than the Company.

The Inter-se Agreement shall terminate with respect to any party upon such party ceasing to hold any shares as a result of a transfer of shares permitted under the Inter-se Agreement or with respect to every party upon all Family Group heads agreeing to terminate the Inter-se Agreement or in the event of amendment, restatement or substitution of the Inter-se Agreement.

Other material agreements

Our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business.

Details of guarantees as on June 30, 2025 given to third parties by our Promoters who are participating in the Offer for Sale

SI. No	Guarantee given in favour of	Promoter Selling Shareholders who have given guarantee	Guarantee Amount/ consideration (₹ in million)	Reason for the guarantee	Period of guarantee	Obligations (If any)	Financial implication in case of default	Security available
1.	HDFC Bank Limited	Potti Venkateswarlu, Tiruveedhula Prasada Rao, Seerna Rajamouli	583.12	For working Capital and term loan facility	Till all the loan obligations have been repaid in full	The obligation of our Company for the working capital facility of ₹ 150.00 million issued pursuant to sanction letter dated June 19, 2021 as renewed from time to time and last renewed pursuant to sanction letter dated December 19, 2024 and term loan facility of ₹ 433.12 million issued pursuant to sanction letter dated December 19, 2024.	Personally liable to the extent of guarantee amount	Current Assets: Stocks and book debts- First Pari Passu charge on current assets of our Company both present and future. Commercial Property: Exclusive charge on commercial property in the name of Potti Venkateswarlu, Seerna Rajamouli, Potti Malathi Lakshmi Kumari, and Tiruveedhula Prasada Rao with address: Unit No. 2,3,4,6, ground floor, unit No. 1 & 2, 1st floor, part of unit no1 & part of unit No 2, 2nd Floor, Imperial Towers, GHMC no. 7-1-617/A,615 and 616, Sy No 238 Part and 242 Part, Ameerpet, Hyderabad, Telangana 500 082, India and valued at 625.05 million Personal guarantors: Potti Venkateswarlu, Tiruveedhula Prasada Rao, Seerna Rajamouli, Potti Malathi Lakshmi Kumari.
2.	State Bank of India	Potti Venkateswarlu, Tiruveedhula Prasada Rao, Seerna Rajamouli, Tiruveedhula Keshav Gupta and Tiruveedhula Rakesh	874.40	For the working capital facility and GECL 2.0	Till all the loan obligations have been repaid in full	The obligation of our Company for the working capital facility of ₹ 750.00 million and for the GECL facility of ₹ 124.40 million issued pursuant to sanction letter dated April 8, 2022, as renewed from time to time and last renewed pursuant to sanction letter dated January 17, 2025.	Personally liable to the extent of guarantee amount	Primary Security: Pari passu first charge by way of hypothecation of entire current assets of the company, both present and future. GECL 2.0 – Primary Security Extension of Charge (2nd Charge) on the entire current assets of the Company, both present and future.
3.	Canara Bank Limited	Potti Venkateswarlu, Tiruveedhula Prasada Rao, and Seerna Rajamouli, Potti Venkata Sai Abhinay, Tiruveedhula Keshav Gupta, Tiruveedhula Rakesh and Seerna Suresh	800.00	For the term loan and working capital facility	Till all the loan obligations have been repaid in full	The obligation of our Company for the working capital facility of ₹ 350.00 million issued pursuant to sanction letter dated November 10, 2023 as renewed from time to time and last renewed pursuant to sanction letter dated January 17, 2025 and term loan facility of ₹ 450.00 million issued pursuant to sanction letter dated November 10, 2023.	Personally liable to the extent of guarantee amount.	Primary First *pari passu* charge on stocks of all kinds in all showrooms of the Company. Exclusive charge by way of hypothecation of showcases, furniture and fixtures and other fixed assets of showrooms financed by the lender.
4.	ICICI Bank Limited	Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkateswarlu	500.00	For the term loan	Till all the loan obligations have been repaid in full	The obligation of our Company for the term loan of ₹ 500 million issued pursuant to sanction letter dated November 17, 2023.	Personally liable to the extent of guarantee amount.	First *pari passu* charge on movable fixed assets.
5.	ICICI Bank Limited	Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkateswarlu	650.00	For the term loan and working capital facility	Till all the loan obligations have been repaid in full	The obligation of our Company for the working capital facility of ₹ 250.00 million issued pursuant to sanction letter dated November 17, 2023 as renewed from time to time and last renewed pursuant to sanction letter dated February 6, 2025 and term loan facility of ₹ 400.00 million issued pursuant to sanction letter dated February 6, 2025.	Personally liable to the extent of guarantee amount.	First *pari passu* charge on current assets and movable fixed assets.

SI. No	Guarantee given in favour of	Promoter Selling Shareholders who have given guarantee	Guarantee Amount/ consideration (₹ in million)	Reason for the guarantee	Period of guarantee	Obligations (If any)	Financial implication in case of default	Security available
6.	Kotak Mahindra Prime Bank Limited	Potti Venkateswarlu	31.90	For vehicle loan	Till all the loan obligations have been repaid in full	The obligation of our Company for the vehicle loan of ₹ 31.90 million issued pursuant to car finance agreement dated February 16, 2023.	Personally liable to the extent of guarantee amount.	Hypothecation on vehicle.
7.	HDFC Bank Limited	Tiruveedhula Keshav Gupta	5.50	For goods vehicle loan	Till all the loan obligations have been repaid in full	The obligation of our Company for the vehicle loan of ₹ 5.50 million issued pursuant to loan-cum-hypothecation agreement dated August 12, 2022.	Personally liable to the extent of guarantee amount.	Hypothecation on vehicle.
8.	HDFC Bank Limited	Tiruveedhula Keshav Gupta	7.00	For goods vehicle loan	Till all the loan obligations have been repaid in full	The obligation of our Company for the vehicle loan of ₹ 7.00 million issued pursuant to loan-cum-hypothecation agreement dated August 3, 2024.	Personally liable to the extent of guarantee amount.	Hypothecation on vehicle.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employee

None of our Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employees have entered into any agreement with any Shareholder or any third party with regard to compensation or profit-sharing in connection with dealings in the securities of our Company.

Other Confirmations

Except as disclosed in "*– Shareholders' agreements and other agreements*" above on page 216, there are no agreements entered into by the Shareholders, Promoters, members of the Promoter Group, related parties of our Company Directors, Key Managerial Personnel, or employees of the Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, as required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Group Company and its directors.

Except as disclosed under *"Our Promoters and Promoter Group – Interests of Promoters and common pursuits"* on page 241, there is no conflict of interest between the lessor of immovable properties (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel Directors and Group Company and its directors.

OUR MANAGEMENT

In terms of our Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting. As on the date of this Draft Red Herring Prospectus, our Board comprises seven Directors including three Executive Directors and four Non-executive Independent Directors (including one woman Non-executive Independent Director). The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

Our Board

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

S. No.	Name, designation, address, occupation, term, period of directorship, DIN, date of birth	Age (years)	Other directorships
1.	**Potti Venkateswarlu** **Designation:** Chairperson and Whole-Time Director **Address:** Plot No 832, Road No 41, Jubilee Hills, Hyderabad- 500 033, Telangana **Occupation:** Business **Term:** Period of five years with effect from March 19, 2025 and liable to retire by rotation. **Period of directorship:** Since inception **DIN:** 01430443 **Date of birth:** April 8, 1958	67	• Gopanpally Township Private Limited • Hilland Petra Rocks Private Limited • Honer Constructions Private Limited • Honer Developers Private Limited • Honer Green Homes Private Limited • Honer Hotels and Resorts Private Limited • Honer Malls and Multiplexes Private Limited • Honer Townships Private Limited • P Venkateswarlu Private Limited • R.S. Avenues Private Limited • R.S.Brothers Jewellers Private Limited • Siva City Center Private Limited • Squarespace Infra City Private Limited • Vasavi Nirmaan Private Limited
2.	**Seerna Rajamouli** **Designation:** Managing Director **Address:** 8-2-293/82/a/307, P.No. 307, Road No. 25, Jubilee Hills, Shaikpet, Hyderabad-500 033, Telangana **Occupation:** Business **Term:** Period of five years with effect from March 19, 2025 and liable to retire by rotation. **Period of directorship:** Since inception **DIN:** 01980976 **Date of birth:** June 15, 1960	65	• Honer Constructions Private Limited • Honer Developers Private Limited • Honer Green Homes Private Limited • Honer Hotels and Resorts Private Limited • Honer Malls and Multiplexes Private Limited • Honer Townships Private Limited • R.S.Brothers Jewellers Private Limited • S Rajamouli Private Limited • Squarespace Infra City Private Limited • Vasavi Nirmaan Private Limited
3.	**Tiruveedhula Prasada Rao** **Designation:** Whole-Time Director **Address:** H.No- 8-2-293/82/A/281, Plot No 281, Padmavathi nilayam, Road no 10 C, Near diamond house, Jubilee Hills, Shaikpet, Hyderabad- 500 033, Telangana **Occupation:** Business **Term:** Period of five years with effect from March 19, 2025 and liable to retire by rotation. **Period of directorship:** Since inception **DIN:** 01430663 **Date of birth:** September 30, 1959	65	• R.S.Brothers Jewellers Private Limited • T Prasad Rao Private Limited
4.	**Poonam Malakondaiah** **Designation:** Non-executive Independent Director **Address:** H No- 156, Road No. 72, Near Andhra Jyoti Office, Prashasan Nagar, Shaikpet, PO: Jubilee Hills, Hyderabad-500 033, Telangana	61	• Ananda Dairy Limited • Ananda Foods Limited • Ananda Protein Limited

S. No.	Name, designation, address, occupation, term, period of directorship, DIN, date of birth	Age (years)	Other directorships
	Occupation: Professional **Term:** Five years with effect from January 18, 2025 **Period of directorship:** Since January 18, 2025 **DIN:** 07488397 **Date of birth:** July 1, 1964		
5.	**Jagadeeshwar Munigela** **Designation:** Non-executive Independent Director **Address:** Plot no 11 and 12, Amar Society, Opposite SBI Kavuri Hills, Branch, Guttala Begumpet, Madhapur, Shaikpet, Jubilee Hills, Hyderabad-500 033, Telangana **Occupation:** Professional **Term:** Five years with effect from January 18, 2025 **Period of directorship:** Since January 18, 2025 **DIN:** 03407188 **Date of birth:** March 14, 1960	65	Nil
6.	**Salil Nair** **Designation:** Non-executive Independent Director **Address:** Apt No.1501, 15th floor, Quiescent Heights, Chincholi, Off link road, Mindspace, Mumbai- 400 064, Maharashtra **Occupation:** Professional **Term:** Five years with effect from March 19, 2025 **Period of directorship:** Since March 19, 2025 **DIN:** 01955091 **Date of birth:** June 1, 1965	60	• Ekaashri Silver Creations Private Limited • Kalyan Jewellers India Limited
7.	**Thouta Srinivas** **Designation:** Non-executive Independent Director **Address:** Plot no-326, Vasavi Colony, Road no-11/4, Near Water Tank, Ashtalakshmi Temple, Ramakrishnapuram, Kothapet, Saroornagar, K.V. Rangareddy- 500 035, Telangana **Occupation:** Professional **Term:** Five years with effect from March 19, 2025 **Period of directorship:** Since March 19, 2025 **DIN:** 06666974 **Date of birth:** June 10, 1955	70	Nil

Brief Biographies of Directors

Potti Venkateswarlu is the Chairperson and Whole-Time Director of our Company and is associated with our Company since incorporation. He completed his matriculation from Taluk Junior College, Tenali. He has over 30 years of experience in the retail sector. He is responsible for setting our Company's long-term vision, providing overall strategic direction, ensuring adherence to sound corporate governance practices, driving the overall affairs of the management, leading the Board and engaging with key stakeholders.

Seerna Rajamouli is the Managing Director of our Company and is associated with our Company since incorporation. He holds a class 7th common examination certificate from government high school Goshamahal, Hyderabad. He has over 30 years of experience in the retail sector. He is responsible for driving our Company's long-term strategy, overseeing supply chain operations, cost efficiency, supplier relations and inventory control, as well as maintaining quality and ethical standards across our Company's operations.

Tiruveedhula Prasada Rao is the Whole-Time Director of our Company and is associated with our Company since incorporation. He holds a bachelor's degree of arts in History, Politics and Economy from the Andhra University. He has over 30 years of experience in the retail sector. He is responsible for ensuring effective management oversight and operational continuity in alignment with our Company's corporate goals and regulatory requirements.

Poonam Malakondaiah is the Non-executive Independent Director of our Company and is associated with our Company since January 18, 2025. She is a Retired IAS Officer and holds a bachelor's degree of Science in Botany from University of Madras, master's of Science in Microbiology from Indian Agricultural Research Institute, New Delhi. She also holds a doctor of philosophy from Sri Venkateswara University, Tirupati. She has over 35 years of experience in public administration. Prior to joining our Company, she served as the Special Chief Secretary to Government of Andhra Pradesh, Agriculture and Co-operation department and Special Chief Secretary to Government of Andhra Pradesh, Animal Husbandry, Dairy Development and Fisheries Department. She also served as the Special Chief Secretary to the Chief Minister of Andhra Pradesh, a role she assumed in November 2022.

Jagadeeshwar Munigela is the Non-executive Independent Director of our Company and is associated with our Company since January 18, 2025. He is a retired IAS Officer and holds a master's degree in Commerce from Kakatiya University, Warangal, and a recipient of three gold medals. He holds bachelor's degree in Law from Osmania University. With over 25 years of experience in public administration, he last served as a Principal Secretary (Revenue & Disaster Management), government of Telangana and earlier held key positions such as Principal Secretary (Department for Women, Children, Disabled and Senior Citizens), government of Telangana and Managing Director in government undertaking Andhra Pradesh Beverages Corporation Limited. He was also earlier a director on the Board of Hyderabad Metro Rail Limited.

Salil Nair is the Non-executive Independent Director of our Company and is associated with our Company since March 19, 2025. He holds a master's degree of science in physics from Meerut University. He has several years of experience in the retail industry. He was earlier the Chief Executive Officer of Shoppers Stop Limited. He served on the boards of Nuance Group (India) Private Limited and Gateway-Multichannel Retail (India) Limited. Currently, he is also the Non-executive Director on the board of Kalyan Jewellers India Limited.

Thouta Srinivas is the Non-executive Independent Director of our Company and is associated with our Company since March 19, 2025. He holds a bachelor's degree in Electrical Engineering from Osmania University. He has over 44 years of experience in power distribution sector. Prior to joining our Company, he served as Director and Chief Financial Officer of Southern Power Distribution Company of Telangana Limited, Hyderabad. Over the course of his career, he held various key positions including Chief General Manager, Superintendent Engineer, Divisional Engineer and Assistant Divisional Engineer at Central Power Distribution Company of Andhra Pradesh Limited.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as stated below, none of our Directors, Key Managerial Personnel and Senior Management are related to each other:

Name of the Director or Senior Management	Name of the related Director, Key Managerial Personnel or Senior Management	Relationship
Potti Venkateswarlu	Potti Venkata Sai Abhinay	Son
Seerna Rajamouli	Seerna Suresh	Son
Tiruveedhula Prasada Rao	Tiruveedhula Rakesh	Son
	Tiruveedhula Keshav Gupta	Son

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during their directorship in such companies.

None of our Directors have been declared as Willful Defaulters nor as Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Willful Defaulters or a Fraudulent Borrower issued by the RBI.

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.

Arrangements or understandings with major shareholders, customers, suppliers or others

There are no arrangements or understandings with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on our Board or as a member of the senior management.

Terms of appointment of our Executive Directors

Potti Venkateswarlu

The details of remuneration and perquisites payable to Potti Venkateswarlu, as approved by our Board held on March 19, 2025 and the Shareholders, in their meeting held on March 21, 2025 are as follows:

Particulars	Remuneration
Salary	Up to ₹ 24.00 million per annum
Perquisites	As mutually agreed between our Company and Potti Venkateswarlu, which shall not exceed the amount equivalent to salary per annum including the following: a. Company maintained car with chauffeur b. Club membership fees c. Company shall pay the insurance premium under keyman insurance policy.
Reimbursement	Our Company shall continue to reimburse all the expenses incurred on an actual basis for performing duties and responsibilities as Chairperson and Whole-time Director for and on behalf of our Company, excluding the following: a. Personal expenses not related to official duties b. Travel expenses not connected with Company affairs c. Political or charitable contributions made in a personal capacity d. Expense towards entertainment, leisure, or personal vacations e. Expenses incurred for family members or dependents f. Any other expenditure of a similar nature as specified above.

Potti Venkateswarlu voluntarily waived his remuneration for Financial Year 2025, which was taken on record by our Board through a resolution dated January 18, 2025.

Seerna Rajamouli

The details of remuneration and perquisites payable to Seerna Rajamouli, as approved by our Board held on March 19, 2025 and the Shareholders, in their meeting held on March 21, 2025, are as follows:

Particulars	Remuneration
Salary	Up to ₹ 24.00 million per annum
Perquisites	As mutually agreed between our Company and Seerna Rajamouli which shall not exceed the amount equivalent to salary per annum including the following: a. Company maintained car with chauffeur b. Club membership fees c. Company shall pay the insurance premium under keyman insurance policy.
Reimbursement	Our Company shall continue to reimburse all the expenses incurred on an actual basis for performing duties and responsibilities as Managing Director for and on behalf of our Company, excluding the following: a. Personal expenses not related to official duties b. Travel expenses not connected with Company affairs c. Political or charitable contributions made in a personal capacity d. Expense towards entertainment, leisure, or personal vacations e. Expenses incurred for family members or dependents f. Any other expenditure of a similar nature as specified above.

Seerna Rajamouli voluntarily waived his remuneration for Financial Year 2025, which was taken on record by our Board through a resolution dated January 18, 2025.

Tiruveedhula Prasada Rao

The details of remuneration and perquisites payable to Tiruveedhula Prasada Rao, as approved by our Board held on March 19, 2025 and the Shareholders, in their meeting held on March 21, 2025, are as follows:

Particulars	Remuneration
Salary	Up to ₹ 24.00 million per annum
Perquisites	As mutually agreed between our Company and Tiruveedhula Prasada Rao which shall not exceed the amount equivalent to salary per annum including the following: a. Company maintained car with chauffeur b. Club membership fees c. Company shall pay the insurance premium under keyman insurance policy.
Reimbursement	Our Company shall continue to reimburse all the expenses incurred on an actual basis for performing duties and responsibilities as Whole-time Director for and on behalf of our Company, excluding the following: a. Personal expenses not related to official duties b. Travel expenses not connected with Company affairs c. Political or charitable contributions made in a personal capacity d. Expense towards entertainment, leisure, or personal vacations e. Expenses incurred for family members or dependents f. Any other expenditure of a similar nature as specified above.

Tiruveedhula Prasada Rao voluntarily waived his remuneration for Financial Year 2025, which was taken on record by our Board through a resolution dated January 18, 2025.

Remuneration/Sitting fees to our Non-executive Independent Directors

Pursuant to the resolution passed by our Board on January 18, 2025 each Non-executive Independent Director is entitled to receive sitting fees not exceeding ₹ 50,000 for attending each meeting of our Board and sitting fees of ₹ 30,000 for attending each meeting of the committees of our Board, within the limits prescribed under the Companies Act, and the rules made thereunder.

The details of sitting fee paid to our Non-executive Independent Directors by our Company during Financial Year 2025 are as follows:

Sr. No.	Name of Director	Sitting fees paid (₹ in million)
1.	Jagadeeshwar Munigela	0.16
2.	Poonam Malakondaiah	0.13
3.	Salil Nair	0.11
4.	Thouta Srinivas	0.11

Contingent or deferred compensation paid to Directors by our Company

There is no contingent or deferred compensation accrued for Financial Year 2025 and which is payable to any of our Directors by our Company.

Bonus or profit-sharing plan of our Directors

None of our Directors are entitled to any bonus or profit-sharing plans of our Company.

Service Contracts with Directors

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, none of our Directors have entered into service contracts with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Shareholding of our Directors in our Company

For details on shareholding of the Directors in our Company, see "*Capital Structure – Notes to the Capital Structure – 6. Details of Equity Shares held by Directors, Key Managerial Personnel and Senior Management*" on page 90. As per our Articles of Association, our Directors are not required to hold any qualification shares.

Interest of Directors

All our Directors, may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a Committee thereof as well as to the extent of other remuneration, perquisites and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment resolutions or appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives.

Except as disclosed in "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years"* on page 215, none of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

Except for Potti Venkateswarlu, Seerna Rajamouli and Tiruveedhula Prasada Rao, who are also our Promoters, none of our Directors have any interest in the promotion or formation of our Company.

Except as stated in "*Restated Financial Information*" on page 252, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

Except as disclosed under "*History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 215, none of our Directors have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

None of our Directors have availed loans from our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce such Director to become or to help such Director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

For details on interests of our Promoters who are Directors, please see "*Our Promoters and Promoter Group*" on page 239.

Except as disclosed under *"Our Promoters and Promoter Group – Interests of Promoters and common pursuits"* on page 241, there is no conflict of interest between the lessor of the immovable property (crucial for operations of our company) and our Directors.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third party service providers (crucial for operations of our company) and our Directors.

Changes in the Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of change	Reasons
Poonam Malakondaiah	January 18, 2025	Appointed as Non-executive Independent Director
Jagadeeshwar Munigela	January 18, 2025	Appointed as Non-executive Independent Director
Salil Nair	March 19, 2025	Appointed as Non-executive Independent Director
Thouta Srinivas	March 19, 2025	Appointed as Non-executive Independent Director
Potti Venkata Sai Abhinay	March 19, 2025	Resignation as Executive Director
Seerna Suresh	March 19, 2025	Resignation as Executive Director
Tiruveedhula Rakesh	March 19, 2025	Resignation as Executive Director
Tiruveedhula Keshav Gupta	March 19, 2025	Resignation as Executive Director
Potti Venkateswarlu	March 19, 2025	Redesignation as Chairperson and Whole-Time Director
Seerna Rajamouli	March 19, 2025	Redesignation as Managing Director
Tiruveedhula Prasada Rao	March 19, 2025	Redesignation as Whole-Time Director

Note: This does not include changes pursuant to re-appointment or regularization.

Borrowing Powers of our Board of Directors

Pursuant to a resolution passed by our Board in its meeting dated January 18, 2025 and our Shareholders at their meeting dated January 21, 2025, our Board is authorized to borrow a sum or sums of money from banks/ financial institutions/ bodies corporate or any other persons, from time to time for the business purposes of our Company, which together with the monies already borrowed by our Company, apart from temporary loans obtained or to be obtained by our Company in the ordinary course of business, in excess of our Company's aggregate paid-up capital, free reserves and securities premium, provided that the total amount which may be so borrowed and outstanding shall not exceed a sum of ₹10,000 million.

Corporate Governance

The provisions of the Companies Act along with the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act, in respect of corporate

governance including constitution of our Board and committees thereof and formulation and adoption of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

As on the date of this Draft Red Herring Prospectus, our Board comprises seven Directors including three Executive Directors, four Non-executive Independent Directors (including one-woman Non-executive Independent Director). In compliance with section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of the Board

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas. In addition to the Committees described below, our Board of Directors may, from time to time, constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below:

Audit Committee

The Audit Committee was constituted by way of a Board resolution dated March 19, 2025. The Audit Committee is in compliance with section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The members of the Audit Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Thouta Srinivas	Chairperson
2.	Salil Nair	Member
3.	Jagadeeshwar Munigela	Member
4.	Potti Venkateswarlu	Member

Power and terms of reference

The Audit Committee shall have powers, which should include the following:

a) to investigate any activity within its terms of reference;

b) to seek information from any employee of our Company;

c) to obtain outside legal or other professional advice;

d) to secure attendance of outsiders with relevant expertise if it considers necessary; and

e) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations and other applicable laws.

The role of the Audit Committee shall include the following:

a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of our Company and the fixation of audit fee;

c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    i. 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;

    ii. changes, if any, in accounting policies and practices and reasons for the same;

    iii. major accounting entries involving estimates based on the exercise of judgment by management;

    iv. significant adjustments made in the financial statements arising out of audit findings;

    v. compliance with listing and other legal requirements relating to financial statements;

vi. disclosure of any related party transactions;

vii. modified opinion(s) in the draft audit report;

e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f) 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 issue or rights issue, or preferential issue or qualified institutions placement and making appropriate recommendations to the board to take up steps in this matter;

g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

h) formulating a policy on related party transactions, which shall include materiality of related party transactions;

i) reviewing, at least on a quarterly basis, the details of related party transaction entered into by our Company pursuant to each of the omnibus approvals given; approval or 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 such conditions as may be prescribed. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

j) scrutiny of inter-corporate loans and investments;

k) valuation of undertakings or assets of our Company, wherever it is necessary;

l) evaluation of internal financial controls and risk management systems;

m) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

n) 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;

o) ensuring that an information system audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by our Company;

p) discussion with internal auditors of any significant findings and follow up thereon;

q) 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;

r) 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;

s) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

t) to review the functioning of the whistle blower mechanism;

u) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

v) carrying out any other function as is mentioned in the terms of reference of the audit committee;

w) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

x) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on our Company and its shareholders;

y) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties; and

z) to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of our Company.

The Audit Committee shall mandatorily review the following Information:

aa) to review the management discussion and analysis of financial condition and results of operations;

bb) to review the management letters / letters of internal control weaknesses issued by the statutory auditors;

cc) to review the internal audit reports relating to internal control weaknesses; and

dd) to review the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

ee) to review the statement of deviations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.

(ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

ff) review the Quarterly statement of variation for public issue, rights issue and preferential issue indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilisation of funds and the actual utilisation of funds, before the submission to stock exchange(s);

gg) To review the financial statements, in particular, the investments made by any unlisted subsidiary; and

hh) To review such information as may be prescribed under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Jagadeeshwar Munigela	Chairperson
2.	Thouta Srinivas	Member
3.	Salil Nair	Member
4.	Poonam Malakondaiah	Member

The Nomination and Remuneration Committee was constituted by way of resolution passed by our Board on March 19, 2025. The scope and functions of the Nomination and Remuneration Committee is in accordance with the section 178 of the Companies Act and Regulation 19 and Part D of Schedule II of the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of our Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**"). The Nomination and Remuneration Committee, while formulating the Remuneration 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.

b) formulation of criteria for evaluation of performance of independent directors and the Board;

c) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare 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 Committee may:

(i) use the services of external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates.

d) devising a policy on Board diversity;

e) 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);

f) 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;

g) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

h) recommend to the Board, all remuneration, in whatever form, payable to senior management;

i) 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. Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

x. The grant, vest and exercise of option in case of employees who are on long leave;

xi. Allow exercise of unvested options on such terms and conditions as it may deem fit;

xii. The procedure for cashless exercise of options;

xiii. Forfeiture/ cancellation of options granted;

xiv. 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 price of stock option shall be adjusted in a manner such the 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 options shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

j) 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 ("ESOP Scheme") 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.

k) 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, as amended, if applicable.

l) carrying out any other activities as may be delegated by the Board of Directors and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Thouta Srinivas	Chairperson
2.	Poonam Malakondaiah	Member
3.	Tiruveedhula Prasada Rao	Member

The Stakeholders Relationship Committee was last constituted by way of resolution passed by our Board on March 19, 2025. The scope and functions of the Stakeholders Relationship Committee is in accordance with section 178 of the Companies Act and Regulation 20 and Part D of Schedule II of the SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee include the following:

a) Resolving the grievances of the security holders of our Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

b) Review of measures taken for effective exercise of voting rights by shareholders.

c) Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar & Share Transfer;

d) 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 of our Company;

e) Reviewing the adherence to the service standards by our Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services; and

f) Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Salil Nair	Chairperson
2.	Potti Venkateswarlu	Member
3.	Seerna Rajamouli	Member
4.	Jagadeeshwar Munigela	Member

The Risk Management Committee was constituted by way of resolution passed by our Board on March 19, 2025. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee include the following:

1. To formulate a detailed risk management policy which shall include:

   (a) A framework for identification of internal and external risks specifically faced by our 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 Committee.

   (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

   (c) 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 our 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. To approve major decisions affecting the risk profile or exposure and give appropriate directions;

8. To 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;

9. To evaluate the overall risks faced by our Company including liquidity risk and shall report to the board of our Company; and

10. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

S. No.	Name of Director	Committee Designation
1.	Poonam Malakondaiah	Chairperson
2.	Seerna Rajamouli	Member
3.	Tiruveedhula Prasada Rao	Member

The Corporate Social Responsibility Committee was constituted pursuant to a resolution passed by our Board in its meeting held on December 15, 2014 and last re-constituted on March 19, 2025. The scope and functions of the Corporate Social Responsibility Committee are in accordance with section 135 of the Companies Act and its terms of reference of the Corporate Social Responsibility Committee include the following:

a) To formulate and recommend to the Board, a "Corporate Social Responsibility Policy" stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board. The annual action plan shall include following:

   i. 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;

   ii. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

   iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;

   iv. monitoring and reporting mechanism for the projects or programmes; and

   v. details of need and impact assessment, if any, for the projects undertaken by our Company.

b) recommend the amount of expenditure to be incurred, which should be at least 2% of the average net profit of our Company in the three immediately preceding financial years or where our Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

c) to identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

d) to review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by our Company;

e) to delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

f) To 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;

g) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of our Company and 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;

h) To take note of the progress made by implementing agency (if any) appointed for the corporate social responsibility of our Company; and

i) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

Management Organisation Structure

Board of Directors

Potti Venkateswarlu
Chairperson and Whole-Time Director

Seerna Rajamouli
Managing Director

Tiruveedhula Prasada Rao
Whole-Time Director

Salil Nair
Non-Executive Independent Director

Jagadeeshwar Munigela
Non-Executive Independent Director

Poonam Malakondaiah
Non-Executive Independent Director

Thouta Srinivas
Non-Executive Independent Director

Key Managerial Personnel and Senior Management

Potti Venkata Sai Abhinay
Chief Commercial and Operating Officer

Seerna Suresh
Chief Sales and Marketing Officer

Tiruveedhula Rakesh
Chief Projects and Information Officer

Tiruveedhula Keshav Gupta
Chief Human Resource Officer

R Gowrisankar
Chief Financial Officer

T S Maharani
Company Secretary and Compliance Officer

Key Managerial Personnel

In addition to Potti Venkateswarlu, Chairperson and Whole-Time Director, Seerna Rajamouli Managing Director and Tiruveedhula Prasada Rao, Whole-Time Director of our Company whose details are set out under " – *Brief biographies of Directors*" on page 222, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are set forth below:

Potti Venkata Sai Abhinay is the Chief Commercial and Operating Officer of our Company since March 19, 2025. He joined our Company as a Manager on July 1, 2016. He completed Integrated Professional Competence Examination conducted by the Institute of Chartered Accountants of India. He has over 8.5 years of experience in commercial operations, business strategy, procurement, supply chain management, and process optimisation. In our Company, he is responsible for executing the commercial and operational strategy. He was paid ₹ 24.00 million, in Financial Year 2025

Seerna Suresh is the Chief Sales and Marketing Officer of our Company since March 19, 2025. He joined our Company as a Manager on January 1, 2012. He holds a Postgraduate Diploma in International Business Studies from Coventry University. He has over 13 years of experience in sales, marketing, distribution for the clothing division, and store operations. In our Company, he is responsible for overseeing sales strategy, marketing initiatives, brand development, and customer engagement. He was paid ₹ 24.00 million, in Financial Year 2025.

Tiruveedhula Rakesh is the Chief Projects and Information Officer of our Company since March 19, 2025. He joined our Company as Executive Director on July 2, 2018. He holds a Master of Business Administration degree in Marketing from the University of Aberdeen. He has over 13 years of experience in project management, technology integration, business expansion for stores and operations in the jewellery industry. In our Company, he is responsible for key strategic and operational functions, including project planning and execution, IT infrastructure development, digital transformation, and overseeing major store expansion initiatives. He was paid ₹ 0.80 million, in Financial Year 2025.

Tiruveedhula Keshav Gupta is the Chief Human Resource Officer of our Company since March 19, 2025. He joined our Company as a Manager on March 1, 2013. He holds a bachelor's degree in Commerce from Osmania University. He has over 12 years of experience in the strategic and operational human resources functions. In our Company, he is responsible for strategic and operational human resource functions and monitors day-to-day operations at the store level functions and purchases with respect to the ladies department, ensuring appropriate assortment, stock availability, and coordination with merchandising teams. He was paid ₹ 24.00 million, in Financial Year 2025.

R Gowrisankar is the Chief Financial Officer of our Company since June 26, 2025. He holds a bachelor's degree in commerce from Bharathidasan University and master's in commerce from Alagappa University. He is a fellow member of the Institute of Chartered Accountants of India. He has over 22 years of professional experience and has previously been associated with the Eye Foundation Limited, Sahyadri Hospitals Private Limited, Rainbow Children's Medicare Limited, Yashoda Healthcare Services Private Limited, Yashomati Hospitals Private Limited, Takshasila Healthcare and Research Service Private Limited, Manipal Health Enterprises Private Limited, Vanpic Ports Private Limited, MNE Technologies Private Limited and Apollo Hospitals. Since he joined our Company in Financial Year 2026, no remuneration was paid to him by our Company in Financial Year 2025.

T S Maharani is the Company Secretary and Compliance Officer of our Company since October 4, 2024. She is a member of the Institute of Company Secretaries of India. She holds Post Graduate qualifications in Master of Laws and Master of Commerce from Osmania University, Diploma in Business Administration from Symbiosis Centre for Distance Learning. She is also pursuing a Doctorate in Law from GITAM University, Visakhapatnam. She has a working experience of more than two decades as Company Secretary in listed entities. She was previously associated with ALLCARGO Gati Limited (Formerly known as Gati Limited). Currently she is responsible for managing the legal and compliance segment of our Company. She was paid ₹ 2.97 million, in Financial Year 2025.

Senior Management of our Company

In addition to Potti Venkata Sai Abhinay, Chief Commercial and Operating Officer, Seerna Suresh, Chief Sales and Marketing Officer, Tiruveedhula Rakesh, Chief Projects and Information Officer Tiruveedhula Keshav Gupta, Chief Human Resource Officer, T S Maharani, Company Secretary and Compliance Officer of our Company and R Gowrisankar, Chief Financial Officer whose details are provided in " – *Key Managerial Personnel of our Company*" on page 236, we do not have any other Senior Management as on the date of this Draft Red Herring Prospectus.

Relationship between our Key Managerial Personnel or Senior Management and Directors

Except as disclosed in "*Our Management – Relationship between our Directors, Key Managerial Personnel and Senior Management*" on page 223, none of our Key Managerial Personnel or Senior Management are related to each other or any of the Directors of our Company.

Status of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in "*Capital Structure – Notes to the Capital Structure – 6. Details of Equity Shares held by Directors, Key Managerial Personnel and Senior Management*" on page 90, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

Bonus or profit-sharing plans

None of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company, except for performance linked incentives that form part of their remuneration. Further, R Gowrisankar, Chief Financial Officer of our Company received a one-time joining bonus

Interests of Key Managerial Personnel and Senior Management

Except as disclosed in "*Our Management – Interest of Directors*" on page 225, and other than to the extent of (i) the remuneration, perquisites or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business; and (ii) the Equity Shares, if any, and employee stock options held by them or their relatives and companies, firms and trusts, in which they are interested as directors, proprietors, members, partners, trustees and promoters, pursuant to this Offer, our Key Managerial Personnel and Senior Management do not have any interests in our Company. The Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta are also Promoters of our Company. For further details see "*Our Promoters and Promoter Group*" on page 239.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel or Senior Management or Directors, which does not form part of their remuneration.

Arrangements or understandings with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel or Senior Management was selected as member of senior management.

Service Contracts with Key Managerial Personnel and Senior Management

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel or Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon retirement or termination of their employment.

Changes in Key Managerial Personnel and Senior Management

Except as disclosed below, there have been no changes in the Key Managerial Personnel or Senior Management in the last three years:

Name	Date of Change	Reasons
T S Maharani	October 4, 2024	Appointed as Company Secretary and Compliance Officer
Potti Venkata Sai Abhinay	March 19, 2025	Appointed as Chief Commercial and Operating Officer
Seerna Suresh	March 19, 2025	Appointed as Chief Sales and Marketing Officer
Tiruveedhula Rakesh	March 19, 2025	Appointed as Chief Projects and Information Officer
Tiruveedhula Keshav Gupta	March 19, 2025	Appointed as Chief Human Resource Officer
R Gowrisankar	June 26, 2025	Appointed as Chief Financial Officer

Payment or benefit to Key Managerial Personnel and Senior Management

Except as disclosed in "*Offer Document Summary – Summary of Related Party Transaction*" on page 25, no non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company.

Employee Stock Options

For details of the employee stock option plan of our Company, see "*Capital Structure – Employee Stock Option Schemes of our Company*" on page 100.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta.

As on date of this Draft Red Herring Prospectus, our Promoters collectively hold 158,956,000 Equity Shares of face value of ₹2 each, equivalent to 56.00% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, as set out below:

S. No	Name of Promoter	Number of Equity Shares held	Percentage (in %)
1.	Potti Venkateswarlu	25,546,500	9.00
2.	Seerna Rajamouli	25,546,500	9.00
3.	Tiruveedhula Prasada Rao	22,708,000	8.00
4.	Potti Venkata Sai Abhinay	25,546,500	9.00
5.	Seerna Suresh	25,546,500	9.00
6.	Tiruveedhula Rakesh	17,031,000	6.00
7.	Tiruveedhula Keshav Gupta	17,031,000	6.00
	Total	**158,956,000**	**56.00**

For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure*" on page 86.

Details of our Individual Promoters

Potti Venkateswarlu

Potti Venkateswarlu, born on April 8, 1958, aged 67 years, is one of our Promoters, and is the Chairperson and a Whole-time Director of our Company.

He is residing at Plot No 832, Road No 41, Jubilee Hills, Hyderabad- 500 033, Telangana.

For a complete profile of Potti Venkateswarlu, i.e., his personal address, educational qualifications, professional experience in the business, positions/posts held in the past, other directorships, business and financial activities, see "*Our Management – Brief Biographies of Directors*" beginning on page 222.

His permanent account number is AAOPP2527M.

Seerna Rajamouli

Seerna Rajamouli, born on June 15, 1960, aged 65 years is one of the Promoters of our Company, and is a Managing Director of our Company.

He is residing at 8-2-293/82/a/307, P.No. 307, Road No. 25, Jubilee Hills, Shaikpet, Hyderabad-500 033, Telangana.

For a complete profile of Seerna Rajamouli, i.e., his personal address, educational qualifications, professional experience in the business, positions/posts held in the past, other directorships, business and financial activities, see "*Our Management – Brief Biographies of Directors*" beginning on page 222.

His permanent account number is AWAPS0940D

	Tiruveedhula Prasada Rao Tiruveedhula Prasada Rao, born on September 30, 1959, aged 65 years, is one of our Promoters, and is a Whole-time Director of our Company. He is residing at H.No- 8-2-293/82/A/281, Plot No 281, Padmavathi nilayam, Road no 10 C, Near diamond house, Jubilee Hills, Shaikpet, Hyderabad- 500 033, Telangana For a complete profile of Tiruveedhula Prasada Rao, i.e., his personal address, educational qualifications, professional experience in the business, positions/posts held in the past, other directorships, business and financial activities, see "*Our Management – Brief Biographies of Directors*" beginning on page 222. His permanent account number is AAWPT7108C.
	Potti Venkata Sai Abhinay Potti Venkata Sai Abhinay, born on May 17, 1994, aged 31 years, is one of our Promoters, and is the Chief Commercial and Operating Officer of our Company. He is residing at 8-2-293/82/A/832, road number 41, Peddamma temple, Shaikpet, Jubilee Hills, Hyderabad, Shaikpet 500 033, Telangana, India. For a complete profile of Potti Venkata Sai Abhinay, i.e., his educational qualifications, professional experience in the business, business and financial activities, see "*Our Management – Key Managerial Personnel*" beginning on page 236. His permanent account number is BFEPP0217E.
	Seerna Suresh Seerna Suresh, born on September 4, 1988, aged 36 years, is one of our Promoters, and is the Chief Sales and Marketing Officer of our Company. He is residing at 8-2-283/82/A/307, 1st floor, road no. 25, Jubilee Hills, Shaikpet, Hyderabad 500 033, Telangana, India. For a complete profile of Seerna Suresh, i.e., his educational qualifications, professional experience in the business, business and other activities, see "*Our Management – Key Managerial Personnel*" beginning on page 236. His permanent account number is BJXPS8564C.
	Tiruveedhula Rakesh Tiruveedhula Rakesh, born on May 1, 1988, aged 37 years, is one of our Promoters, and is the Chief Projects and Information Officer of our Company. He is residing at 8-2-293/82/a, plot no. 281, road no. 10 C, Jubilee Hills, Greater Hyderabad (m. corp), Hyderabad 500 033, Telangana, India. For a complete profile of Tiruveedhula Rakesh, i.e., his educational qualifications, professional experience in the business, business and financial activities, see "*Our Management – Key Managerial Personnel*" beginning on page 236. His permanent account number is AKBPT8191J.

	Tiruveedhula Keshav Gupta Tiruveedhula Keshav Gupta, born on November 29, 1989, aged 35 years, is one of our Promoters, and is the Chief Human Resource Officer of our Company. He is residing at plot no. 281, road no 10 C, Jubilee Hills, opposite Diamond House, Greater Hyderabad (m. corp), Hyderabad 500 033, Telangana, India. For a complete profile of Tiruveedhula Keshav Gupta, i.e., his educational qualifications, professional experience in the business, business and financial activities, see "*Our Management – Key Managerial Personnel*" beginning on page 236. His permanent account number is AKBPT8192M.

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhar card numbers and driving license numbers (to the extent available and valid) of each of our individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in this section, " *– Entities forming part of our Promoter Group*" and "*Our Management*" on pages 225 and 221, our Promoters are involved as a partner in other entities namely, Creino Ventures, Honer Communities LLP, Honer Prime Housing LLP, Honer Estates LLP, R V S P Ventures LLP, Sumadhura Vasavi Infrastructure LLP, Vertex Vasavi Constructions LLP, Sindhu Textiles and Garments, Sai Vasavi Realty, Vasavi Estates, Vasavi Homes, Rajaram Constructions and Glentree Developers LLP.

Change in the control of our Company

Pursuant to a resolution passed by our Board on February 27, 2025, our Company has taken note of Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Rakesh and Tiruveedhula Keshav Gupta as Promoters of our Company. However, there has been no effective change in the control of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

For details in relation to the shareholding of our Promoter and Promoter Group, and changes in shareholding of our Promoters, including in the five years preceding the date of this Draft Red Herring Prospectus, see "*Capital Structure – Notes to the capital structure – 10. History of the equity share capital held by our Promoters*" on page 93.

Interests of Promoters and common pursuits

Our Promoters are interested in our Company to the extent (i) that they are the Promoters of our Company; and (ii) of their direct shareholding in our Company, including the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, from time to time. For details of the shareholding of our Promoters in our Company, see "*Capital Structure*", on page 86.

Our Promoters namely, Potti Venkateswarlu being the Chairperson and Whole-time Director of our Company, Seerna Rajamouli being a Managing Director of our Company and Tiruveedhula Prasada Rao being a Whole-time Director of our Company, may be deemed to be interested to the extent of other remuneration and reimbursement of expenses, perquisites, if any, payable to them by our Company under our Articles of Association and the terms on which they were appointed, and to the extent of remuneration, if any, in their capacity as Directors. For further details, see "*Our Management – Interest of Directors*" on page 225.

There is no contingent or deferred compensation accrued for Financial Year ended March 31, 2025 and which is payable to any of our Directors by our Company. For further details, see "*Our Management – Contingent or deferred compensation paid to Directors by our Company*" on page 225.

Our Promoters, namely, Potti Venkata Sai Abhinay is the Chief Commercial and Operating Officer, Seerna Suresh is the Chief Sales and Marketing Officer, Tiruveedhula Rakesh is the Chief Projects and Information Officer and Tiruveedhula Keshav Gupta is the Chief Human Resource Officer of our Company. They may be deemed to be interested to the extent of fees payable remuneration and reimbursement of expenses, perquisites, if any, payable to them by our Company to them for their services provided to the Company under their respective appointment letters. For further details, see "*Our Management – Interests of Key Managerial Personnel and Senior Management*" on page 237. Additionally, our Promoters may be interested in transactions entered into by our Company with other entities including our Group Companies (i) in which our Promoters holds shares or interest; or (ii) which are controlled by our Promoters. For further details, see "*History and Certain Corporate Matters*" and "*Our Group Companies*" on pages 211 and 247, respectively.

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as a member in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or promoter or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Except as disclosed under "*History and Certain Corporate Matters*" and "*Summary of the Offer Document – Summary of Related Party Transactions*" on pages 211 and 25 respectively, our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

Except as disclosed below and under "*History and Certain Corporate Matters*" and "*Our Management*" and "*Summary of the Offer Document – Summary of Related Party Transactions*" on pages 211, 221 and 25 respectively, no amount or benefit has been paid or given to our Promoters, or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group.

We have leased certain properties from our Promoters and members of Promoter Group on which our stores are located. The table below sets forth details of properties leased as per the lease agreements entered into between our Promoters, members of Promoter Group and our Company. For more details see "*Risk Factors – Our Registered and Corporate Office and majority of our stores are leased. If we fail to renew these leases on competitive terms or if we are unable to manage our rental costs, our business and results of operations would be materially and adversely affected.*" on page 43.

Store Format	Name of the Promoters/Promoter Group	Total Store size (sq ft) - gross	Owned by Promoters and members of Promoter Group (sq ft)	Lease deed validity
South India Shopping Mall, Abids, Hyderabad Telangana	(i) Potti Venkateswarlu (ii) Seerna Rajamouli (iii) Tiruveedhula Prasada Rao (iv) Potti Malathi Lakshmi Kumari	26,587	4,995	April 2, 2031
	(i) Sree Venkateshwara Enterprises		21,592	March 31, 2032
South India Shopping Mall, Ameerpet, Hyderabad Telangana	(i) Potti Venkateswarlu (ii) Seerna Rajamouli (iii) Tiruveedhula Prasada Rao (iv) Potti Malathi Lakshmi Kumari	60,088	43,403	July 27, 2034
South India Shopping Mall, Attapur, Hyderabad Telangana	(i) Potti Malathi Lakshmi Kumari (ii) Seerna Suresh (iii) Maturu Venkata Lakshmi Sindhu (iv) Tiruveedhula Keshav Gupta (v) Tiruveedhula Rakesh	31,354	9,723	September 30, 2025
South India Shopping Mall, Tirupathi	(i) Potti Venkateswarlu (ii) Seerna Rajamouli (iii) Tiruveedhula Prasada Rao	30,000	30,000	June 30, 2031
R.S. Brother store, Ameerpet, Hyderabad Telangana	(i) Potti Venkateswarlu (ii) Seerna Rajamouli (iii) Tiruveedhula Prasada Rao (iv) Potti Malathi Lakshmi Kumari	41,503	3,621	December 31, 2029
R.S. Brother store, Vijaywada, Andhra Pradesh	(i) R.S. Avenues Private Limited	34,050	31,750	November 30, 2026
Status Textiles, Hyderabad, Telangana	(i) Potti Venkateswarlu (ii) Seerna Rajamouli (iii) Tiruveedhula Prasada Rao (iv) Potti Malathi Lakshmi Kumari	7,200	7,200	March 31, 2033

Further, we have sub-leased certain properties leased to us pursuant to various agreements, to a member of our Promoter Group and Group Company namely, R.S.Brothers Jewellers Limited. While our related party transactions have been conducted on an arm's length bases in compliance with the applicable laws and accounting standards, including the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. For details see, "*Risk Factors – We have in the past entered into related party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.*" on page 52.

We have also extended corporate guarantees for loans availed by one of our Promoter Group entities namely, R.S.Brothers Jewellers Limited from State Bank of India amounting to ₹1,250.00 million and from Axis Bank amounting to ₹250.00 million. For details, see "*Risk Factors – We have extended corporate guarantees in favour of certain lenders to our related party and group company, R.S.Brothers Jewellers Private Limited, covering facilities amounting to ₹ 1,500.00 million in each of Fiscal 2025, Fiscal 2024, and Fiscal 2023 (representing 32.83%, 42.65% and 51.86% of our Net Worth as of March 31, 2025, March 31, 2024 and March 31, 2023). If these guarantees are invoked, our financial position could be adversely affected.*" on page 53.

Additionally, pursuant to Business Transfer Agreements as disclosed in "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 215, our Company has acquired the business of certain entities in which our Promoters were partners, directors or promoters.

Further, in order to fulfil our obligations under the Companies Act in relation to our CSR activities, we have paid ₹17.45 million to R S Brothers Group C S R Foundation in Fiscal 2025, which is a member of our Promoter Group. For details, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and "*Risk Factors – We have had shortfall towards corporate social responsibility ("**CSR**") expenditure as required under the Companies Act 2013 during Fiscal 2023 of ₹ 0.14 million. We cannot assure you that we will not experience any shortfall in future which could impact our business and reputation.*" on pages 25 and 62, respectively.

Further, some of our Promoters are on the board of directors of certain companies engaged in the same/ similar line of business as our business. 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. For details, see "*Risk Factors – Our Promoters, certain of our Directors, Key Managerial Personnel and Senior Managerial Personnel may have interests other than reimbursements of expenses incurred and normal remuneration or benefits. Certain of our Promoters and Directors may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us.*" on page 60.

Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not provided any material guarantees to third parties with respect to the specified securities of our Company.

Further, our Promoters have given personal guarantees for certain loans availed by our Company. For details, see "*History and Certain Corporate Matters – Details of guarantees as on June 30, 2025 given to third parties by our Promoters who are participating in the Offer for Sale*", on page 218. For further details, see "*Risk Factors – Certain of our Promoters and members of Promoter Group have provided personal guarantees for loan facilities obtained by us. Any failure or default by us to repay such loans could trigger repayment obligations on our Promoters and relevant members of Promoter Group, which could affect their ability to perform their responsibilities and obligations as our Promoters, which could adversely affect our business, results of operation and financial condition.*", on page 51.

Companies and firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Sl. No.	Promoter	Entities disassociated from	Date of disassociation	Reasons for disassociation
1.	Potti Venkata Sai Abhinay	Southmade Realty & Retail Private Limited	March 6, 2023	Due to pre-occupations
2.	Tiruveedhula Rakesh	Southmade Realty & Retail Private Limited	March 6, 2023	Due to pre-occupations
3.	Tiruveedhula Keshav Gupta	Southmade Realty & Retail Private Limited	March 6, 2023	Due to pre-occupations

Confirmations

Our Promoters and members of our Promoter Group have not been declared 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 Reserve Bank of India.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters have not been declared as fugitive economic offenders under the Fugitive Economic Offenders Act, 2018.

Our Promoters are not interested in, and there is no conflict of interest between any suppliers of raw materials and third-party service providers (which are crucial for operations of the Company) and them.

Except to the extent disclosed in this section " – *Interests of Promoters and common pursuits*" on page 241, our Promoters are not interested in, and there is no conflict of interest between any lessor of any immovable properties (which are crucial for operations of the company) and them.

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of our Promoter Group

The following table sets forth details of the natural persons who are part of our Promoter Group (due to their relationship with our Promoters):

S. No.	Name of Promoter	Name	Relationship
1.	Potti Venkateswarlu	Potti Venkata Sujatha	Spouse
		Potti Chandra Sekhara Rao	Brother
		Potti Srinivas Rao	Brother
		Vankadaru Kamala Kumari	Sister
		Kota Jhansi Lakshmi Kumari	Sister
		Padmanabhuni Sachidevi	Sister
		Potti Venkata Sai Abhinay	Son
		Maturu Venkata Lakshmi Sindhu	Daughter
		Potti Venkata Lakshmi Spandana	Daughter
		Siram Ramesh	Spouse's brother
		Siram Sudarsana Gupta	Spouse's brother
		Bommishetty Sridevi	Spouse's sister
		Sunku Padmavathi	Spouse's sister
2.	Seerna Rajamouli	Seerna Suvarna	Spouse
		Sirna Venkata Ratnamma	Mother
		Sirna Venkata Ramana	Brother
		Sirna Krishna Murthy	Brother
		Sirna Ramulu	Brother
		Seerna Suresh	Son
		Gourishetty Lalitha	Daughter
		Vanaparthi Bharathamma	Spouse's mother
		Vanaparthi Shiva Kumar	Spouse's brother
		Vanaparthi Anil Kumar	Spouse's brother
		Vuppala Padma	Spouse's sister
3.	Tiruveedhula Prasada Rao	Tiruvidhula Rajeswari	Sister
		Tiruveedhula Rakesh	Son
		Tiruveedhula Keshav Gupta	Son
		Siddam Shetty Ramya	Daughter
		Kota Mallikarjuna Rao	Spouse's brother
		Kota Venkateswar Rao	Spouse's brother
4.	Potti Venkata Sai Abhinay	Ashmitha Padmanabhan	Spouse
		Potti Venkateswarlu	Father
		Potti Venkata Sujatha	Mother
		Maturu Venkata Lakshmi Sindhu	Sister
		Potti Venkata Lakshmi Spandana	Sister
		G R Ananthapadmanabhan	Spouse's father
		Swaroopa Padmanabhan	Spouse's mother
		Saashwathraj Padmanabhan	Spouse's brother
		Bommidala Pooja Padmanabhan	Spouse's sister
5.	Seerna Suresh	Vinitha Balakrishnan	Spouse
		Seerna Rajamouli	Father
		Seerna Suvarna	Mother
		Gourishetty Lalitha	Sister
		Balakrishnan Viswanathan	Spouse's father
		Vijayalakshmi Balakrishnan	Spouse's mother
		Adhisri Balakrishnan	Spouse's sister
6.	Tiruveedhula Rakesh	Mattey Sri Lalitha Ratna Kumari	Spouse
		Tiruveedhula Prasada Rao	Father
		Tiruveedhula Keshav Gupta	Brother
		Siddam Shetty Ramya	Sister
		Mattey Srinivas	Spouse's father

S. No.	Name of Promoter	Name	Relationship
		Mattey Vidhyulatha	Spouse's mother
		Mattey Adithya Krishna	Spouse's brother
7.	Tiruveedhula Keshav Gupta	Grandhi Kavitha	Spouse
		Tiruveedhula Prasada Rao	Father
		Tiruveedhula Rakesh	Brother
		Siddam Shetty Ramya	Sister
		Grandhi China Sanyasi Raju	Spouse's father
		Grandhi Beena Devi	Spouse's mother
		Grandhi Sampath Kumar	Spouse's brother

Entities forming part of our Promoter Group

Sr. No.	Name of the entity
1.	Aadhisri Textiles Private Limited
2.	Adroits'architelier LLP
3.	Annamalai Fabrix
4.	Bigfin Consultancy Services LLP
5.	Chinnambedu Industrial and Logistics Parks Private Limited
6.	Cleanblu Beverages Private Limited
7.	Ecobot Green Energy Private Limited
8.	Expofab Natural Power Private Limited
9.	Falcon Green Energy Private Limited
10.	Fleafusion Events LLP
11.	G R Thangamaligai and Sons Jewellers LLP
12.	G.R. Thanga Maligai & Sons
13.	G.R. Thanga Maligai Firm
14.	G.R.Thangamaligai Private Limited
15.	G.R.T Mahalakshmi Estate
16.	G.R.T. Apparels LLP
17.	Glentree City Homes LLP
18.	Gopanpally Township Private Limited
19.	Grand Leisure Ventures Private Limited, Maldives
20.	GRAR ST Jewellery LLP
21.	GRT Hotels and Resorts Private Limited
22.	GRT International Hospitality DMCC, UAE
23.	GRT Jewellers (India) Private Limited
24.	GRT Retail International Pte. Limited, Singapore
25.	GRT Silverwares
26.	Hilland Petra Rocks Private Limited
27.	Honer Constructions Private Limited
28.	Honer Developers Private Limited
29.	Honer Elite Homes LLP
30.	Honer Green Homes Private Limited
31.	Honer Homes LLP
32.	Honer Hospitality LLP
33.	Honer Hotels and Resorts Private Limited
34.	Honer Malls and Multiplexes Private Limited
35.	Honer Projects LLP
36.	Honer Properties Private Limited
37.	Honer Property Management LLP
38.	Honer Realty LLP
39.	Honer Techparks LLP
40.	Honer Townships Private Limited
41.	Honer Urban Homes LLP
42.	Honer Ventures LLP
43.	Invicon
44.	Invicon Properties
45.	Ishkheya & Co
46.	LA Futura City Space LLP
47.	Lorven Infra Build LLP
48.	Macnur Enterprises Private Limited
49.	Macnur Infrastructure Private Limited
50.	Mahalakshmi Estates Private Limited
51.	Mahalakshmi Grand Infra Private Limited
52.	Mangalagowri Textiles & Garments (Formerly known as R. S. Brothers Textiles & Garments)
53.	Meghalaya Hotels Private Limited
54.	Narayani Silver House
55.	P Venkateswarlu Private Limited

Sr. No.	Name of the entity
56.	Peninsula Hotels Private Limited
57.	Ponniamman Farm
58.	R S Ad Enterprises
59.	R S Brothers Group C S R Foundation
60.	R S Tex Textiles and Garments
61.	R.S.Brothers Jewellers Private Limited
62.	R.A.R Logistics & Infra LLP
63.	R.S. Avenues Private Limited
64.	RAR Corporate Services Private Limited
65.	RAR Enterprises Private Limited
66.	RAR Fincare Limited
67.	RAR Industrial and Logistic Park Private Limited
68.	RAR Retail & Infra LLP
69.	RAR Saashwath Infra LLP
70.	RAR Ventures Private Limited
71.	S Rajamouli Private Limited
72.	Sampath Assaying & Hallmarking Private Limited
73.	Sampath Constructions and Estates Private Limited
74.	Sampath Holdings (India) Private Limited
75.	Shark Investors
76.	Siddhi Vinayaka Fashions LLP
77.	Siddhi Vinayaka Investors LLP
78.	Siddhi Vinayaka Textiles and Garments
79.	Sprout Angels LLP
80.	Squarespace Infra City Private Limited
81.	Sree Seshadri Enterprises
82.	Sree Venkateswara Enterprises
83.	Sree Venkateswara Fashions
84.	Sri Lalitha Enterprises Industries Private Limited
85.	Status Textiles and Garments
86.	SV & RS Projects
87.	T Prasad Rao Private Limited
88.	Vishnu Carriers Private Limited
89.	Vishnu Vidyuth India Limited
90.	Vizz Grand Associates Private Limited
91.	World Park Hotels India Private Limited

The following table sets forth details of the natural persons who are part of our Promoter Group (by virtue of their shareholding being aggregated under the heading “shareholding of the promoter group”):

Sr. No.	Name of the member of Promoter Group
1.	Potti Malathi Lakshmi Kumari
2.	Potti Rachana Sree
3.	Potti Venkata Lakshmi Greeshma

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations for the purpose of disclosure and identification of group companies in this Draft Red Herring Prospectus, our Company has considered:

(i) *Companies (other than the promoters) with which there were related party transactions during the periods for which Restated Financial Information is disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards; and*

(ii) *Also, any other companies that are considered material by the board of directors of the Company ("**Board**")*

In relation to (i) above, all companies with whom our Company has had related party transactions during the period disclosed in the Restated Financial Information will be categorised as group companies in this Draft Red Herring Prospectus.

In relation to (ii) above, our Board in its meeting held on August 13, 2025 has considered such companies that are a part of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations with which there were transactions in the most recent completed financial year and/or stub period, if any, included in the Restated Financial Information, which individually or in the aggregate exceeded 10% of the total restated revenue from operations of the Company for the most recent completed full financial year, shall be considered material and also be classified as group companies.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Companies:

1. R.S.Brothers Jewellers Private Limited
2. Merit Retail Private Limited
3. P Venkateswarlu Private Limited
4. S Rajamouli Private Limited
5. T Prasad Rao Private Limited
6. R.S. Avenues Private Limited
7. Southmade Realty & Retail Private Limited
8. R S Brothers Group C S R Foundation

Details of our Group Companies

In accordance with the SEBI ICDR Regulations, certain financial information (as detailed below) based on the audited statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 in relation to our top five Group Companies (based on turnover) are hosted on the website of our Company as set out below.

Our Company is providing links to such websites solely to comply with the requirement specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on such websites does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision.

Anyone placing reliance on any other source of information, would be doing so at their own risk.

Neither our Company nor any of the BRLMs or the Selling Shareholders nor any of the Company's or BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the website indicated below.

Details of our top 5 Group Companies

In accordance with the SEBI ICDR Regulations, details of the top 5 Group Companies based on turnover from latest available audited standalone financial statements are listed below:

1. **R.S.Brothers Jewellers Private Limited**

   Registered Office

   The registered office of R.S.Brothers Jewellers Private Limited is situated at Door No:7-2-1740, opposite to Fire Station Office, Main Road, Sanath Nagar, Rangareddi, Hyderabad, Telangana, India, 500018.

Financial Information

In accordance with the SEBI ICDR Regulations, certain financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value per share in relation to the Group Company, for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 , will be available at https://rsbretail.com/investor-relations/financial-reporting/group-companies-financials/

2. **Merit Retail Private Limited**

Registered Office

The registered office of Merit Retail Private Limited is situated at No.3-5-39, Annamaneni Hanumamma Complex Osmanpura opp Government girls, Jr. College, Karimnagar, Telangana, India, 505001.

Financial Information

In accordance with the SEBI ICDR Regulations, certain financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value per share in relation to the Group Company, for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, will be available at https://rsbretail.com/investor-relations/financial-reporting/group-companies-financials/

3. **P Venkateswarlu Private Limited**

Registered Office

The registered office of P Venkateswarlu Private Limited is situated at Plot No.832, Road No.41, Sai Sadan Behind Peddamma Temple, Jubilee Hills, Hyderabad, Telangana, India, 500033.

Financial Information

In accordance with the SEBI ICDR Regulations, certain financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value per share in relation to the Group Company, for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, will be available on the website at https://rsbretail.com/investor-relations/financial-reporting/group-companies-financials/

4. **S Rajamouli Private Limited**

Registered Office

The registered office of S Rajamouli Private Limited is situated at Plot No.307, Road No.25, Jubilee hills, Hyderabad, Telangana, India, 500033.

Financial Information

In accordance with the SEBI ICDR Regulations, certain financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value per share in relation to the Group Company, for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, will be available at https://rsbretail.com/investor-relations/financial-reporting/group-companies-financials/.

5. **T Prasad Rao Private Limited**

Registered Office

The registered office of T Prasad Rao Private Limited is situated at Plot No. 281, Road No. 10 C, Padmavathi Nilayam, Jubilee Hills, Hyderabad, Telangana, India, 500033.

Financial Information

In accordance with the SEBI ICDR Regulations, certain financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value per share in relation to the Group Company, for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, will be available on the website at https://rsbretail.com/investor-relations/financial-reporting/group-companies-financials/.

Details of other Group Companies

6. **R.S. Avenues Private Limited**

Registered Office

The registered office of R.S. Avenues Private Limited is situated at C/O R S Brothers, 4-1-372, Opp G.P.O, Abids, Hyderabad, Telangana, India, 500001.

7. **Southmade Realty & Retail Private Limited**

Registered Office

The registered office of Southmade Realty & Retail Private Limited is situated at Sy, no 158, Old Sy.No.158/ Municipal No.72, Whitefield Post, Pattanduru Agrahara Village K R Puram Hobli, Bangalore East Taluk, Whitefield, Bangalore, Bangalore South, Karnataka, India, 560066.

8. **R S Brothers Group C S R Foundation**

Registered Office

The registered office of R S Brothers Group C S R Foundation is situated D. No. 7-2-1740, Ware House No. 14&15, Opp. Fire Station, Main Road, Sanath Nagar, Hyderabad, Telangana, India, 500018.

Nature and extent of interest of our Group Companies

In the promotion of our Company

None of our Group Companies have an interest in the promotion of our Company.

In the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Except as disclosed under "*History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" and "*Summary of the Offer Document – Summary of Related Party Transactions*" on pages 215 and 25 respectively, our Group Companies are not interested in the properties (i) acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or (ii) proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

In the transactions for acquisition of land, construction of building and supply of machinery, etc.

None of our Group Companies are interested in any transactions by our Company for acquisition of land, construction of building or supply of machinery, etc.

Except as disclosed under *"Our Promoters and Promoter Group – Interests of Promoters and common pursuits"* on page 241, there are no corporate guarantees extended to our Group Companies.

Related business transactions with our Group Companies and significance on the financial performance of our Company

There are no related business transactions amongst our Company and our Group Companies, except as otherwise disclosed in "*Summary of the Offer Document – Summary of Related Party Transactions" and* "*Other Financial Information – Related Party Transactions*", beginning on pages 25 and 325 respectively.

Common pursuits between our Group Companies and our Company

Our Group Companies, Merit Retail Private Limited and Southmade Realty & Retail Private Limited, are engaged in or is authorised by its constitutional documents to engage in the same line of business as that of our Company. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, as and when they may arise.

Business interests of our Group Companies in our Company

Our Group Companies do not have any business interest in our Company except as otherwise disclosed below and in the "*Summary of the Offer Document – Summary of Related Party Transactions"* and "*Other Financial Information – Related Party Transactions*", beginning on pages 25 and 325 respectively.

Outstanding litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company.

Other confirmations

None of our Group Companies have any securities listed on any stock exchange. Further, neither of our Group Companies has made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

Neither our Group Companies nor any of its directors are interested in, and there is no conflict of interest with, any suppliers of raw materials and third-party service providers (which are crucial for operations of the Company).

Except to the extent disclosed in the section "*Our Promoters and Promoter Group – Interests of Promoters and common pursuits*" on page 241, our Group Companies nor any of its directors are interested in, and there is no conflict of interest with, any lessor of any immovable properties (which are crucial for operations of the Company).

Further, in order to fulfil our obligations under the Companies Act in relation to our CSR activities, we have paid ₹ 17.45 million to R S Brothers Group C S R Foundation in Fiscal 2025. For details, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and "*Risk Factors – We have had shortfall towards corporate social responsibility ("**CSR**") expenditure as required under the Companies Act 2013 during Fiscal 2023 of ₹ 0.14 million. We cannot assure you that we will not experience any shortfall in future which could impact our business and reputation.*" on pages 25 and 62, respectively.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares of face value of ₹2 each, if any, will be recommended by our Board to the Shareholders for their approval in the Annual General Meeting, at their discretion, subject to the provisions of the Articles of Association and in compliance with the provisions of the Companies Act, including the rules made thereunder and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act. The dividend distribution policy of our Company was approved and adopted by our Board at its meeting on March 19, 2025.

The declaration and payment of dividend will depend on a number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall *inter alia* include accumulated reserves, potential opportunities available for growth/ expansion, past dividend trends, expectation of major shareholders and prudential requirements for cash conservations. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include the prevailing legal requirements, regulatory conditions or restrictions laid down under applicable laws (including tax laws), business cycles, dividend pay-out ratios of companies in similar industries, economic environment, cost of external financing, industry outlook for the future years or inflation rate, any or all which having significant impact on our Company's operations or finances.

Our Company has not declared and paid any dividend on the Equity Shares of face value of ₹2 each in the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 preceding the date of this Draft Red Herring Prospectus and the period from April 1, 2025 until the date of this Draft Red Herring Prospectus.

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 Company has not paid dividends during Fiscals 2025, 2024 and 2023 and from April 1, 2025 until the filing of this Draft Red Herring Prospectus and may not be able to pay dividends in the future.*" on page 61.

SECTION V : FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors
RSB Retail India Limited
(Formerly known as *"R S Brothers Retail India Limited")*
Door No. 7-2-1740, Opposite to Fire Station Office,
Main Road, Sanath Nagar, Rangareddi
Hyderabad 50001
Telangana India.

Dear Sirs,

1) We, Laxminiwas & Co., Chartered Accountants ("we" or "us" or "our" or "Firm") have examined the attached Restated Financial Information of RSB Retail India Limited (Formerly known as *"R S Brothers Retail India Limited")* (the "Company" or the "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cashflows for the years ended March 31, 2025, March 31, 2024 and March 21, 2023, the Summary Statement of material accounting policies, and other notes and explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 13, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act");

   b) The relevant provisions of 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) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2) The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (collectively, with BSE, the "Stock Exchanges") and Registrar of Companies, Telangana at Hyderabad ("ROC") in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 1.2 of Annexure V to the Restated Financial Information. The Company's Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Company's Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3) We have examined the Restated Financial Information taking into consideration:
   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated June 26, 2025 in connection with the proposed IPO of equity shares of the Issuer/Company;

b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; 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) These Restated Financial Information have been compiled by the management from:

a) Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2025, prepared in accordance with the Indian Accounting Standards (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 August 13, 2025.

b) Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards (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 September 25, 2024.

c) Audited Special Purpose Ind AS financial statements as at and for the year ended March 31, 2023 which were prepared in accordance with the Ind AS (the "Special Purpose Audited Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on August 13, 2025.

5) For the purpose of our examination, we have relied on:

a) Auditors' Report issued by us dated August 13, 2025 on the Ind AS financial statements of the Company as at and for the year ended March 31, 2025, as referred in Paragraph 4 above; and

b) Auditors' Report issued by the Previous Auditor dated September 25, 2024 on the Ind AS financial statements of the Company as at and for the year ended March 31, 2024 as referred in Paragraph 4 above.

c) Auditor's Report issued by Previous Auditor dated August 13, 2025 on the Special Purpose Ind AS Financial Statements as at and for the financial year ended March 31, 2023 as referred in Paragraph 4 above;

The audits for the financial years ended March 31, 2024 and March 31, 2023 were conducted by the Company's previous auditors, RCV & Co., (the "Previous Auditors"). Restated Financial Information is examined by us and reliance has been placed on the said Restated Financial Information for the financial year ended March 31, 2024 and March 31, 2023.

We also confirm that the Restated Financial Information for financial year ended March 31, 2024 and March 31, 2023:

a) have been prepared by the management after incorporating adjustments for the changes in accounting policies, any material errors and regrouping/reclassifications retrospectively in the

financial year ended March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial year ended March 31, 2025; and also prepared by incorporating Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2023 as described in Note 34 to the Restated Financial Information;

b) do not include any qualifications requiring adjustments

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Notes.

6) The audit reports on the financial statements:

a) issued by the Previous Auditors for the financial years ended March 31 ,2024 and March 31, 2023 are unmodified.

b) issued by us for the financial year ended March 31, 2025 is unmodified.

7) The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements and special purpose audited Ind AS financial statements as mentioned in paragraph 4 above.

8) 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 and the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10) 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, Stock Exchanges and ROC in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. 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 without our prior consent in writing.

For **Laxminiwas &Co.**
Chartered Accountants
Firm Registration Number: 011168S

Vijay Singh
Partner
Membership No.: 221671
UDIN: 25221671BMJBLM5011
Date: August 13, 2025

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure I - Restated Statement of Assets and Liabilities
(All amounts are in INR Millions, unless otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
ASSETS				
Non-current assets				
(a) Property, plant and equipment	3	3,554.39	2,575.28	1,710.22
(b) Capital work-in- progress	4	126.36	81.49	93.71
(c) Right-of-use assets	5	6,668.30	4,056.69	3,351.63
(d) Investment property	6	525.79	525.79	525.79
(e) Intangible assets	7	23.16	21.43	14.31
(f) Financial assets				
(i) Other financial assets	8	978.72	709.42	516.89
(g) Other non current assets	9	1,175.45	436.92	423.65
(h) Deferred tax assets (net)	10	489.64	374.22	289.18
Total Non-Current Assets		**13,541.81**	**8,781.24**	**6,925.38**
Current assets				
(a) Inventories	11	5,718.08	5,147.15	4,443.54
(b) Financial assets				
(i) Trade receivables	12	39.38	244.87	285.19
(ii) Cash and cash equivalents	13	248.78	456.23	162.28
(iii) Bank balances other than (ii) above	14	114.19	374.23	-
(iv) Other financial assets	8	258.16	222.31	167.68
(c) Other current assets	15	312.93	150.65	83.77
Total Current Assets		**6,691.52**	**6,595.44**	**5,142.46**
Total assets		**20,233.33**	**15,376.68**	**12,067.84**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	16	567.70	81.10	81.10
(b) Other equity	17	4,001.23	3,435.97	2,811.52
Total Equity		**4,568.93**	**3,517.07**	**2,892.62**
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	1,637.18	1,116.35	315.51
(ii) Lease liabilities	19	6,918.00	4,124.41	3,355.86
(iii) Other financial liabilities	20	11.79	13.87	8.53
(b) Other non-current liabilities	21	4.22	3.49	4.25
(c) Provisions	22	224.76	187.88	146.79
Total Non-Current Liabilities		**8,795.95**	**5,446.00**	**3,830.94**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	1,713.14	1,440.94	950.85
(ii) Lease liabilities	19	459.94	494.74	375.41
(iii) Trade payables				
- total outstanding dues of micro and small enterprises;	23	625.95	1,789.81	2,157.21
- total outstanding dues of creditors other than micro and small enterprises	23	3,076.14	2,051.08	1,412.09
(iv) Other financial liabilities	20	520.73	410.57	305.05
(b) Other current liabilities	24	269.57	162.29	83.77
(c) Provisions	22	19.65	16.77	24.28
(d) Current tax liabilities (Net)	25	183.33	47.41	35.62
Total Current Liabilities		**6,868.45**	**6,413.61**	**5,344.28**
Total Equity and Liabilities		**20,233.33**	**15,376.68**	**12,067.84**

The accompanying notes are an integral part of the Restated Financial Information.

The above statement should be read with the Annexure V - Summary of Material Accounting Policies and Other Explanatory Information, Annexure VI - Notes to the Restated Financial Information including Note - 34 - Statement of Restated Adjustments.

As per our report of even date

For Laxminiwas & Co
Chartered Accountants
Firm Registration No: 011168S

For and on behalf of the Board of directors
RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)

Vijay Singh
Partner
Membership No. 221671

Potti Venkateswarlu
Chairperson and Whole Time Director
DIN: 01430443

Seerna Rajamouli
Managing Director
DIN: 01980976

CA R Gowrisankar
Chief Financial Officer
Membership No. 211762

T S Maharani
Company Secretary and Compliance Officer
Membership No. F8069

Place: Hyderabad
Date: August 13, 2025

Place: Hyderabad
Date: August 13, 2025

Place: Hyderabad
Date: August 13, 2025

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure II - Restated Statement of Profit and Loss
(All amounts are in INR Millions, unless otherwise stated)

	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Income				
Revenue from operations	26	26,939.44	24,579.91	21,267.19
Other income	27	243.91	211.27	189.25
Total income		**27,183.35**	**24,791.18**	**21,456.44**
Expenses				
Purchases of stock in trade	28	17,474.63	16,572.20	15,524.09
Changes in inventories of stock-in-trade	29	(661.59)	(703.61)	(1,180.04)
Employee benefits expense	30	3,357.83	2,804.24	2,191.92
Finance costs	31	938.03	693.90	536.85
Depreciation and amortization expenses	32	1,445.73	1,179.62	927.03
Other expenses	33	3,030.31	3,246.00	2,538.28
Total expenses		**25,584.94**	**23,792.35**	**20,538.13**
Profit before exceptional items and tax		**1,598.41**	**998.83**	**918.31**
Exceptional Items - Loss due to fire	50	93.49	-	-
Profit after exceptional items and before tax		**1,504.92**	**998.83**	**918.31**
Tax expenses				
Current tax		507.57	355.18	326.68
Deferred tax		(117.99)	(87.61)	(86.95)
Tax pertaining to earlier years		71.13	114.52	0.37
Total tax expenses		**460.71**	**382.09**	**240.10**
Profit for the year		**1,044.21**	**616.74**	**678.21**
Other Comprehensive Income/ (loss))				
(i) Items that will not be reclassified subsequently to profit or loss				
- Re-measurement gains/(losses) on defined benefit plans		10.22	10.21	(2.39)
- Income tax effect on the above		(2.57)	(2.57)	0.60
(ii) Items that will be reclassified subsequently to profit or loss		-	-	-
Total other comprehensive income/ (loss)		**7.65**	**7.64**	**(1.79)**
Total comprehensive income for the year		**1,051.86**	**624.38**	**676.42**
Earnings per equity share (Face value of share Rs. 2 each)				
Basic (Rs.)	36	3.68	2.17	2.39
Diluted (Rs.)		3.68	2.17	2.39

The accompanying notes are an integral part of the Restated Financial Information.

The above statement should be read with the Annexure V - Summary of Material Accounting Policies and Other Explanatory Information, Annexure VI - Notes to the Restated Financial Information including Note - 34 - Statement of Restated Adjustments.

As per our report of even date

For Laxminiwas & Co
Chartered Accountants
Firm Registration No: 011168S

For and on behalf of the Board of directors
RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)

Vijay Singh
Partner
Membership No. 221671

Potti Venkateswarlu
Chairperson and Whole Time Director
DIN: 01430443

Seerna Rajamouli
Managing Director
DIN: 01980976

CA R Gowrisankar
Chief Financial Officer
Membership No. 211762

T S Maharani
Company Secretary and Compliance Officer
Membership No. F8069

Place: Hyderabad
Date: August 13, 2025

Place: Hyderabad
Date: August 13, 2025

Place: Hyderabad
Date: August 13, 2025

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure III - Restated Statement of Changes in Equity
(All amounts are in INR Millions, unless otherwise stated)

A Equity share capital

	Notes	Number of shares	Amount
As at 01 April 2022		**81,10,000**	**81.10**
Changes in equity share capital during the year	16	-	-
As at 31 March 2023		**81,10,000**	**81.10**
Changes in equity share capital during the year	16	-	-
As at 31 March 2024		**81,10,000**	**81.10**
Changes in equity share capital during the year	16	**27,57,40,000**	**486.60**
As at 31 March 2025		**28,38,50,000**	**567.70**

B Other equity

Particulars	Reserves and surplus	Other comprehensive income ("OCI")	Total
	Retained earnings	Re-measurement gains/ (losses) on defined benefit plans, net of tax	
As at 01 April 2022	**2,148.94**	**(13.84)**	**2,135.10**
Profit for the year	678.21	-	678.21
Re-measurement gains/ (losses) on defined benefit plans net of tax	-	(1.79)	(1.79)
As at 31 March 2023	**2,827.15**	**(15.63)**	**2,811.52**
Profit for the year	616.74	-	616.74
Re-measurement gains/ (losses) on defined benefit plans net of tax	-	7.64	7.64
Loyalty rewards written off	0.07	-	0.07
As at 31 March 2024	**3,443.96**	**(7.99)**	**3,435.97**
Profit for the year	1,044.21	-	1,044.21
Amount utilised for bonus issue	(486.60)	-	(486.60)
Re-measurement gains/ (losses) on defined benefit plans net of tax	-	7.65	7.65
As at 31 March 2025	**4,001.57**	**(0.34)**	**4,001.23**

Retained earnings
Retained earnings are the profits that the Company has earned till date, less any dividends, adjustments or other distribution to the shareholders.
Re-measurement gains/ (losses) on defined benefit plans, net of tax

Remeasurements of the net defined benefits plan reserve comprises the cumulative net gains/ losses on actuarial valuation of post-employment obligations.

The accompanying notes are an integral part of the Restated Financial Information.

The above statement should be read with the Annexure V - Summary of Material Accounting Policies and Other Explanatory Information, Annexure VI - Notes to the Restated Financial Information including Note - 34 - Statement of Restated Adjustments.

As per our report of even date

For Laxminiwas & Co
Chartered Accountants
Firm Registration No: 011168S

For and on behalf of the Board of directors
RSB RETAIL INDIA
(FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
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Membership No. 211762

T S Maharani
Company Secretary and Compliance Officer
Membership No. F8069

Place: Hyderabad
Date: August 13, 2025

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Date: August 13, 2025

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure IV - Restated Statement of Cash Flow
(All amounts are in INR Millions, unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Cash flows from operating activities			
Profit after exceptional items and before tax	**1,504.92**	**998.83**	**918.31**
Adjustments:			
Depreciation and amortization expenses	1,445.73	1,179.62	927.03
(Gain) / loss on sale of Property, Plant and Equipment	-	-	(56.67)
Finance costs	938.03	693.90	536.85
Gain on derecognition of Right-of-use assets	(61.47)	(43.41)	(30.91)
Interest income of finance lease receivable	(34.60)	(31.00)	(28.36)
Loyalty Rewards written off	-	(0.07)	-
Interest income	(46.39)	(35.02)	(19.88)
Loss on derecognition of ROU	5.42	-	-
Remeasurement of Lease Receivable	(42.16)	(48.52)	-
Gain on remeasurement of term loans	(0.29)	-	-
Loss on sale of Fixed Assets	2.61	-	-
Exceptional Items	93.49	-	-
Operating profit before working capital changes	**3,805.29**	**2,714.33**	**2,246.37**
Changes in working capital:			
Decrease/(Increase) in inventories	(661.59)	(703.61)	(1,180.04)
Decrease/(Increase) in trade receivables	205.49	40.32	(55.49)
Decrease/(Increase) in Other current assets	(162.28)	(66.88)	32.97
Decrease/(Increase) in Other non-current assets	(738.53)	(13.27)	(360.38)
Decrease/(Increase) in Other current financial assets	5.44	(10.78)	5.44
Decrease/(Increase) in Other non-current financial assets	(196.80)	(130.98)	(96.02)
Increase/(Decrease) in trade payables	(139.79)	271.59	1,232.80
Increase/(Decrease) in provisions	49.98	43.79	30.73
Increase/(Decrease) in Other financial liabilities	108.08	110.86	8.01
Increase/(Decrease) in Other current liabilities	108.01	77.89	34.69
Cash flows generated from operating activities	**2,383.30**	**2,333.26**	**1,899.08**
Income-taxes paid	(442.78)	(457.91)	(372.14)
Net cash flows generated from operating activities	**1,940.52**	**1,875.35**	**1,526.94**
Cash flows from investing activities			
Purchase of Property, Plant and Equipment and Intangible Assets	(1,809.30)	(1,406.82)	(806.12)
Proceeds from sale of Property, Plant and Equipment	41.15	-	352.30
Loans granted to related and other parties	(30.11)	(32.99)	-
Loan amount recovered from related and other parties	-	-	9.17
Movement in other bank balances	131.38	(435.49)	4.99
Interest received	21.79	14.39	3.51
Rental income received from sub-leases	136.00	121.01	92.19
Net cash flows (used in) investing activities	**(1,509.09)**	**(1,739.90)**	**(343.96)**
Cash flows from financing activities			
Proceeds from non-current borrowings	1,356.51	1,183.92	150.15
Repayment of non-current borrowings	(665.51)	(238.95)	(300.57)
Proceeds from/(repayment) of short-term borrowings	105.54	355.47	(156.79)
Repayment of lease liabilities	(1,052.66)	(848.00)	(686.24)
Interest paid	(382.76)	(293.94)	(212.63)
Net cash flows (used in)/ from financing activities	**(638.88)**	**158.50**	**(1,206.08)**
Net change in cash and cash equivalents	**(207.45)**	**293.95**	**(23.10)**
Cash and cash equivalents at the beginning of the year	456.23	162.28	185.38
Cash and cash equivalents at the end of the year	**248.78**	**456.23**	**162.28**
Cash and cash equivalents includes:			
Cash on hand	88.08	110.40	29.84
Balances with banks in current accounts	32.25	231.69	115.42
Credit card receivables	128.45	114.14	17.02
	248.78	**456.23**	**162.28**

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure IV - Restated Statement of Cash Flow
(All amounts are in INR Millions, unless otherwise stated)

Reconciliation of liabilities arising from financing activities

	As at April 1, 2024	Cash Flows	Non Cash Changes	As at March 31, 2025
Lease Liabilities (Refer Note 19)	**4,619.15**	(1,052.66)	3,811.45	**7,377.94**
Non-current Borrowings including current maturities (Refer Note 18)	**1,434.48**	691.00	(3.51)	**2,121.97**

	As at April 1, 2023	Cash Flows	Non Cash Changes	As at March 31, 2024
Lease Liabilities (Refer Note 19)	**3,731.27**	(848.00)	1,735.88	**4,619.15**
Non-current Borrowings including current maturities (Refer Note 18)	**499.02**	944.97	(9.51)	**1,434.48**

	As at April 1, 2022	Cash Flows	Non Cash Changes	As at March 31, 2023
Lease Liabilities (Refer Note 19)	**3,379.73**	(686.24)	1,037.78	**3,731.27**
Non-current Borrowings including current maturities (Refer Note 18)	**646.24**	(150.42)	3.20	**499.02**

The accompanying notes are an integral part of the Restated Financial Information.

The above statement should be read with the Annexure V - Summary of Material Accounting Policies and Other Explanatory Information, Annexure VI - Notes to the Restated Financial Information including Note - 34 - Statement of Restated Adjustments.

As per our report of even date

For Laxminiwas & Co
Chartered Accountants
Firm Registration No: 011168S

For and on behalf of the Board of directors
RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
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Managing Director
DIN: 01980976

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Membership No. 211762

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Company Secretary and Compliance Officer
Membership No. F8069

Place: Hyderabad
Date: August 13, 2025

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RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Notes to Restated Financial Information
Annexure V – Summary of Material Accounting Policies and Other Explanatory Information
(All amounts are in INR Millions, unless otherwise stated)

1.1 General Information

RSB Retail India Limited (hereinafter referred to as "the Company") (Formerly Known as R S Brothers Retail India Limited) is a Company incorporated under Indian Companies Act, 1956 on 31st May' 2008 (the erstwhile Act governing the companies) having its registered office at premises No.7-2-1740, Warehouse No.14&15, KSSP Warehousing Complex, Opposite to Sky Mall, Sanathnagar, Hyderabad-500018, Telangana, India.

The Company, 'RSB Retail India Limited' is engaged in the business of trading of textiles, garments and other allied business activities.

1.2 Basis of preparation of Restated Financial Information

a) Statement of compliance

The Restated Financial Information relates to the Company and has been approved by the Board of Directors of the Company at their meeting held on August 13, 2025 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offer ('IPO') of equity shares of face value of Rs. 2 each of the Company (referred to as the 'Offer'). The Restated Financial Information comprises of Restated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023 the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flow for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, the summary of material accounting policies and other explanatory information (collectively, the "Restated Financial Information").

The Restated Financial Information has been prepared by the Management of the Company to comply in all material respects 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 ('the SEBI ICDR Regulations') issued by the Securities and Exchange Board of India (the "SEBI"); and

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").

The Restated Financial Information of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the Restated Financial Information and other relevant provisions of the Act.

The Restated Financial Information have been compiled by the management from

a) The Audited Ind AS Financial Statements of the Company as of and for the year ended March 31, 2025 prepared in accordance with the Indian Accounting Standards (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 August 13, 2025.

b) The Audited Ind AS Financial Statements of the Company as of and for the year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards (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 September 25, 2024.

c) The Audited Special Purpose Ind AS Financial Statements of the Company as of and for the year ended March 31, 2023, prepared as per following basis:

   Audited Special Purpose Ind AS Financial Statements of the Company as of and for the year ended 31 March 2023, have been prepared by the management of the Company in accordance with Indian Accounting Standards (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 August 13, 2025.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information and are consistent with those adopted in the preparation of Financial Statements for the year ended March 31 2025.

These Restated Financial Information does not reflect the effects of events that occurred subsequent to the date of the board meeting held for approval of the respective financial information, as mentioned above.

The Restated Financial Information have been prepared so as to contain information/ disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

a) after incorporating adjustments for the changes in accounting policies, any material errors and regrouping/ reclassifications retrospectively in the financial year ended March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed as at and for the financial year ended March 31, 2025 and also by incorporating Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2023 as described in Note 34 to the Restated Financial Information

b) do not require any adjustment for qualification as there are no qualifications in the underlying audit reports.

b) Basis of Measurement

These Restated Financial Information have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

a) Certain financial assets and financial liabilities are measured either at fair value or at amortized cost depending on the classification;
b) Long-term borrowings are measured at amortized cost using the effective interest rate method and
c) Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation, and
d) Right-of-use assets are recognized at the present value of future lease payments. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs incurred, if any.

c) Functional and presentation currency

These Restated Financial Information are presented in Indian rupees, which is also the functional currency of the Company. All the financial information presented in Indian rupees has been rounded to the nearest Millions, up to two decimals, unless otherwise indicated.

d) Significant accounting judgements, estimates, and assumption

The preparation of these Restated Financial Information in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, the areas involving critical estimates or Judgment are:

Property, plant and equipment

The depreciation of property, plant and equipment is derived on determining of an asset's expected useful life and the expected residual value at the end of its life. The residual values of Company's assets are determined by management at the time of acquisition of asset and are reviewed periodically, including at each financial year end.

Impairment of financial and non-financial assets

Significant management judgement is required to determine the amounts of impairment loss on the financial and non-financial assets. The calculations of impairment loss are sensitive to underlying assumptions.

Tax provisions and contingencies

Significant management judgement is required to determine the amounts of tax provisions and contingencies. Deferred tax assets are recognized for unused tax losses and MAT credit entitlements to the extent it is probable that taxable profit will be available against which these losses and credit entitlements can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plans

The cost of the defined benefit plan and the present value of the obligation are determined using actuarial valuation. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using internal valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e) Current and noncurrent classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, presentation of financial statements.

An asset is classified as current when it satisfies any of the following criteria:

a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) It is expected to be realized within twelve months after the reporting date; or
d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

a) It is expected to be settled in the Company's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) It is due to be settled within twelve months after the reporting date; or
d) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, resultin its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as noncurrent.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. Deferred tax assets and liabilities are always disclosed as non- current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f) Fair value measurement

The Company 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 Company. 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 Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Financial Information are categorized 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 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 — Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognized in the Restated Financial Information on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

External valuers are involved, wherever considered necessary. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

2. Summary of material accounting policies

The following are the material accounting policies for the Company:

2.1 Property Plant & Equipment

Recognition and Measurement

The cost of an item of property, plant and equipment are recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Freehold land is carried at historical cost less any accumulated impairment losses.

Items of property, plant and equipment (including capital-work-in progress) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any.

Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part will be derecognized. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

An item of property, plant and equipment and any significant part initially recognized is derecognized 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 derecognized.

Capital work-in-progress (CWIP) includes cost of property, plant and equipment under installation/ under development, as at the balance sheet date. Expenditure/ Income during construction period is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Depreciation

Depreciation on Property, Plant and Equipment is provided using written down value method on depreciable amount. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. For assets acquired or disposed of during the year, depreciation is provided on pro rata basis. Land is not depreciated.

The useful life of Property Plant & Equipment as per Schedule II are as follows:

Type of Asset	Useful life in years
Plant and Machinery	15 Years
Office Equipment	5 Years
Electrical Fittings	10 Years
Furniture and fittings	10 Years
Motor vehicles (Motor cars)	8 Years
Motor vehicles (Motor Cycles, scooters and other mopeds)	10 Years
Buildings	30 Years
Computers	
End user devices, such as, desktops, laptops, etc.	3 Years

Value of Leasehold Improvements is depreciated over its useful life or lease term whichever is lower.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under other non-current assets. The cost of property, plant and equipment not ready to use before such a date are disclosed under capital work-in-progress.

2.2 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred.

Intangible assets are amortized over the useful life and assessed for impairment, whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset 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 amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss, unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Following initial recognition, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use.

Computer Software

The computer software is amortized on written down value method over the useful economic life of 6 years, as estimated by the management.

2.3 Investment Property

Properties that are held for long-term rental yields and/ or for capital appreciation are classified as investment properties. Investment properties are stated at cost of acquisition or construction less accumulated depreciation and impairment if any. Depreciation is recognized using the straight-line method so as to amortize the cost of investment properties over their useful lives as specified in Schedule II of the Companies Act 2013.

Transfers to or from investment properties are made at the carrying amount when and only when there is a change in use. An item of investment property is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of investment property is determined as the difference between the sales proceeds and the carrying amount of the property and is recognized in the Statement of Profit and Loss

2.4 Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists an estimate of the recoverable amount of the individual asset/cash generating unit is made.

Reversal of Impairment of Assets

An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.5 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.

a. financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost, if both of the following conditions are met: (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and (ii) 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 amortized cost using the effective interest rate (EIR) method. Amortized 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 amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company 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 Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of Financial Assets

The company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired.

b. financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value i.e., loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including cash credits.

Subsequent measurement

The measurement of financial liabilities depends on their classification.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss.

All other changes in fair value of such liability are recognized in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized 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 amortization is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. 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 recognized in the statement of profit and loss.

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the re-classification prospectively from the re-classification date, which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.6 Cash & Cash Equivalents

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, and other short-term deposits. For this purpose, "short-term" means investments having maturity of three months or less from the date of investment, and which are subject to an insignificant risk of change in value.

2.7 Revenue Recognition

The Company derives revenues primarily from sale of traded goods.

Revenue from contracts with customers is recognized on transfer of control of promised goods to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Revenue from sale of products is recognized when the control on the goods has been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the goods are delivered and on acceptance of such goods.

Sales are recognized when goods are supplied and control over the goods sold is transferred to the buyer which is on dispatch / delivery as per the terms of contracts. Sales are net of returns, trade discounts, and sales taxes / Goods and Service Tax (GST).

The Company carries on a cash and carry model and accordingly, payment against sale of goods is receipt at the time of sale itself. Further, there are no financing component in the contract with customer and no variable consideration are involved in the transaction price.

2.8 Inventories

Inventories are valued at the lower of cost and net realizable value.

Cost of inventories includes expenditure incurred in acquiring the inventories and other costs such as freight incurred in bringing them to their present location and condition. Costs of inventories are determined on FIFO method.

Net realizable value represents the estimated selling price for inventories less all costs necessary to make the sale.

As a part of periodic inventory reconciliations, adjustments for stock variances identified due to stock transfers from warehouse to store locations (in transit) will be made in inventory valuation. Such adjustments are recorded based on reconciliation records to ensure an accurate representation of inventory balances.

2.9 Employee Benefits

Short term employee benefits

All employee benefits payable wholly within twelve months after the end of the reporting period in which the employees render the related services, are classified as short-term employee benefits. Benefits such as salaries, wages, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Defined contribution plans

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered the service entitling them to the contributions.

Contribution as per Employee's Provident Funds and Miscellaneous Provisions Act 1952 towards Provident Fund are provided for and payments in respect thereof are made to the relevant authorities on actual basis.

Short term employee benefits are recognized on an undiscounted basis whereas long term employee benefits are recognized on a discounted basis.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognized in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognized in OCI is reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss. Past service cost is recognized in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Other long-term employee benefits

The Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

2.10 Provisions, contingent liabilities and contingent assets

Provisions

A provision is recognized in the statement of profit and loss if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value ofmoney and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities and contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized in the Restated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

2.11 Tax Expenses

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in Other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax base used in the computation of taxable profit.

Deferred tax liabilities and assets are recognized for all taxable temporary differences and deductible temporary differences.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized 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 assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section of Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The Company as lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset or the present value of the lease payments amounts to at least substantially all of the fair value of the underlying asset at the inception date.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

Amounts due from lessees under a finance lease are recognized as receivables at an amount equal to the net investment in the leased assets. Finance lease income is allocated to the periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the finance lease.

The Company applies the derecognition and impairment requirements in Ind AS 109 to the net investment in the lease. The Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of “other income”.

2.13 Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

2.14 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker. The Chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure VI - Notes to Restated Financial Information
(All amounts are in INR Millions, unless otherwise stated)

3 Property, plant and equipment

	Land	Buildings	Leasehold Improvements	Plant & Machinery	Office Equipment	Electrical Fittings	Furniture and fittings	Motor vehicles	Computers	Total
Balance as at 01 April 2022	**130.66**	**503.11**	**38.03**	**195.98**	**9.64**	**255.15**	**762.09**	**77.79**	**25.57**	**1,998.02**
Additions during the year	-	10.18	0.02	59.27	3.67	93.19	329.96	200.11	32.59	728.99
Disposals / adjustments during the year	-	(364.32)	-	-	-	(4.13)	(3.97)	(19.08)	-	(391.50)
Balance as at 31 March 2023	**130.66**	**148.97**	**38.05**	**255.25**	**13.31**	**344.21**	**1,088.08**	**258.82**	**58.16**	**2,335.52**
Additions during the year	5.25	180.08	159.07	170.62	9.47	191.02	593.11	66.10	27.86	1,402.58
Disposals / adjustments during the year	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2024	**135.91**	**329.05**	**197.12**	**425.87**	**22.78**	**535.23**	**1,681.19**	**324.92**	**86.02**	**3,738.09**
Additions during the year	187.02	48.14	510.89	212.95	9.30	271.74	380.16	101.03	31.06	1,752.30
Disposals / adjustments during the period	-	-	(0.13)	(7.40)	-	(30.38)	(101.03)	(16.54)	-	(155.49)
Balance as at 31 March 2025	**322.93**	**377.20**	**707.88**	**631.42**	**32.08**	**776.59**	**1,960.31**	**409.40**	**117.08**	**5,334.90**
Accumulated depreciation										
As at 01 April 2022	**-**	**47.74**	**5.43**	**31.40**	**3.13**	**56.80**	**166.59**	**3.09**	**12.78**	**326.96**
Charge for the year	-	31.77	4.92	34.87	3.92	63.08	195.07	46.16	14.42	394.21
Deletions/Disposals	-	(77.21)	-	-	-	(1.07)	(0.81)	(16.78)	-	(95.87)
As at 31 March 2023	**-**	**2.30**	**10.35**	**66.27**	**7.05**	**118.81**	**360.85**	**32.47**	**27.20**	**625.30**
Charge for the year	-	16.46	17.48	49.17	4.87	82.45	265.94	73.94	27.21	537.52
Deletions/Disposals	-	-	-	-	-	-	-	-	-	-
As at 31 March 2024	**-**	**18.76**	**27.82**	**115.44**	**11.92**	**201.26**	**626.79**	**106.41**	**54.41**	**1,162.81**
Charge for the period	-	27.85	60.83	71.00	6.88	115.43	312.70	84.90	27.88	707.47
Deletions/Disposals	-	-	(0.11)	(3.28)	-	(14.34)	(56.93)	(15.11)	-	(89.77)
As at 31 March 2025	**-**	**46.61**	**88.54**	**183.16**	**18.80**	**302.35**	**882.56**	**176.20**	**82.29**	**1,780.52**
Net book value										
As at 31 March 2023	130.66	146.67	27.71	188.98	6.26	225.40	727.23	226.35	30.96	**1,710.22**
As at 31 March 2024	135.91	310.29	169.30	310.43	10.86	333.97	1,054.40	218.51	31.61	**2,575.28**
As at 31 March 2025	322.93	330.59	619.34	448.27	13.28	474.24	1,077.75	233.20	34.79	**3,554.39**

Note:

(i) Refer note 37(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment

(ii) Refer note 18 for details of property, plant and equipment on which charge has been created.

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
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4 Capital Work In Progress

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Capital Work In Progress	126.36	81.49	93.71
	126.36	**81.49**	**93.71**

Ageing - Capital Work In Progress
Projects in progress

	Amount in Capital Work In Progress for a period				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
31 March 2025	126.36	-	-	-	**126.36**
31 March 2024	81.49	-	-	-	**81.49**
31 March 2023	93.71	-	-	-	**93.71**

Note:
(i) There are no projects as Capital Work in Progress as at 31 March 2025, 31 March 2024 and 31 March 2023 whose completion is overdue or cost of which has exceeded in comparison to its original plan.
(ii) Capital Work-in-Progress represents Capital expenditure incurred by the Company in respect of new stores that are yet to commence operations as at the reporting date.

5 Right-of-use assets

Particulars	Leasehold Building	Total
Balance as at 01 April 2022	**3,616.36**	**3,616.36**
Additions for the year	740.19	740.19
Disposals for the year	-	-
Balance as at 31 March 2023	**4,356.55**	**4,356.55**
Additions for the year	1,337.83	1,337.83
Disposals for the year	-	-
Balance as at 31 March 2024	**5,694.38**	**5,694.38**
Additions for the year	3,343.10	3,343.10
Disposals for the year	(3.63)	(3.63)
Balance as at 31 March 2025	**9,033.85**	**9,033.85**
Accumulated depreciation		
As at 01 April 2022	**478.73**	**478.73**
Charge for the year	526.19	526.19
As at 31 March 2023	**1,004.92**	**1,004.92**
Charge for the year	632.77	632.77
As at 31 March 2024	**1,637.69**	**1,637.69**
Charge for the year	727.86	727.86
As at 31 March 2025	**2,365.55**	**2,365.55**
Net book value		
As at 31 March 2023	**3,351.63**	**3,351.63**
As at 31 March 2024	**4,056.69**	**4,056.69**
As at 31 March 2025	**6,668.30**	**6,668.30**

Note:

The Company has entered into lease agreements for all its leased properties, and the lease deeds have been executed in the name of the Company. However, a few of these lease deeds have not yet been registered with the appropriate statutory authorities as at the reporting date.

The management has initiated the necessary procedures for registration. Based on the assessment of the management, the non-registration of these lease deeds does not have any material impact on the carrying value of the ROU assets recognized or the operations of the Company.

6 Investment Property

Particulars	Land	Total
Balance as at 01 April 2022	**525.79**	**525.79**
Additions during the year	-	-
Disposals / adjustments during the year	-	-
Balance as at 31 March 2023	**525.79**	**525.79**
Additions during the year	-	-
Disposals / adjustments during the year	-	-
Balance as at 31 March 2024	**525.79**	**525.79**
Additions during the year	**-**	**-**
Disposals / adjustments during the year	**-**	**-**
Balance as at 31 March 2025	**525.79**	**525.79**
Accumulated depreciation		
As at 01 April 2022	**-**	**-**
Charge for the year	-	-
Deletions/Disposals	-	-
As at 31 March 2023	**-**	**-**
Charge for the year	-	-
Deletions/Disposals	-	-
As at 31 March 2024	**-**	**-**
Charge for the year	-	-
Deletions/Disposals	-	-
As at 31 March 2025	**-**	**-**
Net carrying amount		
As at 31 March 2023	525.79	525.79
As at 31 March 2024	525.79	525.79
As at 31 March 2025	525.79	525.79

Note :
The Company has obtained an independent valuation for its investment property as at 31 March 2025. The valuation has been carried out considering the best estimate of fair value based on current prices in an active market for similar properties. Accordingly, the fair value of the investment property as at 31 March 2025 is Rs. 1,339.38 Mn.

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7 Intangible assets

Particulars	Software	Total
Balance as at 01 April 2022	**20.12**	**20.12**
Additions during the year	7.58	7.58
Disposals for the year	-	-
Balance as at 31 March 2023	**27.70**	**27.70**
Additions during the year	16.46	16.46
Disposals for the year	-	-
Balance as at 31 March 2024	**44.16**	**44.16**
Additions during the year	12.13	12.13
Disposals for the year	-	-
Balance as at 31 March 2025	**56.29**	**56.29**
Accumulated amortisation		
As at 01 April 2022	**6.75**	**6.75**
Charge for the year	6.64	6.64
Accumulated amortisation on Disposals	-	-
As at 31 March 2023	**13.39**	**13.39**
Charge for the year	9.34	9.34
Accumulated amortisation on Disposals	-	-
As at 31 March 2024	**22.73**	**22.73**
Additions during the year	10.40	**10.40**
Disposals for the year	-	-
As at 31 March 2025	**33.13**	**33.13**
Net Block		
As at 31 March 2023	**14.31**	**14.31**
As at 31 March 2024	**21.43**	**21.43**
As at 31 March 2025	**23.16**	**23.16**

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8 Other financial assets

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(i) Non current			
Bank deposits with remaining maturity period greater than 12 months	190.57	61.91	0.65
Finance lease receivables (net)	288.81	260.95	220.35
Security deposits			
With lessor	492.87	382.50	291.22
Unsecured, considered doubtful	1.10	1.10	1.10
With suppliers	5.37	2.96	3.57
Total	**978.72**	**709.42**	**516.89**
(ii) Current			
Loans to employees	146.14	116.03	83.04
Finance lease receivables (net)	87.55	95.50	84.64
Insurance claim receivable	19.13		
Interest accrued on fixed deposits	5.34	10.78	-
Total	**258.16**	**222.31**	**167.68**

9 Other non current assets

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Capital advances*	1,116.35	386.05	386.05
Deposits with government bodies	59.10	50.87	37.60
	1,175.45	**436.92**	**423.65**

***** Including capital advances with related parties amounting to Rs. 297.5 Mn as at 31 March 2025, 31 March 2024 and 31 March 2023 (*refer note no 40)*.

10 Deferred tax assets (net)

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred tax assets / (liabilities), net			
On Fixed Assets	278.99	225.71	189.75
On ROU Asset	178.60	141.56	95.55
On Finance Lease Receivable	(94.72)	(89.72)	(76.76)
On Security Deposit (Lease)	67.41	46.48	36.50
On Term Loans from Bank	(2.03)	(1.21)	1.18
On Deferred Income	(0.13)	(0.11)	(0.09)
On Provision for Gratuity	61.52	51.51	43.05
	489.64	**374.22**	**289.18**

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The following is the analysis of deferred tax assets/(liabilities), net, recognised in the Statement of profit and loss ("SPL") and OCI:

	As at 01 April 2024	(Charged) / credited to SPL	(Charged) / credited to OCI	As at 31 March 2025
On Fixed Assets	225.71	53.28	-	278.99
On ROU Asset	141.56	37.04	-	178.60
On Finance Lease Receivable	(89.72)	(5.00)	-	(94.72)
On Security Deposit (Lease)	46.48	20.93	-	67.41
On Term Loans from Bank	(1.21)	(0.82)	-	(2.03)
On Deferred Income	(0.11)	(0.02)	-	(0.13)
On Provision for Gratuity	51.51	12.58	(2.57)	61.52
	374.22	**117.99**	**(2.57)**	**489.64**

	As at 01 April 2023	(Charged) / credited to SPL	(Charged) / credited to OCI	As at 31 March 2024
On Fixed Assets	189.75	35.96	-	225.71
On ROU Asset	95.55	46.01	-	141.56
On Finance Lease Receivable	(76.76)	(12.96)	-	(89.72)
On Security Deposit (Lease)	36.50	9.98	-	46.48
On Term Loans from Bank	1.18	(2.39)	-	(1.21)
On Deferred Income	(0.09)	(0.02)	-	(0.11)
On Provision for Gratuity	43.05	11.03	(2.57)	51.51
	289.18	**87.61**	**(2.57)**	**374.22**

	As at 01 April 2022	(Charged) / credited to SPL	(Charged) / credited to OCI	As at 31 March 2023
On Fixed Assets	155.83	33.92	-	189.75
On ROU Asset	60.93	34.62	-	95.55
On Finance Lease Receivable	(83.54)	6.78	-	(76.76)
On Security Deposit (Lease)	33.37	3.13	-	36.50
On Term Loans from Bank	0.37	0.81	-	1.18
On Deferred Income	(0.05)	(0.04)	-	(0.09)
On Provision for Gratuity	34.72	7.73	0.60	43.05
	201.63	**86.95**	**0.60**	**289.18**

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11 Inventories

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Stock-in-trade (lower of cost and net realisable value)	5,718.08	5,147.15	4,443.54
	5,718.08	**5,147.15**	**4,443.54**

As a part of periodic inventory reconciliations, adjustments for stock variances identified due to stock transfers from warehouse to store locations (in transit) are made in inventory. Such adjustments are recorded based on reconciliation records and in compliance with the Company's accounting policy to ensure an accurate representation of inventory balances.

Note : The above inventories have been hypothecated for the loans taken by the Company. For details, Refer note 18.

12 Trade receivables

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good	39.38	244.87	285.19
Less: Allowance against expected credit loss	-	-	-
	39.38	**244.87**	**285.19**

(a) **Trade receivables ageing:**

As at 31 March 2025

		Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables - considered good	-	35.57	0.18	3.05	0.59	-	**39.38**
(ii)	Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv)	Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v)	Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
		-	**35.57**	**0.18**	**3.05**	**0.59**	**-**	**39.38**

As at 31 March 2024

		Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables - considered good	-	244.60	0.13	0.14	-	-	**244.87**
(ii)	Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv)	Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v)	Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
		-	**244.60**	**0.13**	**0.14**	**-**	**-**	**244.87**

As at 31 March 2023

		Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i)	Undisputed trade receivables - considered good	-	285.07	0.12	-	-	-	**285.19**
(ii)	Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv)	Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v)	Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
		-	**285.07**	**0.12**	**-**	**-**	**-**	**285.19**

Note :
(i) There are no disputed receivables outstanding as at 31 March 2025, 31 March 2024 and 31 March 2023.
(ii) Receivables include amounts outstanding from related parties amounting to Rs. 21.58 Mn as at 31 March 2025 (31 March 2024: Rs. 221.81 Mn; 31 March 2023: Rs. 260.33 Mn).

(b) Movement in the allowance for trade receivables for the year ended 31 March 2025, 31 March 2024 and 31 March 2023 is as follows:

	31 March 2025	31 March 2024	31 March 2023
Opening balance at beginning of the year	39.21	39.21	-
Provision made/(reversed) during the year	-	-	-
Bad debts written off during the year	0.49	-	39.21
Closing balance at end of the year	**39.70**	**39.21**	**39.21**

13 Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Cash on hand	88.08	110.40	29.84
Balances with banks			
- In Current accounts	32.25	231.69	115.42
Credit card receivables	128.45	114.14	17.02
Total	**248.78**	**456.23**	**162.28**

Cash and cash equivalent balances don't include any amounts which are not available for use by the Company.

14 Bank balances other than cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Bank deposits with original maturity of more than 3 months and remaining maturity of less than 12 months	114.19	374.23	-
	114.19	**374.23**	**-**

15 Other current assets

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balances with statutory authorities	64.76	117.20	65.06
Prepaid expenses	56.47	33.45	18.71
Advances to supplier	108.05	-	-
IPO Expenses	22.43	-	-
Other Receivables*	61.22	-	-
Total	**312.93**	**150.65**	**83.77**

*Other receivables includes consideration receivable from asset transfer and Rent receivables.

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16 Equity share capital

	As at 31 March 2025 Amount	As at 31 March 2024 Amount	As at 31 March 2023 Amount
Authorised share capital			
750,000,000 Equity shares of Rs.2 each (31 March 2024: 100,000,000 Equity shares; 31 March 2023: 9,000,000 Equity shares of Rs.10 each)	1,500.00	1,000.00	90.00
Issued, subscribed and fully paid up			
283,850,000 Equity shares of Rs.2 each (31 March 2024: 8,110,000 Equity shares; 31 March 2023: 8,110,000 Equity shares Rs.10 each)	567.70	81.10	81.10
	567.70	**81.10**	**81.10**

(i) Reconciliation of the authorised share capital at the beginning and at the end of the year:

	31 March 2025		31 March 2024		31 March 2023	
	Number	Amount	Number	Amount	Number	Amount
Outstanding at the beginning of the year	10,00,00,000	1,000.00	90,00,000	90.00	90,00,000	90.00
Changes during the year due to additions made (Refer note :b for 31 March 2025; note :a for 31 March 2024)	5,00,00,000	500.00	9,10,00,000	910.00	-	-
Changes during the year due to Split (Refer note :c)	60,00,00,000	-				
Outstanding at the end of the year	75,00,00,000	1,500.00	10,00,00,000	1,000.00	90,00,000	90.00

a) The Company has increased the authorised share capital from Rs. 90,000,000 divided into 9,000,000 Equity Shares of face value of Rs.10 each to Rs.1,000,000,000 divided into 100,000,000 Equity Shares of face value of Rs. 10 each, pursuant to a ordinary resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 18, 2024.

b) The Company further increased the authorised share capital from Rs. 1,000,000,000 divided into 100,000,000 Equity Shares of face value of Rs. 10 each to Rs. 1,500,000,000 divided into 150,000,000 Equity Shares of face value of Rs. 10 each, pursuant to a ordinary resolution passed in the extraordinary general meeting of the shareholders of the Company held on January 21, 2025.

c) Sub-division of the Authorised Share Capital consisting of 150,000,000 equity shares of the Company having face value of 10 each into 750,000,000 equity shares of face value of 2 each w.e.f., February 27, 2025 resulting in increase of 600,000,000 shares.without altering the aggregate amount of the same.

(ii) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

	31 March 2025		31 March 2024		31 March 2023	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of ₹2 each (31 March 2024: Equity shares of ₹10 each, 31 March 2023: Equity shares of ₹10 each)						
Balance at the beginning of the year	81,10,000	81.10	81,10,000	81.10	81,10,000	81.10
Add: Impact of shares split (Refer note :d)	3,24,40,000	-	-	-	-	-
Add: Issue of bonus shares (Refer note :e)	24,33,00,000	486.60	-	-	-	-
Less: Buy back of shares during the year	-	-	-	-	-	-
Balance at the end of the year	**28,38,50,000**	**567.70**	**81,10,000**	**81.10**	**81,10,000**	**81.10**

d) Pursuant to a resolution passed by the Board of Directors and Shareholders of the Company dated February 27, 2025 and March 01, 2025 respectively, each equity shares of face value of Rs 10 each of the Company has been split into five Equity Shares of face value of Rs 2 each. Accordingly, the issued, subscribed and paid up capital of the Company has been sub-divided from 8,110,000 equity shares of face value of Rs 10 each to 40,550,000 Equity Shares of face value of Rs 2 each.

e) The Company has allotted 243,300,000 equity shares of face value of Rs.2 each as bonus shares in proportion of 6 new bonus equity shares of face value of Rs 2 each for every one equity share of face value of Rs. 2 each. This bonus issue has been approved by the Board of Directors and Shareholders of the Company on February 27, 2025 and March 01, 2025 respectively.

(iii) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of issued, subscribed and paid up equity shares having a par value of ₹2 each per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the period ended 31 March 2025, no dividend is declared by the Board of Directors (31 March 2024 : NIL and 31 March 2023 : NIL).

(iv) Details of shareholders holding more than 5% shares in the Company:

Name of the equity shareholders	31 March 2025		31 March 2024		31 March 2023	
	Number	% holding	Number	% holding	Number	% holding
Potti Venkateswarlu	2,55,46,500	9.00%	7,29,900	9.00%	24,33,000	30.00%
Seerna Rajamouli	2,55,46,500	9.00%	7,29,900	9.00%	16,22,000	20.00%
Tiruveedhula Prasada Rao	2,27,08,000	8.00%	6,48,800	8.00%	16,22,000	20.00%
Gourishetty Lalitha	2,55,46,500	9.00%	8,11,000	10.00%	8,11,000	10.00%
Potti Malathi Lakshmi Kumari	2,27,08,000	8.00%	16,22,000	20.00%	16,22,000	20.00%
Potti Venkata Sai Abhinay	2,55,46,500	9.00%	7,29,900	9.00%	-	0.00%
Maturu Venkata Lakshmi Sindhu	1,41,92,500	5.00%	4,05,500	5.00%	-	0.00%
Potti Venkata Lakshmi Spandana	1,41,92,500	5.00%	4,05,500	5.00%	-	0.00%
Seerna Suresh	2,55,46,500	9.00%	7,29,900	9.00%	-	0.00%
Tiruveedhula Rakesh	1,70,31,000	6.00%	4,86,600	6.00%	-	0.00%
Tiruveedhula Keshav Gupta	1,70,31,000	6.00%	4,86,600	6.00%	-	0.00%
Potti Rachana Sree	1,70,31,000	6.00%	-	0.00%	-	0.00%
Potti Venkata Lakshmi Greeshma	1,70,31,000	6.00%	-	0.00%	-	0.00%
	26,96,57,500	**95.00%**	**77,85,600**	**96.00%**	**81,10,000**	**100.00%**

(v) Details of shareholding of promoters:

Name of promoter *	31 March 2025		31 March 2024		
	Number	% holding	No of shares	% holding	% of change during the year
Potti Venkateswarlu	2,55,46,500	9.00%	7,29,900	9.00%	0.00%
Seerna Rajamouli	2,55,46,500	9.00%	7,29,900	9.00%	0.00%
Potti Malathi Lakshmi Kumari	-	0.00%	16,22,000	20.00%	-20.00%
Tiruveedhula Prasada Rao	2,27,08,000	8.00%	6,48,800	8.00%	0.00%
Gourishetty Lalitha	-	0.00%	8,11,000	10.00%	-10.00%
Maturu Venkata Lakshmi Sindhu	-	0.00%	4,05,500	5.00%	-5.00%
Potti Venkata Lakshmi Spandana	-	0.00%	4,05,500	5.00%	-5.00%
Potti Venkata Sai Abhinay	2,55,46,500	9.00%	7,29,900	9.00%	0.00%
Seerna Suresh	2,55,46,500	9.00%	7,29,900	9.00%	0.00%
Tiruveedhula Rakesh	1,70,31,000	6.00%	4,86,600	6.00%	0.00%
Tiruveedhula Keshav Gupta	1,70,31,000	6.00%	4,86,600	6.00%	0.00%
Potti Venkata Sujatha	-	0.00%	1,62,200	2.00%	-2.00%
Seerna Suvama	-	0.00%	1,62,200	2.00%	-2.00%
	15,89,56,000	**56.00%**	**81,10,000**	**100.00%**	**-44.00%**

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	31 March 2024		31 March 2023		
	Number	**% holding**	**No of shares**	**% holding**	**% of change during the year**
Potti Venkateswarlu	7,29,900	9.00%	24,33,000	30.00%	-21.00%
Seerna Rajamouli	7,29,900	9.00%	16,22,000	20.00%	-11.00%
Potti Malathi Lakshmi Kumari	16,22,000	20.00%	16,22,000	20.00%	0.00%
Tiruveedhula Prasada Rao	6,48,800	8.00%	16,22,000	20.00%	-12.00%
Gourishetty Lalitha	8,11,000	10.00%	8,11,000	10.00%	0.00%
Maturu Venkata Lakshmi Sindhu	4,05,500	5.00%	-	0.00%	5.00%
Potti Venkata Lakshmi Spandana	4,05,500	5.00%	-	0.00%	5.00%
Potti Venkata Sai Abhinay	7,29,900	9.00%	-	0.00%	9.00%
Seerna Suresh	7,29,900	9.00%	-	0.00%	9.00%
Tiruveedhula Rakesh	4,86,600	6.00%	-	0.00%	6.00%
Tiruveedhula Keshav Gupta	4,86,600	6.00%	-	0.00%	6.00%
Potti Venkata Sujatha	1,62,200	2.00%	-	0.00%	2.00%
Seerna Suvama	1,62,200	2.00%	-	0.00%	2.00%
	81,10,000	**100%**	**81,10,000**	**100%**	**0%**

	31 March 2023		31 March 2022		
	Number	**% holding**	**Number**	**% holding**	**% of change during the year**
Potti Venkateswarlu	24,33,000	30.00%	24,33,000	30.00%	0.00%
Seerna Rajamouli	16,22,000	20.00%	16,22,000	20.00%	0.00%
Potti Malathi Lakshmi Kumari	16,22,000	20.00%	16,22,000	20.00%	0.00%
Tiruveedhula Prasada Rao	16,22,000	20.00%	16,22,000	20.00%	0.00%
Gourishetty Lalitha	8,11,000	10.00%	8,11,000	10.00%	0.00%
	81,10,000	**100.00%**	**81,10,000**	**100.00%**	**0.00%**

*Details of promoters are identified based on the information submitted in the Annual Returns, to be filed in accordance with the provisions of Section 92 of the Companies Act, 2013.

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17 Other equity

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Reserve and surplus			
Opening balance	3,443.96	2,827.15	2,148.94
Profit for the year	1,044.21	616.74	678.21
Less: Amount utilised for bonus issue (Refer note 16(ii)(e))	(486.60)		
Add: Adjustments on account of transition to Ind AS	-	-	-
Add: Loyalty rewards written off in the books	-	0.07	-
Closing balance	**4,001.57**	**3,443.96**	**2,827.15**
Other comprehensive income			
Re-measurement gains/ (losses) on defined benefit plans net of tax			
Opening balance	(7.99)	(15.63)	(13.84)
Re-measurement gains on defined benefit plans (net of taxes)	7.65	7.64	(1.79)
Closing balance	**(0.34)**	**(7.99)**	**(15.63)**
Retained earnings	4,001.57	3,443.96	2,827.15
Other comprehensive income	(0.34)	(7.99)	(15.63)
Total other equity	**4,001.23**	**3,435.97**	**2,811.52**

Retained earnings: Retained earnings comprise of accumulated undistributed profits/(losses) after taxes

Remeasurement gain/(loss) on defined benefit plans : The cumulative balances of gains/(losses) arising on remeasurement of defined benefit plan is accumulated and recognised within this component of other comprehensive income. This item will not be reclassified subsequently to statement of profit and loss.

18 Borrowings

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(i) **Non-current**			
Secured			
Term Loans from banks	1,516.85	1,001.13	161.09
Loans from non banking financial institutions	120.33	115.22	154.42
	1,637.18	**1,116.35**	**315.51**
(ii) **Current**			
Working capital loans from banks	1,211.43	1,110.06	744.32
Current maturities of non-current loans	484.79	318.13	183.51
Unsecured loans	16.92	12.75	23.02
	1,713.14	**1,440.94**	**950.85**

Foot note

Details of nature of security and terms of repayment for non current and current borrowings -

A. SBI Bank Working Capital and Term Loan: The above loan from Bank includes, Cash Credit and Term Loan from SBI which is secured by Primary and Collateral Securities as detailed below. Cash Credit (including Working Capital Loan) is sanctioned for Rs. 750 Mn at interest rate based on the Credit Risk Assessment, ECR of the borrower and the MCLR at its discretion. The GECL Term Loan Sanctioned Rs. 124.4 Mn and repayable in 48 equated monthly installments of Rs. 2.59 Mn (excluding interest) commencing from February 2022 at interest rate of 6 months MCLR linked + Spread of 0.35%.

Primary Security :

1. Pari-Passu first charge by way of Hypothecation of entire current assets of the company, both present and future, with other WC lenders/Banks.
2. Extension of charge (2nd charge) on the entire current assets of the company, both present and future.

Collateral Security : Exclusive first charge by way of mortgage of immovable properties/ assets listed below:

A. i). 850 sq. yards of land and building thereon bearing H No 4-1-372, 4-1-373, 4-1-374, 4-1-382 and 4-1-383 situated at Abids, Hyderabad belonging to Sri Venkateswara Enterprises represented by Shri. P Venkateswarlu, Shri. S Raja Mouli, Shri. P Satyanarayana, Shri. T Prasada Rao, Smt. P V Sujatha and Smt. S Suvarna (Holding 95 sq. yds each), Smt. P M L Kumari and Smt. T V S Padmavathi (Holding 75 sq. yds each). Shri. P. Venkateswarlu (HUF) and Shri. S. Rajamouli (HUF) (Holding 65 Sq. yds each). Total Extent: 850 sq. yards.

A. ii). Building bearing MCH Nos. 4-1-372, 373 and 374 known as Das Estate, Abids, Hyderabad - 500001 with built up area of 960 Sq. ft. with undivided share of land admeasuring 42.36 Sq. yards. situated at Abids, Hyderabad belonging to Shri P. Venkateswarlu s/o Bapa Rao, Shri S. Raja Mouli s/o Vishwanatham, Shri. T.Prasad Rao s/o Krishna Murthy and Shri. P. Satyanarayana s/o Bapa Rao.

A. iii). EM of Plot no. 307 with building thereon situated at Jubilee Hills Cooperative building layout, Survey. No. 403/1, New 120, Shaikpet Village at Survey no 102/1, Hakimpet, Golconda, Hyderabad standing in the name of Shri S Rajamouli. admeasuring 1194 Sq. yards.

A. iv). First Charge on unencumbered fixed assets of the company.

A. v). Cash collateral in form of Fixed Deposits to the tune of Rs. 80.00 Mn in the name of the company. Lien will be marked on the fixed deposit.

Personal Guarantee :

Sirna Rajamouli, Sujatha Potti, Tiruveedhula Keshav Gupta, Venkateswarlu Potti, Prasada Rao Tiruvidula, Suvarna Seerna, Malathi Potti, Rakesh Tiruveedhula

B. ICICI Bank Working Capital and Term Loan: The above loan from Bank includes, Cash Credit and Term Loans from ICICI Bank which is secured by primary and collateral securities as detailed below. Cash Credit (including Working Capital Loan) is sanctioned for Rs. 250.00 Mn at interest rate of 6 months MCLR. Term Loan is sanctioned at Rs. 500.00 Mn and repayable in 60 monthly instalments of Rs. 8.33 Mn (excluding interest) commencing from December 2023 at an interest rate of 1 year MCLR + Spread of 0.20%. And another Term Loan sanctioned at Rs. 400.00 Mn and disbursed at Rs. 350.00 Mn which is repayable in 60 monthly installments of Rs. 5.83 Mn (excluding interest) commencing from March 2025 at an interest rate of 1 year MCLR + spread of 0.10%.

Primary Security :
1. Current Assets - First Paripassu Charge
2. Movable Fixed Assets - First Paripassu Charge

Collateral Security :
1. Fixed Deposits - Exclusive Charge
2. Immovable Fixed Assets - Exclusive Charge

Personal Guarantee :
Seerna Raja Mouli, Tiruveedhula Prasada Rao, Venkateswarlu Potti, P Malathi Lakshmi Kumari

C. CANARA Bank Working Capital and Term Loan: The above loan from Bank includes, Cash Credit and Term Loan from CANARA Bank which is secured by primary and collateral securities as detailed below. Cash Credit is sanctioned for Rs. 350.00 Mn at interest rate of 1 year MCLR. The Term Loan is at sanctioned Rs. 450.00 Mn, of which Rs. 334.47 Mn has been disbursed, which is repayable in 48 monthly instalments of Rs. 6.97 Mn (excluding interest) (excluding interest) commencing from June 2024 at an interest rate of 1 year MCLR.

Primary Security :
1. Stocks of all kinds in all showrooms of the company - First Paripassu Charge under MBA
2. Exclusive charge by way of hypothecation of Showcases, Furniture & Fixtures and other fixed assets of showrooms financed by us.

Collateral Security :
1. MODTD of Open plot admeasuring 8552 sq.yards situated at Sanath Nagar Industrial Estate, Hyderabad in the name of the company.

Personal Guarantee :
T Prasada Rao, S Rajamouli, P Venkateswarlu, Rakesh Tiruveedhula, Seerna Suresh, Keshav Gupta Tiruveedhula, Venkata Sai Abhinay Potti

D. HDFC Bank Working Capital : The above loan from Bank includes, Cash Credit (including Working Capital Loan) from HDFC Bank which is secured by primary securities as detailed below. The Cash Credit is sanctioned at Rs. 150.00 Mn at an interest rate of 9.00%.

Primary Security :
1. Book Debts ~ First Paripassu charge on Book Debts both present and future under multiple banking arrangement with SBI
2. Stocks / Inventory ~ First Paripassu charge on Stocks both present and future under multiple banking arrangement with SBI.
3. Commercial Property: Exclusive Charged Commercial property Unit No. 2, 3, 4, 6, Ground Floor, Unit No. 1 & 2, 1st Floor, Part of Unit No.1 & Part of Unit No.2 2nd Floor, Imperial Towers, GHMC No. 7-1-617/A,615 and 616, Sy No. 238 Part and 242 Part, Ameerpet, Hyderabad, Telangana 500082 in the name of Mr.Potti Venkateswarlu, Mr.Seerna Rajamouli, Mrs. Malathi Lakshmi Kumari, Mr. Potti & Mr. Tiruveedhula Prasada Rao.
4. Furniture and fixtures - Exclusive charge on fixed assets

Personal Guarantee :
Mr. Venkateswarlu Potti, Mr. Tiruveedhula Prasada Rao, Mr.Seerna Raja Mouli, Mrs Malathi Lakshmi Kumari

E. HDFC Bank Term Loan : The above loan from Bank includes, Term Loan from HDFC Bank which is secured by primary securities as detailed below. The Term Loan is sanctioned at Rs. 300.00 Mn, repayable in 84 monthly instalments of Rs. 4.87 Mn, commencing from July'2024 at an interest rate of Policy Repo Rate (Reference Rate) and Spread of 2.8%.

Primary Security:

Commercial Property:
All that part and parcel of commercial space Unit No. 101, 102, 103 and 104 in the Stilt Floor, Unit No. 201, 202, 203 and 204 in the Ground Floor, Unit No. 301, 302, 303 and 304 in the First Floor, Unit No. 401 in the Second Floor and Unit No. 501 in the Third Floor; with proportionate undivided share of land admeasuring 1760.09 Sq. yards out of the total extent of 3267 Sq. yards of GHMC No. 11-13-1428/8, 11-13-1428/9, 11-13-1428/12, 11-13-1428/13 and 11-12-1428/14, on Plot Nos. 8, 9 and 10, in Survey No. 7/C, Ward No. 11, Block No. 13, Situated at NH-9, Margadarshi Colony of Saroor Nagar Village, Saroor Nagar Revenue Mandal, Ranga Reddy District, Under GHMC, L.B. Nagar Circle, Telangana State.

F. HDFC Bank Term Loan : The above loan from Bank includes, Term Loan from HDFC Bank which is secured by primary securities as detailed below. The Term Loan is sanctioned at Rs. 32.3 Mn, repayable in 84 monthly instalments of Rs. 0.53 Mn commencing from December'24 at an interest rate of Policy Repo Rate (Reference Rate) and Spread of 3%.

Primary Security

Commercial Property: Commercial property at S R Nagar of 4625 Sq. Fts Unit No.104 on the First Floor in IMPERIAL TOWERS with an undivided share of land measuring 115 sq. yards out of total land of 5778 sq. yards in GHMC Nos. 7-1-617/A, 7-1-615 and 7-1-616 in Sy Nos 238(P) and 242 (P) situated at Ameerpet, Hyderabad, Telangana State.

G. HDFC Bank Term Loan : The above loan from Bank includes, Term Loan from HDFC Bank which is secured by securities and guarantees as detailed below. The Term Loan is sanctioned at Rs. 433.12 Mn, repayable in 5 years commencing from February'25 at an interest rate of 9%.

Primary Security :

1. Furniture And Fixture - Exclusive charge on fixed assets.

2. Property: Exclusively charged Commercial property Unit No. 2, 3, 4, 6, Ground Floor, Unit No. 1 & 2, 1st Floor, Part of Unit No.1 & Part of Unit No.2 2nd Floor, Imperial Towers, GHMC No. 7-1-617/A,615 and 616, Sy No. 238 Part and 242 Part, Ameerpet, Hyderabad, Telangana 500082 in the name of Mr.Potti Venkateswarlu, Mr.Seerna Rajamouli, Mrs. Malathi Lakshmi Kumari, Mr. Potti & Mr. Tiruveedhula Prasada Rao.

Personal Guarantee :

Mr. Venkateswarlu Potti, Mr. Tiruveedhula Prasada Rao, Mr. Seerna Raja Mouli, Mrs Malathi Lakshmi Kumari

H. HDFC Bank Term Loan : The above loan from Bank includes, Term Loan from HDFC Bank which is secured by securities and guarantees as detailed below. The Term Loan is sanctioned at Rs. 83.5 Mn, repayable in 84 monthly installments commencing from April 2025 at an interest rate of Policy Repo Rate (Reference Rate) and spread of 3.25%.

Primary Security :

Commercial Property:
All that Unit No. G-5, G-6, G-7 and G-8 on the Ground Floor and Unit No. 104 and 105/a, on the first floor of "Pavani Prestige" Commercial Building Complex bearing M.No. 6-3-789/G-5, G-6, G-7, G-8, 104 and 105/a; with undivided share of land measuring 220 square yards, out of land admeasuring 6005 sq. yards forming part of Sy. No. 91/1 corresponding to T.S. No. 17 of Ward No. 5, Block "H" situated at Ameerpet, Hyderabad.

I. Kotak Mahindra Bank Term Loan : The above loan from Bank includes, Term Loan from Kotak Mahindra Bank which is secured by the primary securities as detailed below. The term loan is sanctioned at Rs. 85.42 Mn, repayable in 144 monthly instalments of Rs. 1.01 Mn commencing from October'2025 at an interest rate of 6 months MCLR linked and a spread of 0.45%.

Primary Security :

All That Part And Parcel Of Open Plot Of Land Adm.928.40 Sq.Yards Equivalent To 776.14 Sq.Meters Forming Part Of Land Bearing Sy.No.55/C, Situated At Peerzadiguda Revenue Village, Medipally Revenue Mandal, Medchal-Malkajgiri District, Within The Municipal Limits of Peerzadiguda Muncipality.

J. Kotak Mahindra Bank Term Loan : The above loan from Bank includes, Term Loan from Kotak Mahindra Bank which is secured by the primary securities as detailed below. The term loan is sanctioned at Rs. 70.00 Mn, repayable in 120 monthly instalments of Rs. 0.89 Mn commencing from September'23 at an interest rate of REPO rate and spread of 2.5%.

Primary Security :

All that site admeasuring an extent of 590 sq. yards or 593.502 sq. meters bearing Plot No. 35/C together with building constructed thereon with a plinth area of 13,888 sq. fts, having Cellar (3,196 sq. fts), Ground Floor (3,425 sq. fts), First Floor (3,425 sq. fts), Second Floor (3,425 sq. fts), Pent House (417 sq. fts), bearing Old D. no. 28-2-51/1, Old Asst No. 18029 with New D no. 28-2-51/4, New Asst No. 1086180607, D. No. 28-2-51/5 New Asst No. 1086180616 & 28-2-51/6, New Asst No. 1086180924, Old Asst No. 18785, 18794 & 19091, and presently in Division No. 13 covered by Block no. 47, Old TS No. 1678, New TS no. 1678/8 of Allipuram Ward, near Jagadamba Junction, Suryabagh within the limits of Greater Vishakapatnam Municipal Corporation area covered by document no 3471/1986. 819/1998 and 5711/2010.

K. HDFC Vehicle Loans: The above loan from Banks includes, Vehicles Loans from HDFC Bank which is secured by Vehicles with an aggregate carrying value of Rs. 80.62 Mn. The loans were sanctioned at Rs. 130.87 Mn for 43 Vehicle Loans, with total monthly installments of Rs. 3.02 Mn.

L ICICI Vehicle Loans: The above loan from Banks includes, Vehicles Loans from ICICI Bank which is secured by Vehicles with an aggregate carrying value of Rs. 32.85 Mn. The loans were sanctioned at Rs. 47.5 Mn for 8 Vehicle Loans, with total monthly installments of Rs. 1.39 Mn.

M. Kotak Mahindra Vehicle Loans: The above loan from Banks includes, Vehicles Loans from Kotak Mahindra Bank which is secured by Vehicles with an aggregate carrying value of Rs. 58.28 Mn. The loans were sanctioned at Rs. 88.57 Mn for 8 Vehicle Loans, with total monthly installments of Rs. 2.43 Mn.

N. Mercedes Benz Financial Services Vehicle Loans: The above loan from Banks includes, Vehicles Loans from Mercedes Benz Financial Services which is secured by Vehicles with an aggregate carrying value of Rs. 21.38 Mn. The loans were sanctioned at Rs. 21.17 Mn for 2 Vehicle Loans, with total monthly installments of Rs. 0.67 Mn.

O. BMW Financial Services Vehicle Loans: The above loan from Banks includes, Vehicles Loans from BMW Financial Services which is secured by Vehicles with an aggregate carrying value of Rs. 14.04 Mn. The loans were sanctioned at Rs. 15.00 Mn for 1 Vehicle Loans, with total monthly installments of Rs. 0.47 Mn.

The cash credit facilities and working capital demand loans are secured by hypothecation of all inventories including those in transit, receivables, book debts on pari passu basis, equitable mortgage.

19 lease liabilities

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(i) Non current			
lease liabilities	6,918.00	4,124.41	3,355.86
Total	**6,918.00**	**4,124.41**	**3,355.86**
(ii) Current			
lease liabilities	459.94	494.74	375.41
Total	**459.94**	**494.74**	**375.41**

20 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(i) Non-current			
Unsecured, considered good			
Security deposit payable	11.79	13.87	8.53
	11.79	**13.87**	**8.53**
(ii) Current			
Unsecured, considered good			
Creditors for expenses	520.73	410.57	305.05
	520.73	**410.57**	**305.05**

21 Other Non-current liabilities

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred Income	4.22	3.49	4.25
	4.22	**3.49**	**4.25**

22 Provisions

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(i) Non-current			
Provision for gratuity	224.76	187.88	146.79
	224.76	**187.88**	**146.79**
(ii) Current			
Provision for gratuity	19.65	16.77	24.28
	19.65	**16.77**	**24.28**

23 Trade payables

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
- total outstanding dues of micro and small enterprises; (MSME)	625.95	1,789.81	2,157.21
- total outstanding dues of creditors other than micro and small enterprises (Others)	3,076.14	2,051.08	1,412.09
	3,702.09	**3,840.89**	**3,569.30**

Ageing schedule for trade payables:

As at 31 March 2025

		Outstanding for following periods from due date of payment					
		Not due	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i)	Total outstanding dues of micro and small enterprises	-	623.98	1.90	0.07	-	**625.95**
(ii)	Total outstanding dues of creditors other than micro and small enterprises	-	2,880.91	165.71	28.93	0.59	**3,076.14**
(iii)	Disputed dues of micro and small enterprises	-	-	-	-	-	-
(iv)	Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
		-	**3,504.89**	**167.61**	**29.00**	**0.59**	**3,702.09**

As at 31 March 2024

		Outstanding for following periods from due date of payment					
		Not due	Less than 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i)	Total outstanding dues of micro and small enterprises	-	1,789.81	-	-	-	**1,789.81**
(ii)	Total outstanding dues of creditors other than micro and small enterprises	-	2,051.08	-	-	-	**2,051.08**
(iii)	Disputed dues of micro and small enterprises	-	-	-	-	-	-
(iv)	Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
		-	**3,840.89**	**-**	**-**	**-**	**3,840.89**

	As at 31 March 2023	**Outstanding for following periods from due date of payment**					
		Not due	**Less than 1 year**	**1 - 2 years**	**2-3 years**	**More than 3 years**	**Total**
(i)	Total outstanding dues of micro and small enterprises	-	2,157.21	-	-	-	**2,157.21**
(ii)	Total outstanding dues of creditors other than micro and small enterprises	-	1,340.50	71.59	-	-	**1,412.09**
(iii)	Disputed dues of micro and small enterprises	-	-	-	-	-	-
(iv)	Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
		-	**3,497.71**	**71.59**	-	-	**3,569.30**

The creditors covered by Micro, Small and Medium Enterprises Development Act, 2006 ("the MSMED Act, 2006") have been identified on the basis of information available with the Company. Disclosures in respect of the amounts payable to such parties are given below:

	As at 31 March 2025	**As at 31 March 2024**	**As at 31 March 2023**
(i) The principal amount remaining unpaid as at the end of the year	625.95	1,789.81	2,157.21
(ii) The amount of interest accrued and remaining unpaid on (i) above	0.99	-	-
(iii) Amount of interest paid by the Company in terms of Section 16, of the MSMED Act, 2006 along with the amounts of payments made beyond the appointed date during the year.	-	-	-
(iv) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid).	-	-	-
(v) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-	-

24 Other Current liabilities

	As at 31 March 2025	**As at 31 March 2024**	**As at 31 March 2023**
Employee benefits payable	206.62	119.42	41.77
Statutory liabilities	62.95	42.87	42.00
	269.57	**162.29**	**83.77**

25 Current tax liabilities (net)

	As at 31 March 2025	**As at 31 March 2024**	**As at 31 March 2023**
Provision for tax, net of advance taxes	183.33	47.41	35.62
Total	**183.33**	**47.41**	**35.62**

26 Revenue from Operations

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from sale of goods	26,939.44	24,579.91	21,267.19
	26,939.44	**24,579.91**	**21,267.19**

27 Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Rental income	34.28	26.02	48.66
Gain on sale of property, plant and equipment	-	-	56.67
Interest income on deposits	46.39	35.02	19.88
Interest income - Others	-	18.86	-
Gain on derecognition of right of use assets	61.47	43.41	30.91
Interest income of finance lease receivable	34.60	31.00	28.36
Remeasurement of Lease Receivable	42.16	48.52	-
Insurance claims received	0.83	-	0.07
Miscellaneous income	23.89	8.44	4.70
Gain on de-recognition of term loans	0.29	-	-
	243.91	**211.27**	**189.25**

28 Purchases of stock in trade

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchases of stock in trade	17,474.63	16,572.20	15,524.09
	17,474.63	**16,572.20**	**15,524.09**

29 Changes in inventories of stock-in -trade

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening stock	5,147.15	4,443.54	3,263.50
Less: Goods destroyed due to fire	(90.66)	-	-
Less: Closing stock	(5,718.08)	(5,147.15)	(4,443.54)
	(661.59)	**(703.61)**	**(1,180.04)**

30 Employee benefits expense

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries and wages	2,890.07	2,388.77	1,888.08
Bonus	134.69	113.71	77.85
Contribution to provident fund and other funds	188.70	158.40	113.30
Staff welfare expenses	80.65	88.50	66.94
Gratuity expenses	62.78	54.16	44.04
Workmen compensation	0.94	0.70	1.71
	3,357.83	**2,804.24**	**2,191.92**

31 Finance costs

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest expense on borrowings	288.53	165.64	103.09
Interest on lease liabilities	556.68	408.80	320.39
Interest on Security deposits taken	0.83	0.67	0.61
Other borrowing costs	91.00	118.79	112.76
Interest on MSME	0.99	-	-
	938.03	**693.90**	**536.85**

32 Depreciation and amortization expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on property, plant and equipment (refer note-3)	717.87	546.85	400.84
Depreciation on Right of use asset (refer note-5)	727.86	632.77	526.19
	1,445.73	**1,179.62**	**927.03**

33 Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Advertisement	678.94	745.30	568.33
Business promotion expenses	309.67	212.28	166.15
Rent	4.35	5.46	3.12
Shop maintenance - house keeping services	131.22	159.15	99.08
Shop maintenance - security services	127.19	95.96	70.49
Show room maintenance	291.69	196.06	157.13
Carriage inwards	201.89	179.41	145.78
Packing material	282.57	262.98	220.67
Electricity charges	497.02	412.65	320.95
Legal and professional charges	41.79	514.67	330.75
Insurance	89.59	162.46	178.41
Interest on delay payments	6.08	9.02	7.09
Printing and stationery	47.88	40.08	27.90
Travelling and conveyance	52.75	48.41	40.61
Conveyance	14.43	11.45	8.08
Rates and taxes	49.01	33.96	36.12
Communication expenses	7.49	10.18	7.22
Repairs and maintenance			
-Computers	32.30	27.21	18.00
-A C maintenance	9.29	15.33	10.05
- Electrical	24.04	23.49	15.54
-Generator	19.71	14.52	8.58
-Vehicles	11.70	11.75	11.89
-Lifts	7.23	9.85	5.64
Customer welfare	4.62	3.71	2.66
Promotion of education and social welfare	19.26	13.52	8.03
Auditors remuneration	3.01	0.83	0.83
Donations	33.04	26.31	29.97
Loss due to modification of Sub lease	5.42	-	-
Bad Debts Written Off	0.49	-	39.21
Sitting Fees	0.51	-	-
Loss on sale of Fixed Assets	2.61	-	-
Sales commission	23.52	-	-
	3,030.31	**3,246.00**	**2,538.28**

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure VI - Notes to Restated Financial Information

(All amounts are in INR Millions, unless otherwise stated)

(i) Details of payments to auditors:

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
As auditor:			
-Statutory audit fees	3.01	0.75	0.75
-Tax audit fee	-	0.08	0.08

(ii) Details of CSR expenditure:

		For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
(a)	Gross amount required to be spent during the period/ year	19.23	13.45	8.17
(b)	Amount spent during the period/ year			
	i) Construction/ acquisition of any asset	-	-	-
	ii) on purposes other than (i) above	19.26	13.52	8.03
(c)	Amount to be spent in remaining period	-	-	-
(d)	Shortfall at the end of the year	-	-	0.14
(e)	Total of previous years shortfall	-	-	0.14
(f)	Reason for shortfall	-	-	The company had taken all necessary steps to spend requisite amount for CSR activities. However the company spent only Rs. 8.03 Mn upto the financial year ended 31 March 2023 and unspent amount of Rs. 0.14 Mn transferred to a specific fund in Schedule VII.
(g)	Nature of CSR activities		Promotion of education and social welfare	
(h)	Out of the above note (b), the Company has contributed Rs. 17.45 Mn for the year ended March 31, 2025 to the R S Brothers Group CSR Foundation, which is a related party. (*Refer Note 40*)			
(i)	Provision made during the year		N.A	

(iii) Donations include donations made to political parties amounting to Rs 0.38 million for the year ended 31 March 2025 (For the year ended 31 March 2024 :1.60 million and 31 March 2023 :0.25 million)

34 Statement of restatement adjustments

The Restated Financial Information of the Company has been specifically prepared for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offer ('IPO') of equity shares of face value of ₹ 2 each (referred to as the 'Offer').

The Restated Financial Information comprises of Restated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Cash Flow Statement for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, the summary of material accounting policies and other explanatory information (collectively, the "Restated Financial Information").

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The company has applied the following exemptions:

Deemed Cost:

The company has elected to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognised in its Indian GAAP financials as deemed cost at the transition date i.e., 01 April 2021

Estimates:

The estimates used by the company to present these amounts in accordance with Ind AS reflect conditions at 1 April 2021, the date of transition to Ind AS and as at 31 March 2024, 31 March 2023 and 31 March 2022.

The following reconciliations along with explanations have been presented to explain the impact:

Reconciliation of Other Equity as at 1 April 2021
Reconciliation of Other Equity as at 31 March 2024 and 31 March 2023 and 31 March 2022.
Reconciliation of profit and loss for the year ended 31 March 2024 and 31 March 2023 and 31 March 2022.

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure VI - Notes to Restated Financial Information
(All amounts are in INR Millions, unless otherwise stated)

1 Reconciliation of Other Equity as reported in Audited Financial Statements and Restated Financial Information :

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
Other equity as per Audited Financial Statements	**3,417.05**	**2,870.33**	**2,303.57**	**1,901.72**
Adjustments on account of transition to Ind AS				
Impact on account of leases as per Ind AS 116	(69.40)	(121.77)	(201.69)	-
Impact on account of sub leases as per Ind AS 116	58.27	82.46	121.22	129.16
Impact on account of loans as per Ind AS 109	(0.03)	(4.68)	(1.47)	2.45
Impact on account of security deposits	(78.67)	(41.46)	(7.96)	-
Impact on account of security deposits Given	(13.04)	(8.44)	(4.43)	-
Restatement adjustments (CWIP & PPE)	(7.82)	(2.24)	(0.74)	0.42
Restatement adjustments (Gratuity)	10.67	20.89	18.50	-
Restatement adjustments (Trade receivables)	(39.20)	(39.20)	-	-
Impact on account of difference in Deferred tax and Current Tax	166.13	71.26	(78.06)	(142.37)
Effect of OCI	(7.99)	(15.63)	(13.84)	-
Other Equity as reported per Restated Financial Information	**3,435.97**	**2,811.52**	**2,135.10**	**1,891.38**

2 Reconciliation of profit as reported in Audited Financial Statements and Restated Financial Information :

	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit as per Audited Financial Statements	**530.96**	**558.23**	**474.32**
Adjustments on account of transition to IND AS			
Impact on account of leases as per Ind AS 116	52.38	79.94	(201.71)
Impact on account of sub leases as per Ind AS 116	(24.19)	(38.77)	34.10
Impact on account of loans as per Ind AS 109	9.51	(3.22)	(3.91)
Impact on account of security deposits	(37.21)	(33.50)	0.20
Impact on account of security deposits Given	(9.46)	(4.01)	(4.43)
Restatement adjustments (CWIP & PPE)	15.38	9.90	(1.15)
Restatement adjustments (Gratuity)	(10.21)	2.39	18.50
Restatement adjustments (Trade receivables)	-	(39.20)	-
Adjustments due to Current Tax and Deferred Tax	89.58	146.45	(58.36)
Profit as reported per Restated Financial Information	**616.74**	**678.21**	**257.56**
On account of restatement			
Deferred tax			

IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under IGAAP.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the company has to account for such differences. Deferred Tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or profit and loss respectively.

Impact on account of leases

Ind AS 116 introduces a unified lease accounting model where lessees must record most leases on their balance sheet, recognizing both a right-of-use asset and a lease liability calculated at net present value of future lease payments. While lessor accounting remains unchanged, these standard shifts lease expense recognition from a pure rental expense to part interest expense, and reclassifies lease liability payments from operating to financing activities in the cash flow statement.

Impact on account of sub leases

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset

When the Company is an intermediate lessor, Lease classification focuses on the head lease's right-of-use asset not with reference to the underlying asset.

Finance leases are recognized as receivables, and income is recognized based on the net investment.

Operating lease payments are recognized as income on a straight-line basis. The Company applies Ind AS 115 for arrangements with both lease and non-lease components and Ind AS 109 for impairment and derecognition of finance leases.

Impact on account of Rental Deposits given to Lessors:

While Indian GAAP recorded refundable interest-free rental deposits at transaction value, Ind AS requires their recognition at fair value. The difference between the fair value and transaction values is recognized as Right-of-use assets and amortized over the lease term.

Impact on account of Borrowings as per Ind AS 109

Under Ind AS 109, Term Loans are classified as financial liabilities and measured at amortized cost, with borrowings restated at transition date using the effective interest method i.e., (transaction value less unamortized portion of transaction costs) and subsequently measured at amortized cost.

Defined benefit liabilities

Both under Indian GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian IGAAP, the entire cost, including actuarial gains/losses to the profit and loss statement. In contrast, Ind AS requires remeasurements (comprising actuarial gains/losses, asset ceiling effects, and certain plan asset returns) to be recognized directly in retained earnings through Other Comprehensive Income (OCI) on the balance sheet.

B Material regrouping:

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit & Loss and Restated Statement of Cashflows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per Ind AS financial information of the Company for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

C Non-adjusting items:

Audit qualifications matter paragraph for the respective years, which do not require any adjustments in the restated Financial information are as follows:

There are no audit qualifications in auditor's reports on the financial statements for the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022.

35 Tax expense

The Company has elected the option provided under Section 115BAA of the Income-tax Act, 1961 for measurement of its income tax expense for the period ended 31 March 2025, 31 March 2024 and 31 March 2023 and has accordingly recognised the income tax expense at the prescribed domestic effective tax rate of 25.17% (31 March 2024 : 25.17% and 31 March 2023 : 25.17%). The major components of income tax expense and the reconciliation between expected tax expense based on the domestic effective tax rate and the reported tax expense in the statement of profit and loss is as follows:

(i) **Income tax expense reported in the Statement of Profit and Loss**

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax expense	507.57	355.18	326.68
Deferred tax expense	(117.99)	(87.61)	(86.95)
Taxes in respect of prior periods	71.13	114.52	0.37
	460.71	**382.09**	**240.10**
Tax expense recognised in other comprehensive income			
Deferred tax (expense)/income on remeasurement of defined benefit obligation	(2.57)	(2.57)	0.60
	(2.57)	**(2.57)**	**0.60**

(ii) **Reconciliation of effective tax rate :**

	31 March 2025	31 March 2024	31 March 2023
Profit after exceptional items and before tax	1,504.92	998.83	918.31
Statutory income tax rate	**25.17%**	**25.17%**	**25.17%**
Expected tax expense	**378.76**	**251.39**	**231.12**
Tax effect of amounts which are not deductible / taxable in calculating taxable income:			
Effect of expenses not deductible under the IT Act, 1961	13.16	10.03	9.56
Adjustment in respect of current income tax of previous years	71.13	114.52	0.37
Other adjustments	(2.34)	6.15	(0.95)
Income tax expense	**460.71**	**382.09**	**240.10**

36 Earnings Per Share

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the period/ year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period/ year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity shareholders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the period/ year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Earnings per equity share

	31 March 2025	31 March 2024	31 March 2023
Profit after tax for the period/ year attributable to equity shareholders			
Continuing Operations	**1,044.21**	**616.74**	**678.21**
Discontinued Operations	**-**	**-**	**-**
Profit after tax for the period/ year attributable to equity shareholders from continuing operations	1,044.21	616.74	678.21
Add: Interest on convertible bonds	-	-	-
Profit after tax for the period/ year attributable to equity shareholders adjusted for the effect of dilution	**1,044.21**	**616.74**	**678.21**
Shares			
Original number of Equity Shares (Post Share Split) #	4,05,50,000	4,05,50,000	4,05,50,000
Add: Impact of Bonus Issue #	24,33,00,000	24,33,00,000	24,33,00,000
Weighted average number of equity shares	**28,38,50,000**	**28,38,50,000**	**28,38,50,000**
Effect of dilution:			
Share options	**-**	**-**	**-**
Convertible bonds	**-**	**-**	**-**
Weighted average number of equity shares adjusted for the effect of dilution	**28,38,50,000**	**28,38,50,000**	**28,38,50,000**
Earnings per equity share (Face Value Rs.2)			
Basic (Rs.)	3.68	2.17	2.39
Diluted (Rs.)	3.68	2.17	2.39

Shareholders have approved the below at Extra-Ordinary general meeting held on March 01, 2025 (Refer Note 16)
a) Share split of one equity share having face value of Rs.10 each into 5 equity shares of Rs. 2 each and
b) Issue of fully paid bonus shares of Rs. 2 each in proportion of six equity shares for every one existing equity share.

Accordingly, as an adjusting event, the earnings per share has been adjusted for subdivision of shares and bonus shares for the current and previous years presented in accordance with the requirements of Indian Accounting Standard (Ind AS) 33 - Earnings per share.

37 Contingent liabilities and commitments

	31 March 2025	31 March 2024	31 March 2023
a) Contingent Liabilities			
i) Direct Tax*	179.78	118.76	-
ii) Goods and Service Tax#	3.17	-	-
iii) Service Tax@	9.63	-	-
b) Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	273.93	191.17	102.27
c) Corporate guarantees provided to the Related parties (refer note: 40b)	1,500.00	1,500.00	1,500.00

*The company preferred appeal before the Hon'ble Commissioner of Income Tax (Appeals) against the orders(s) of the Assessing Officer disputing the tax demands as below:
1. AY 2023-24, Tax demand of Rs. 49.29 million plus interest and penalty (if levied).
2. AY 2022-23, Tax demand of Rs. 137.75 million. In this regard, the Company has already paid a substantial portion of tax liability which may result in net tax exposure of Rs. 118.76 million plus interest and penalty (if levied).
3. AY 2021-22, Tax demand of Rs. 4.70 million plus interest and penalty (if levied).
4. AY 2020-21, Tax demand of Rs. 7.02 million plus interest and penalty (if levied).

The Company has received a demand order amounting to Rs. 9.97 million from the GST department on account of Input Tax Credit (ITC) availed but not appearing in GSTR-2A. In response, the Company has made a pre-deposit of ₹0.77 million and paid ₹6.03 million under protest through DRC-03. The remaining disputed amount of ₹3.17 million has been disclosed as a contingent liability.

@ The Company is currently contesting a demand raised by the Service Tax Department pursuant to an order dated 30 September 2015, amounting to Rs. 9.63 million. The demand relates to service tax allegedly collected during a period when the Company was not registered under the Service Tax regime. The entire amount of Rs. 9.63 million has been disclosed as a contingent liability.

38 Leases

a Lease as lessee

The Company has lease contracts for buildings. The leases generally have lease terms between **5 to 25 years.** The Company's obligations under its leases are secured by the lessor's title to the leased assets.

The Company also has certain leases with lease terms of 12 months or less and leases with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Refer Note 5 for details of carrying amounts of right-of-use assets recognised and the movements during the year.

(i) Break-up of lease liabilities is as under:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Current lease liabilities	459.94	494.74	375.41
Non-current lease liabilities	6,918.00	4,124.41	3,355.86

(ii) Movement in lease liabilities is as follows:

	31 March 2025	31 March 2024	31 March 2023
Balance at the beginning of the year	4,619.15	3,731.27	3,379.73
Additions during the year	3,258.90	1,327.08	717.39
Deletions during the year	(4.13)	-	-
Finance cost accrued during the year	556.68	408.80	320.39
Payment of lease liabilities	(1,052.66)	(848.00)	(686.24)
Lease liabilities at the end of the year	**7,377.94**	**4,619.15**	**3,731.27**

(iii) The details of contractual maturities of lease liabilities on an undiscounted basis is as follows:

	31 March 2025	31 March 2024	31 March 2023
Less than one year	1,102.93	889.75	748.93
One to five years	4,009.67	2,636.36	2,330.93
More than five years	8,116.40	4,073.28	2,651.51

Following amount has been recognized in statement of profit and loss:

	31 March 2025	31 March 2024	31 March 2023
Amortisation on right to use asset	727.86	632.77	526.19
Interest expense on lease liabilities	556.68	408.80	320.39
Expenses related to short term lease	4.35	5.46	3.12
Gain on dereconition of ROU	0.50	-	-
Total amount recognized in the statement of profit and loss	**1,289.39**	**1,047.03**	**849.70**

The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. The effective interest rate for lease liabilities is 9%.

Particulars	31 March 2025	31 March 2024	31 March 2023
Expense relating to leases of low-value assets	-	-	-
Expense relating to short-term leases	4.35	5.46	3.12
Variable lease payments	-	-	-
Total Lease Payments not considered as Lease payments under Ind AS 116	**4.35**	**5.46**	**3.12**

b Leases as lessor

i **Finance lease**

The Company has sub-leased the buildings during the years ended 31 March 2025, 31 March 2024 and 31 March 2023.

During the year ended 31 March 2025, the Company recognised a gain of 61.47 Mn (31 March 2024: 43.41 Mn and 31 March 2023: 30.91 Mn) on derecognition of the right-of-use asset pertaining to the building and presented the gain as part of 'Gain on derecognition of right of use assets.

During the year ended 31 March 2025, the Company recognised interest income on lease receivables of 34.60 Mn (31 March 2024: 31.00 Mn and 31 March 2023: 28.36 Mn).

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date.

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Less than one year	117.16	123.57	112.01
One to five years	243.31	248.26	279.43
More than five years	164.72	73.87	41.30
Total undiscounted lease receivable	**525.19**	**445.70**	**432.74**
Unearned finance income	148.83	89.25	127.75
Net investment in the lease	**376.36**	**356.45**	**304.99**

ii **Operating lease**

The company sub-leases out its building. The company has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets.

Rental income recognised by the company during the period ended 31 March 2025 was 34.28 Mn (31 March 2024 was 26.02 Mn and 31 March 2023: 48.66 Mn).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Less than one year	46.04	34.28	26.02
	46.04	**34.28**	**26.02**

39 Employee Benefit Plans

a) Defined Contribution Plan

Provident Fund

Contributions were made to provident fund and Employee State Insurance in India for the employees of the Company as per the regulations. These contributions are made to registered funds administered by the Government of India. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any other constructive obligation.

b) Defined benefit plans

Gratuity

The Company has a defined benefit gratuity plan, according to which every employee who has completed five periods or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed period of service (service of six months and above is rounded off as one period) after deduction of necessary taxes at the time of retirement / exit in accordance with Payment of Gratuity Act, 1972. The following tables summarize the reconciliation of opening and closing balances of the present value and defined benefit obligation:

	31 March 2025	31 March 2024	31 March 2023
(i) **Reconciliation of present value of defined benefit obligation**			
Defined benefit obligations at the beginning of the year	204.65	171.07	137.95
Benefits Paid	-	-	-
Current service cost	48.41	41.70	34.43
Interest expense on defined obligations	14.37	12.46	9.61
Benefit Payments from Employer	(12.80)	(10.37)	(13.31)
Expenses recognised in statement of OCI			
Actuarial loss/(gain) due to Demographic assumptions	-	-	-
Actuarial loss/(gain) due to financial assumptions	5.45	(5.11)	(2.91)
Actuarial loss/(gain) due to experience changes	(15.67)	(5.10)	5.30
Defined benefit obligations at the end of the year	**244.41**	**204.65**	**171.07**

(ii) **Reconciliation of fair value of plan asset**	31 March 2025	31 March 2024	31 March 2023
Fair value of plan assets, beginning of the year	-	-	-
Interest on plan assets	-	-	-
Return on plan assets excluding interest income	-	-	-
Employer contribution	-	-	-
Employer Direct Benefit Payments	12.80	10.37	13.31
Benefit Payments from Employer	(12.80)	(10.37)	(13.31)
Remeasurement due to - actual return on plan assets less interest on plan assets	-	-	-
Fair value of plan assets, at the end of the year	-	-	-

(iii) **Reconciliation of present value of defined benefit obligation and fair value of plan assets**

	31 March 2025	31 March 2024	31 March 2023
Present value of defined benefit obligation	244.41	204.65	171.07
Fair value of plan assets	-	-	-
Liability recognised in the Balance Sheet	**244.41**	**204.65**	**171.07**
Non current	224.76	187.88	146.79
Current	19.65	16.77	24.28

(iv) **Expenses recognised in the Statement of Profit and Loss / OCI**

	31 March 2025	31 March 2024	31 March 2023
Recognised in statement of profit and loss			
Current service cost	48.41	41.70	34.43
Interest on net defined benefit liability/(asset)	14.37	12.46	9.61
	62.78	**54.16**	**44.04**
Recognised in statement of other comprehensive income			
Remeasurement due to change in Demographic Assumptions	-	-	-
Remeasurement due to change in Financial Assumptions	5.45	(5.11)	(2.91)
Remeasurement due to change in Experience Assumptions	(15.67)	(5.10)	5.30
Actuarial loss/(gain)	**(10.22)**	**(10.21)**	**2.39**

(v) **Key actuarial assumptions**

Financial Assumptions	31 March 2025	31 March 2024	31 March 2023
Discount Rate	7.04%	7.25%	7.51%
Salary Escalation	6.00%	6.00%	6.50%

Demographic Assumptions	31 March 2025	31 March 2024	31 March 2023
Mortality rate		100% of IALM 2012-14	
Disability Rate (as % of above mortality rate)	0.00%	0.00%	0.00%
Withdrawal rate	5.00%	5.00%	5.00%
Retirement age	65 Years	65 years	65 years
Average Future Service	29.79	29.13	22.74

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(vi) **Maturity profile of defined benefit obligation:**

	31 March 2025	31 March 2024	31 March 2023
Within next 12 months	-	-	-
Between 2 to 5 years	-	-	-
Between 6 to 10 years	-	-	-
More than 10 years	-	-	-

(vii) **Sensitivity analysis**

	31 March 2025	31 March 2024	31 March 2023
Under Base Scenario	244.41	204.65	171.07
Discount rate (+ 1% movement)	220.21	184.64	157.12
Discount rate (- 1% movement)	273.49	228.68	187.45
Salary escalation (+ 1% movement)	272.70	227.92	187.46
Salary escalation (- 1% movement)	220.34	184.83	156.80
Withdrawal Rates - Up by 1%	246.52	206.94	172.04
Withdrawal Rates - Down by 1%	241.79	201.85	169.88
Mortality Rates - Up by 10%	244.55	204.79	171.11
Mortality Rates - Down by 10%	244.27	204.51	171.03

(viii) **Duration of defined benefit obligation**

	31 March 2025	31 March 2024	31 March 2023
Weighted average remaining duration of defined benefit obligation (in years)	12 years	12 years	10 years

RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)
Annexure VI - Notes to Restated Financial Information

40 Related party disclosures

(a) Names of the related parties and nature of relationship

Names of related parties	Nature of relationship
R. S. Brothers Textiles and Garments Status Textiles and Garments Sree Venkateswara Enterprises R.S. Avenues Private Limited Merit Retail Private Limited Siddhi Vinayaka Fashions LLP Southmade Realty & Retail Private Limited P Venkateswarlu Private Limited S Rajamouli Private Limited T Prasad Rao Private Limited Narayani Silver House R.S.Brothers Jewellers Private Limited R S Brothers Group C S R Foundation R S Ad Enterprises	Entities in which KMP's / Director exercises control / has significant influence
Potti Venkateswarlu - (appointed as Chairperson & Whole-time Director with effect from 19 March 2025; He was an Executive Director till 19 March 2025) Seerna Rajamouli - (appointed as Managing Director with effect from 19 March 2025; He was an Executive Director till 19 March 2025) Tiruveedhula Prasada Rao - (appointed as Whole-time Director with effect from 19 March 2025; He was an Executive Director till 19 March 2025) Potti Venkata Sai Abhinay - (appointed as Chief Commercial and Operating Officer with effect from 19 March 2025; He was an Executive Director till 19 March 2025) Seerna Suresh - (appointed as Chief Sales and Marketing Officer with effect from 19 March 2025, He was an Executive Director till 19 March 2025) Tiruveedhula Rakesh - (appointed as Chief Projects and Information Officer with effect from 19 March 2025; He was an Executive Director till 19 March 2025) Tiruveedhula Keshav Gupta - (appointed as Chief Human Resource Officer with effect from 19 March 2025, He was an Executive Director till 19 March 2025) Independent Director - Thouta Srinivas (w.e.f. 19 March 2025) Independent Director - Salil Nair (w.e.f. 19 March 2025) Independent Director - Jagadeeshwar Munigela (w.e.f 18 January 2025) Independent Director - Poonam Malakondaiah (w.e.f 18 January 2025) Chief Financial Officer - R Gowrisankar (w.e.f 26 June 2025) Company Secretary and Compliance Officer - T S Maharani (w.e.f 04 October 2024)	Key Managerial Personnel / Director

Potti Chandra Sekhara Rao Sirna Venkata Ramana Potti Srinivas Rao Sirna Ramulu Potti Venkata Lakshmi Spandana Mattey Sri Lalitha Ratna Kumari Siddam Shetty Ramya Ashmitha Padmanabhan Potti Venkata Sujatha Maturu Venkata Lakshmi Sindhu Vinitha Balakrishnan Gourishetty Lalitha Grandhi Kavitha	Relatives of Key Managerial Personnel / Director

(b) Transactions with related parties

Particulars	Key Managerial Personnel / Director			Relatives of Key Managerial Personnel / Director			Entities in which KMP's/ Director exercises control / has significant influence		
	31 March 2025	31 March 2024	31 March 2023	31 March 2025	31 March 2024	31 March 2023	31 March 2025	31 March 2024	31 March 2023
1. Unsecured Loans									
(a) Received during the year	95.54	166.09	330.57	16.69	15.49	-	-	-	-
(b) Returned during the year	96.16	170.02	369.94	29.83	23.06	11.37	-	-	-
2. Expenditure									
(a) Rent paid during the year	97.20	83.83	83.05	1.80	1.80	1.80	29.45	29.45	22.35
(b) Salary	2.97	-	-	50.38	42.95	35.88	-	-	-
(c) Remuneration	72.80	129.60	174.00	-	-	-	-	-	-
(d) Purchases	-	-	-	-	-	-	1.03	2.95	2.28
(e) Interest on Un-Secured Loans	-	0.83	-	1.13	1.85	1.62	-	-	-
(f) Management Fee	-	-	-	-	-	-	-	484.00	307.20
(g) Advertisement	-	-	-	-	-	-	-	92.31	74.66
(h) Donations	-	-	-	-	-	-	17.45	-	-
(i) Sitting Fees to Independent Directors	0.51	-	-	-	-	-	-	-	-
3. Income									
(a) Rental Income during the year	-	-	-	-	-	-	103.20	101.72	68.42
(b) Sales	-	-	-	-	-	-	102.26	723.98	893.43
(c) Advertisement Income	-	-	-	-	-	-	1.00	1.26	-
(d) Interest income received	-	18.81	-	-	-	-	-	-	-
(e) Sale of fixed assets	-	-	-	-	-	-	-	-	4.62
4. Capital advances	-	-	-	-	-	-	-	-	297.50
5. Business Acquisitions	-	-	-	-	-	-	184.57	-	-
6. Salary Advances									
(a) Salary advanes given during the year	11.92	7.47	2.94	4.46	5.72	15.14	-	-	-
(b) Salary advanes recovered during the year	4.97	5.21	2.77	3.62	8.58	1.62	-	-	-

Particulars	31 March 2025	31 March 2024	31 March 2023
Unsecured Loans Taken from			
Potti Venkateswarlu	43.42	33.34	162.84
Seerna Rajamouli	32.07	85.55	88.24
Tiruveedhula Prasada Rao	15.00	13.20	79.49
Potti Venkata Sujatha	2.84	2.99	-
Potti Venkata Lakshmi Spandana	10.00	12.50	-
Maturu Venkata Lakshmi Sindhu	3.85	-	-
Potti Venkata Sai Abhinay	5.05	34.00	-
Unsecured Loans Returned to			
Potti Venkateswarlu	43.89	33.63	175.72
Seerna Rajamouli	32.11	87.77	100.21
Tiruveedhula Prasada Rao	15.11	14.62	94.02
Potti Venkata Sujatha	5.41	8.86	11.02
Maturu Venkata Lakshmi Sindhu	4.13	0.40	0.06
Potti Venkata Lakshmi Spandana	20.28	13.80	0.01
Potti Venkata Sai Abhinay	5.05	34.00	-
Gourishetty Lalitha	-	-	0.28
Directors Remuneration			
Potti Venkateswarlu	-	21.60	45.00
Seerna Rajamouli	-	21.60	45.00
Tiruveedhula Prasada Rao	-	14.40	30.00
Potti Venkata Sai Abhinay	24.00	24.00	18.00
Seerna Suresh	24.00	24.00	18.00
Tiruveedhula Keshav Gupta	24.00	24.00	18.00
Tiruveedhula Rakesh	0.80	-	-
Management Fee paid			
P Venkateswarlu Private Limited	-	181.50	115.20
S Rajamouli Private Limited	-	181.50	115.20
T Prasad Rao Private Limited	-	121.00	76.80
Rent Received from			
R.S.Brothers Jewellers Private Limited	99.60	92.35	61.40
Siddhi Vinayaka Fashions LLP	-	9.37	7.02
Narayani Silver House	3.60	-	-
Rent paid to			
Potti Venkateswarlu	35.44	30.42	30.13
Seerna Rajamouli	35.44	30.42	30.13
Tiruveedhula Prasada Rao	23.62	20.28	20.09
Tiruveedhula Rakesh	0.45	0.45	0.45
Tiruveedhula Keshav Gupta	0.45	0.45	0.45
Seerna Suresh	1.80	1.80	1.80
Maturu Venkata Lakshmi Sindhu	1.80	1.80	1.80
Sree Venkateswara Enterprises	14.40	14.40	7.29
R.S. Avenues Private Limited	15.05	15.05	15.05
Advertisement paid to			
R S Ad Enterprises	-	92.31	74.66

Particulars	31 March 2025	31 March 2024	31 March 2023
INTEREST PAID to			
Gourishetty Lalitha	-	-	-
Tiruveedhula Prasada Rao	-	0.07	-
Potti Venkateswarlu	-	0.03	-
Seerna Rajamouli	-	0.73	-
Potti Venkata Sujatha	-	0.60	1.04
Maturu Venkata Lakshmi Sindhu	-	0.04	0.04
Potti Venkata Lakshmi Spandana	1.13	1.21	0.54
SALARIES to			
Sirna Ramulu	4.63	3.21	3.00
Potti Chandra Sekhara Rao	4.45	3.33	3.20
Sirna Venkata Ramana	10.38	7.99	7.48
Potti Srinivas Rao	5.72	3.23	3.00
Potti Venkata Lakshmi Spandana	2.40	2.40	2.40
Siddam Shetty Ramya	6.00	6.00	-
Mattey Sri Lalitha Ratna Kumari	2.40	2.40	2.40
Grandhi Kavitha	2.40	2.40	2.40
Ashmitha Padmanabhan	6.00	6.00	6.00
Vinitha Balakrishnan	6.00	6.00	6.00
T S Maharani	2.97	-	-
Purchases from			
R. S. Brothers Textiles and Garments	-	-	0.07
Status Textiles and Garments	-	1.77	1.30
R.S.Brothers Jewellers Private Limited	1.03	1.18	0.90
Sales to			
R. S. Brothers Textiles and Garments	101.80	105.19	92.79
Southmade Realty & Retail Private Limited	-	-	(24.03)
Merit Retail Private Limited	-	163.41	182.15
Siddhi Vinayaka Fashions LLP	-	446.64	633.80
Status Textiles & Garments	-	8.63	8.65
R.S.Brothers Jewellers Private Limited	0.46	0.11	0.06
Advertisement Income from			
R.S.Brothers Jewellers Private Limited	1.00	-	-
Siddhi Vinayaka Fashions LLP	-	0.86	-
Merit Retail Private Limited		0.40	-
Interest income received			
Seerna Suresh	-	7.28	-
Potti Venkata Sai Abhinay	-	11.09	-
Potti Venkateswarlu	-	0.04	
Seerna Rajamouli	-	0.29	
Tiruveedhula Prasada Rao	-	0.11	
Capital advances given			
P Venkateswarlu Private Limited	-	-	127.50
S Rajamouli Private Limited	-	-	127.50
T Prasad Rao Private Limited	-	-	42.50
Donations Given			
R S Brothers Group C S R Foundation	17.45	-	-

Particulars	31 March 2025	31 March 2024	31 March 2023
Sitting Fees to Independent Directors			
Thouta Srinivas	0.11	-	-
Salil Nair	0.11	-	-
Jagadeeshwar Munigela	0.16	-	-
Poonam Malakondaiah	0.13	-	-
Sale of fixed assets			
Siddhi Vinayaka Fashions LLP	-	-	4.62
Business Acquisitions			
Siddhi Vinayaka Fashions LLP	83.00	-	-
Merit Retail Private Limited	38.08	-	-
Status Textiles & Garments	63.49	-	-
Salary Advances given to			
Seerna Suresh	2.04	2.09	1.10
Potti Venkata Sai Abhinay	5.08	4.95	1.50
Tiruveedhula Rakesh	0.32	-	-
Tiruveedhula Keshav Gupta	4.48	0.43	0.34
Potti Srinivasa Rao	0.91	2.97	12.18
Potti Venkata Lakshmi Spandana	0.27	0.32	0.38
Potti Chandra Sekhara Rao	1.99	0.67	0.09
Mattey Sri Lalitha Ratna Kumari	0.26	0.35	0.22
Ashmitha Padmanabhan	0.16	0.11	-
Vinitha Balakrishnan	0.10	0.18	-
Siddam Shetty Ramya	0.59	-	-
Grandhi Kavitha	0.14	0.17	0.05
Sirna Ramulu	0.05	0.92	-
Sirna Venkata Ramana	-	0.03	2.21
Salary Advances recovered			
Seerna Suresh	1.88	2.44	0.85
Potti Venkata Sai Abhinay	1.60	2.34	1.58
Tiruveedhula Rakesh	0.32	-	-
Tiruveedhula Keshav Gupta	1.16	0.43	0.34
Potti Srinivasa Rao	0.71	6.38	0.32
Potti Venkata Lakhsmi Spandana	0.42	0.16	0.38
Potti Chandrasekhar Rao	0.61	0.58	0.47
M Lalitha Ratna Kumari	0.26	0.35	0.22
Ashmitha Padmanabhan	0.16	0.11	-
Vineetha Balakrishnan	0.10	0.18	-

Particulars	31 March 2025	31 March 2024	31 March 2023
Siddamsetty Ramya	0.59	-	-
Grandhi Kavitha	0.14	0.17	0.05
Seerna Ramulu	0.23	0.18	-
S Venkataramana	0.40	0.47	0.18

Disclosure in respect of non-monetary transactions with the Related Parties during the year

Name of the Related Party	31 March 2025	31 March 2024	31 March 2023	Purpose
R.S.Brothers Jewellers Private Limited	1,500.00	1,500.00	1,500.00	Corporate Guarantee for the facilities availed with SBI and Axis

(c) Balance receivable / (payable)

Particulars	31 March 2025	31 March 2024	31 March 2023
Trade receivables	21.58	221.81	260.33
Trade Payables	-	-	-
Other current receivables	22.93	-	-
Other current payables*	(386.82)	(517.01)	(417.79)
Remuneration payable to Directors	-	-	-
Provision for expense payable	-	-	-
Loans receivable / (payable)	-	(12.75)	(23.02)
Security deposits*	463.25	469.45	469.45
Lease liabilities	(361.04)	(390.15)	(408.87)
Advances to suppliers	-	-	-
Capital advances	297.50	297.50	297.50
Salary advances	25.21	17.42	18.03

*Other current payables include an amount of ₹373.40 million as at 31 March 2025 (31 March 2024: ₹373.40 million; 31 March 2023: ₹373.40 million), which is disclosed separately as a part of related party transaction note. However, this amount is netted off against security deposits on leases relating to properties leased from directors and other related parties in the financial statements.

41 Segment information

The Company is into the business of retailing / trading predominantly in India which in the context of Indian Accounting Standards 108 - "Segment Information" represents single reportable business segment. Information reported to Chief Operating Decision Maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of services delivered/ provided/ business conducted. The revenues, total expenses and net profit as per the statement of the profit and loss represents the revenue, total expenses and the net profit of the sole reportable segment.

42 Categories of Financial instruments and their fair values

The carrying amount of all financial assets and financial liabilities appearing in the financial statements are reasonable approximation of their fair values.

Categories of financial instruments		**As at 31 March 2025**	**As at 31 March 2024**	**As at 31 March 2023**
	Fair value level	**Total Fair value/Amortised cost**	**Total Fair value/Amortised cost**	**Total Fair value/Amortised cost**
Financial assets				
Cash and cash equivalents	Level 2	248.78	456.23	162.28
Bank balances other than Cash and Cash equivalents	Level 2	114.19	374.23	-
Trade receivables	Level 2	39.38	244.87	285.19
Other financial assets	Level 2	1,236.88	931.73	684.57
		1,639.23	**2,007.06**	**1,132.04**
Financial liabilities				
Trade payables	Level 2	3,702.09	3,840.89	3,569.30
Non-current borrowings	Level 2	1,637.18	1,116.35	315.51
Current borrowings	Level 2	1,713.14	1,440.94	950.85
Lease liabilities	Level 2	7,377.94	4,619.15	3,731.27
Other financial liabilities	Level 2	532.52	424.44	313.58
		14,962.87	**11,441.77**	**8,880.51**

The fair value of the financial assets and financial liabilities are included at an amount at which the instruments could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale.

43 Financial risk management objectives and policies

Financial Risk Management Framework

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, market risk and liquidity risk. The Company's risk management policies are established to identify and analyse the risks faced by the Company and seek to, where appropriate, minimize potential impact of the risk and to control and monitor such risks. There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

The following sections provide details regarding the Company's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives, policies and processes for management of these risks.

A. Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments if a counterparty default on its obligations. The Company's exposure to credit risk arises majorly from trade and other receivables. Other financial assets like security deposits and bank deposits with scheduled banks and hence, the Company does not expect any credit risk with respect to these financial assets.

Trade and other receivables

The Company's credit risk exposure primarily arises from receivables due from related parties, which constitute the majority of trade receivables. While the Company maintains formal credit risk management procedures including credit approvals and limit monitoring, the concentration of receivables from group entities inherently mitigates credit risk due to shared ownership and management oversight. The Company continuously monitors the financial position and payment behaviour of related parties to ensure timely collection.

Details of financial assets – not due, past due and impaired

None of the Company's cash equivalents, including term deposits with banks, were past due or impaired as of 31 March 2025. The Company's credit period for trade and other receivables payable by its customers generally ranges from 30 - 45 days.

	31 March 2025		31 March 2024		31 March 2023	
	Gross amount	Expected credit loss	Gross amount	Expected credit loss	Gross amount	Expected credit loss
Trade receivables	39.38	-	244.87	-	285.19	-
Cash and cash equivalents	248.78	-	456.23	-	162.28	-
Other financial assets	1,236.88	-	931.73	-	684.57	-

The ageing of trade receivables is given below:

	31 March 2025	31 March 2024	31 March 2023
Neither past due not impaired			
Past due but not impaired			
Less than 365 days	35.74	244.73	285.19
More than 365 days	3.64	0.14	-
	39.38	**244.87**	**285.19**
Less : Allowance for credit losses	-	-	-
Total	**39.38**	**244.87**	**285.19**

Expected credit loss on trade receivables has been determined as follows under the simplified approach

As at 31 March 2025

	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
Gross carrying amount	-	35.57	0.18	3.05	0.59	-	**39.38**
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (Net)	**-**	**35.57**	**0.18**	**3.05**	**0.59**	**-**	**39.38**

As at 31 March 2024

	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
Gross carrying amount	-	244.60	0.13	0.14	-	-	**244.87**
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (Net)	**-**	**244.60**	**0.13**	**0.14**	**-**	**-**	**244.87**

As at 31 march 2023

	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
Gross carrying amount	-	285.07	0.12	-	-	-	**285.19**
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (Net)	**-**	**285.07**	**0.12**	**-**	**-**	**-**	**285.19**

43 Financial risk management objectives and policies (cont'd)

B. Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Maturities of financial liabilities	**Carrying amount**	**Payable on demand**	**Less than 1 year**	**1 - 5 Years**	**More than 5 years**	**Total**
As at 31 March 2025						
Non-current borrowings (Including Current Maturities)	2,121.97	-	484.79	1,459.01	178.17	2,121.97
Lease liabilities	7,377.94	-	1,102.93	4,009.67	8,116.40	13,229.00
Current borrowings	1,228.35		1,228.35	-	-	1,228.35
Trade payables	3,702.09	-	3,702.09	-	-	3,702.09
Other financial liabilities	532.52	-	520.73	11.79	-	532.52
Total	**14,962.87**	**-**	**7,038.89**	**5,480.47**	**8,294.57**	**20,813.93**
As at 31 March 2024						
Non-current borrowings (Including Current Maturities)	1,434.48	-	318.13	1,027.28	89.07	1,434.48
Lease liabilities	4,619.15	-	889.75	2,636.36	4,073.28	7,599.39
Current borrowings	1,122.81	-	1,122.81	-	-	1,122.81
Trade payables	3,840.89	-	3,840.89	-	-	3,840.89
Other financial liabilities	424.44	-	410.57	13.87	-	424.44
Total	**11,441.77**	**-**	**6,582.15**	**3,677.51**	**4,162.35**	**14,422.01**

As at 31 March 2023

Non-current borrowings (Including Current Maturities)	499.02	-	183.51	315.51	-	499.02
Lease liabilities	3,731.27	-	748.93	2,330.93	2,651.51	5,731.37
Current borrowings	767.34	-	767.34	-	-	767.34
Trade payables	3,569.30	-	3,569.30	-	-	3,569.30
Other financial liabilities	313.58	-	305.05	8.53	-	313.58
Total	**8,880.51**	**-**	**5,574.13**	**2,654.97**	**2,651.51**	**10,880.61**

The contractual maturities of lease liabilities presented in the above table represent undiscounted cash flows, which differ from their carrying value disclosed in Note 19. The carrying value of lease liabilities reflects the present value of future lease payments discounted at the incremental borrowing rate in accordance with Ind AS 116.

C. Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument that will fluctuate because of changes in market prices. Market risk comprises three types of risk i.e. interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, derivatives financial instruments and trade payables.

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's borrowings with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings as follows:

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Sensitivity			
1% increase in variable rate	(10.56)	(4.02)	(3.20)
1% decrease in variable rate	10.52	3.46	2.80

ii. Foreign currency risk:

The company has no foreign currency receivables or payables. Hence, the Company is not exposed to Foreign currency risk.

44 Capital risk management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents, excluding discontinued operations.

	31 March 2025	31 March 2024	31 March 2023
Non current borrowings	1,637.18	1,116.35	315.51
Current borrowings	1,713.14	1,440.94	950.85
Less: cash and cash equivalents	(248.78)	(456.23)	(162.28)
Net debt	**3,101.54**	**2,101.06**	**1,104.08**
Equity share capital	567.70	81.10	81.10
Other equity	4,001.23	3,435.97	2,811.52
Total Equity	**4,568.93**	**3,517.07**	**2,892.62**
Net debt to equity ratio (%)	**67.88%**	**59.74%**	**38.17%**
Gearing Ratio	**0.40**	**0.37**	**0.28**

45 Revenue from contract with customer

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to profit and loss account:

	31 March 2025	31 March 2024	31 March 2023
(i) **Revenue from contracts with customers comprises of:**			
Revenue from sale of products			
Manufactured	-	-	-
Traded	26,939.44	24,579.91	21,267.19
	26,939.44	**24,579.91**	**21,267.19**
(ii) **Geographical markets**			
India	26,939.44	24,579.91	21,267.19
Outside India	-	-	-
	26,939.44	**24,579.91**	**21,267.19**

(iii) **Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**	**31 March 2025**	**31 March 2024**	**31 March 2023**
Sale of Goods	**30,198.70**	**30,100.51**	**25,204.36**
Less: Returns	240.07	713.27	634.78
Gross Sales	**29,958.63**	**29,387.24**	**24,569.58**
Less: Discounts	1,106.08	3,115.56	1,834.02
Net sales	**28,852.55**	**26,271.68**	**22,735.56**
Less: GST	1,913.11	1,691.77	1,468.37
Revenue from Operations as per the Statement of Profit and Loss	**26,939.44**	**24,579.91**	**21,267.19**

(iv) **Timing of revenue recognition**			
At a point in time	26,939.44	24,579.91	21,267.19
Over time	-	-	-
	26,939.44	**24,579.91**	**21,267.19**

(v) **Assets and liabilities related to contracts with customers**

	31 March 2025	**31 March 2024**	**31 March 2023**
Trade receivables	39.38	244.87	285.19
Contract assets	-	-	-
Contract liabilities	-	-	-

46 Additional disclosures

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with struck off companies.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has 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 company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has 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 Company 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.

(vii) The Company has not entered in to any 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).

(viii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(ix) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the period/ year ended 31 March 2025, 31 March 2024 and 31 March 2023.

(x) The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in-progress are held in the name of the Company as at the balance sheet date.

(xi) The Company has been sanctioned working capital limits in excess of ₹5 crores, by the banks on the basis of security of current assets. Pursuant to the terms of the sanction letters and its subsequent revisions, the statements filed are in agreement with the books of account of the Company, except for the below instances. The differences as reported is mainly attributed to use of information extracted from books prior to book closures. Management has taken necessary steps to minimise such differences.

For the period ended 31 March 2025

Name of the bank		Nature of current asset offered as security	Quarter ended	Amount disclosed as per quarterly return/ statement	Amount as per books of accounts	Difference
State Bank of India, HDFC Bank Limited, ICICI Bank Limited & Canara Bank	Trade receivables	Refer Note 18 Foot Note	31-Mar-25	21.44	39.38	(17.94)
	Inventories			5,523.69	5,718.08	(194.39)
	Trade payables			3,207.09	3,702.09	(495.00)
State Bank of India, HDFC Bank Limited, ICICI Bank Limited & Canara Bank	Trade receivables	Refer Note 18 Foot Note	31-Dec-24	51.86	92.47	(40.60)
	Inventories			6,974.48	6,977.36	(2.88)
	Trade payables			5,015.03	6,150.78	(1,135.75)
State Bank of India, HDFC Bank Limited, ICICI Bank Limited & Canara Bank	Trade receivables	Refer Note 18 Foot Note	30-Sep-24	51.09	135.48	(84.39)
	Inventories			6,222.12	6,222.12	-
	Trade payables			4,488.66	3,712.26	776.40
State Bank of India, HDFC Bank Limited, ICICI Bank Limited & Canara Bank	Trade receivables	Refer Note 18 Foot Note	30-Jun-24	27.79	111.65	(83.86)
	Inventories			5,083.62	5,083.62	-
	Trade payables			3,178.79	3,132.37	46.42

For the year ended 31 March 2024

Name of the bank		Nature of current asset offered as security	Quarter ended	Amount disclosed as per quarterly return/ statement	Amount as per books of accounts	Difference
State Bank of India, HDFC Bank Limited, ICICI Bank Limited & Canara Bank	Trade receivables	Refer Note 18 Foot Note	31-Mar-24	200.90	283.73	(82.83)
	Inventories			4,779.64	5,147.15	(367.51)
	Trade payables			3,167.23	3,840.89	(673.66)
State Bank of India, HDFC Bank Limited & ICICI Bank Limited	Trade receivables	Refer Note 18 Foot Note	31-Dec-23	225.47	316.80	(91.33)
	Inventories			5,369.03	5,369.03	-
	Trade payables			4,051.70	2,797.93	1,253.77
State Bank of India, HDFC Bank Limited	Trade receivables	Refer Note 18 Foot Note	30-Sep-23	220.93	308.79	(87.87)
	Inventories			4,999.35	4,999.35	-
	Trade payables			3,592.22	2,589.25	1,002.96
State Bank of India, HDFC Bank Limited	Trade receivables	Refer Note 18 Foot Note	30-Jun-23	222.71	313.45	(90.74)
	Inventories			4,529.76	4,529.76	-
	Trade payables			3,039.95	2,438.70	601.24

For the year ended 31 March 2023

Name of the bank		Nature of current asset offered as security	Quarter ended	Amount disclosed as per quarterly return/ statement	Amount as per books of accounts	Difference
State Bank of India & HDFC Bank Limited	Trade receivables	Refer Note 18 Foot Note	31-Mar-23	243.47	324.05	(80.58)
	Inventories			4,244.02	4,443.54	(199.52)
	Trade payables			2,833.91	3,569.30	(735.39)
State Bank of India & HDFC Bank Limited	Trade receivables	Refer Note 18 Foot Note	31-Dec-22	266.13	353.80	(87.67)
	Inventories			4,562.87	4,562.87	-
	Trade payables			3,343.89	2,306.80	1,037.08
State Bank of India & HDFC Bank Limited	Trade receivables	Refer Note 18 Foot Note	30-Sep-22	321.80	370.22	(48.42)
	Inventories			4,296.80	4,296.80	-
	Trade payables			3,077.47	2,327.58	749.88
State Bank of India & HDFC Bank Limited	Trade receivables	Refer Note 18 Foot Note	30-Jun-22	299.63	339.81	(40.18)
	Inventories			3,492.69	3,492.69	-
	Trade payables			2,314.83	1,608.75	706.08

(xii) The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Furthermore, no instances were observed of the audit trail feature being tampered with in accounting software where the audit trail has been enabled at the database level.
Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

47 Ratio Disclosures

Particulars	Numerator	Denominator	31 March 2025	31 March 2024	% Change	Remarks for variance more than 25%
Current Ratio (In times)	Current assets	Current liabilities	0.97	1.03	(5.26%)	
Debt Equity Ratio (In times)	Total debt (including lease liabilities)	Shareholder's Equity	2.35	2.04	15.08%	
Debt Service Coverage Ratio (In times)	Earnings available for debt service	Total Interest and principal repayments	1.53	1.72	(10.93%)	
Return on Equity (%)	Earning available to equity shareholders	Average Shareholder's Equity	25.83%	19.24%	6.58%	
Inventory Turnover Ratio (In times)	Cost of Inventory consumed	Average Inventory	3.09	3.31	(6.48%)	
Trade Receivables turnover ratio (In times)	Net Credit Sales	Average Trade Receivables	1.41	3.28	(56.82%)	Due to decrease in credit sales during the year.
Trade Payables turnover ratio (In times)	Net credit purchases	Average Trade payables and provision for expenses	4.63	4.47	3.59%	
Net Capital Turnover Ratio (In times)	Revenue from operations	Working capital	(152.27)	135.18	(212.64%)	Due to decrease in working capital.
Net profit ratio (%)	Net profit after taxes	Net Sales	3.88%	2.51%	1.37%	
Return on Capital employed (%)	EBIT	Capital Employed	28.95%	24.39%	4.56%	

Particulars	Numerator	Denominator	31 March 2024	31 March 2023	% Change	Remarks for variance more than 25%
Current Ratio (In times)	Current assets	Current liabilities	1.03	0.96	6.87%	
Debt Equity Ratio (In times)	Total debt (including lease liabilities)	Shareholder's Equity	2.04	1.73	18.10%	
Debt Service Coverage Ratio (In times)	Earnings available for debt service	Total Interest and principal repayments	1.72	1.71	0.38%	
Return on Equity (%)	Earning available to equity shareholders	Average Shareholder's Equity	19.24%	26.55%	(7.31%)	
Inventory Turnover Ratio (In times)	Cost of Inventory consumed	Average Inventory	3.31	3.72	(11.10%)	
Trade Receivables turnover ratio (In times)	Net Credit Sales	Average Trade Receivables	3.28	3.84	(14.69%)	
Trade Payables turnover ratio (In times)	Net credit purchases	Average Trade payables and provision for expenses	4.47	5.26	(14.92%)	
Net Capital Turnover Ratio (In times)	Revenue from operations	Working capital	135.18	(105.38)	(228.28%)	Due to increase in sales and working capital.
Net profit ratio (%)	Net profit after taxes	Net Sales	2.51%	3%	(0.68%)	
Return on Capital employed (%)	EBIT	Capital Employed	24.39%	30.44%	(6.05%)	

Particulars	Numerator	Denominator	31 March 2023	31 March 2022	% Change	Remarks for variance more than 25%
Current Ratio (In times)	Current assets	Current liabilities	0.96	0.94	2.64%	
Debt Equity Ratio (In times)	Total debt (including lease liabilities)	Shareholder's Equity	1.73	2.23	(22.65%)	
Debt Service Coverage Ratio (In times)	Earnings available for debt service	Total Interest and principal repayments	1.71	1.27	35.00%	Due to increase in earnings available for debt service.
Return on Equity (%)	Earning available to equity shareholders	Average Shareholder's Equity	26.55%	12%	14.25%	
Inventory Turnover Ratio (In times)	Cost of Inventory consumed	Average Inventory	3.72	3.51	6.00%	
Trade Receivables turnover ratio (In times)	Net Credit Sales	Average Trade Receivables	3.84	2.65	44.62%	Due to increase in credit sales during the year.
Trade Payables turnover ratio (In times)	Net credit purchases	Average Trade payables and provision for expenses	5.26	5.23	0.52%	
Net Capital Turnover Ratio (In times)	Revenue from operations	Working capital	(105.38)	(58.83)	79.11%	Due to increase in sales and working capital.
Net profit ratio (%)	Net profit after taxes	Net Sales	3%	2%	1.53%	
Return on Capital employed (%)	EBIT	Capital Employed	30%	22%	8.26%	

48 Acquisitions

The company has acquired the following entities during the period:

a) On April 01, 2024, the Company has acquired **Siddhi Vinayaka Fashions LLP** as a going concern on a slump sale, for a total consideration of Rs. 83.00 Mn. Siddhi Vinayaka Fashions LLP is engaged in the activity of retail trading of garments. The acquisition was carried out through a business transfer agreement. There is no difference between the identifiable net assets acquired and the consideration.

b) On April 01, 2024, the Company has acquired **Merit Retail Private Limited** as a going concern on a slump sale, for a total consideration of Rs. 38.08 Mn. Merit Retail Private Limited is engaged in activity of retail trading of garments. The acquisition was carried out through a business transfer agreement. There is no difference between the identifiable net assets acquired and the consideration.

c) On April 01, 2024, the Company has acquired **Status Textiles & Garments** as a going concern on a slump sale, for a total consideration of Rs. 63.49 Mn. Status Textiles & Garments is engaged in activity of retail trading of garments. The acquisition was carried out through a business transfer agreement. There is no difference between the identifiable net assets acquired and the consideration.

49 Subsequent Events

Formulation of ESOP Scheme: The Company has adopted two ESOP Schemes i.e., the ESOP (Growth) Scheme 2025 and Thank You ESOP Scheme 2025, pursuant to the resolutions passed by the Board of Directors of the Company in its meeting held on June 26, 2025 and special resolution passed by Shareholders in Extra-ordinary General Meeting of the Company held on June 30, 2025. The objective of ESOP (Growth) scheme 2025 is to reward employees for their association, dedication and contribution to the goals of the Company. The options granted under this scheme shall vest with minimum one year from date of listing and maximum four years from the date of listing. Thank You ESOP Scheme 2025 is aimed at recognizing and appreciating critical roles played by its employees in driving the organization's growth and enabling such employees to share the wealth that they helped to create for the organization over past years. The options granted under this scheme shall vest with minimum one year from date of listing and maximum two years from the date of listing.

50 Exceptional Items - Loss due to fire

During the financial year 2024-25, a fire incident occurred at one of the retail outlets of the Company located in Srikakulam on 25th January 2025. The incident resulted in damage to inventory amounting to Rs.90.66 Mn and to property, plant and equipment amounting to Rs. 21.96 Mn.

The Company had appropriate insurance coverage under the Standard Fire and Special Perils Policy. A claim has been duly lodged with the insurer, and as part of the ongoing assessment, the Company has received Rs. 19.13 Mn towards the sale value of damaged inventory subsequent to the reporting date.

Based on a preliminary assessment, management does not anticipate any material adverse impact on the Company's overall operations or financial position. The net loss, after considering the proceeds from the damaged inventory received subsequent to the reporting date, has been recognized as an exceptional item in the financial statements.

Further accounting adjustments, if any, will be made upon final settlement of the insurance claim and completion of the loss assessment process.

51 Previous year figures have been regrouped/ re-classified wherever necessary, to confirm to current year's classification in order to comply with the requirements of the Schedule III to the Companies Act, 2013. The nature of reclassification and other adjustments are disclosed in Note 34 of the Restated Financial Information.

The accompanying notes are an integral part of the Restated Financial Information.
As per our report of even date

For Laxminiwas & Co
Chartered Accountants
Firm Registration No: 011168S

Vijay Singh
Partner
Membership No. 221671

Place: Hyderabad
Date: August 13, 2025

For and on behalf of the Board of directors
RSB RETAIL INDIA LIMITED (FORMERLY KNOWN AS R S BROTHERS RETAIL INDIA LIMITED)
(CIN : U47510TG2008PLC058454)

Potti Venkateswarlu
Chairperson and Whole Time Director
DIN: 01430443

Seerna Rajamouli
Managing Director
DIN: 01980976

CA R Gowrisankar
Chief Financial Officer
Membership No. 211762

T S Maharani
Company Secretary and Compliance Officer
M No: F8069

Place: Hyderabad
Date: August 13, 2025

Place: Hyderabad
Date: August 13, 2025

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Financial Information are given below:

Particulars	As at and for the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Basic Earnings per Equity Share of face value ₹2 each (in ₹)[(1)]	3.68	2.17	2.39
Diluted Earnings per Equity Share of face value ₹2 each (in ₹)[(1)]	3.68	2.17	2.39
Restated Profit for the year (in ₹ million)	1,044.21	616.74	678.21
Return on Net Worth (%)[(2)]	22.85	17.54	23.45
Net Asset Value per Equity Share of face value ₹2 each (in ₹)[(3)]	16.10	12.39	10.19
EBITDA (in ₹ million)[(4)]	3,738.26	2,661.08	2,192.94

Notes:

(1) *Basic and diluted earnings per share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Basic and diluted earnings per equity share is computed by dividing the restated profit for the year attributable to the owners of our Company by the weighted average number of shares outstanding during the year.*

(2) *Restated profit for the year does not include adjustments in other comprehensive income as per restated statement of Profit and Loss*

(3) *Net asset value per Equity Share (₹) is net worth at the end of the year divided by weighted average number of equity shares outstanding considered for the purpose of computing Basic EPS at the end of the year. 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 on March 31, 2025, 2024 and 2023, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.*

(4) *Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated net worth at the end of the year/period.*

(5) *EBITDA = Revenue from Operations- Cost of Goods Sold- Employee Benefit Expenses - Other Expenses.*

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 ("**Audited Financial Statements**") are available on our website at https://rsbretail.com/investor-relations/financial-reporting/results-presentations/, in accordance with the applicable provisions in this regard under SEBI ICDR Regulations.

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 or recommendation or solicitation 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 and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor BRLMs or 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 reliance placed on 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 the Draft Red Herring Prospectus are set out below:

Reconciliation from Restated profit/loss for the period/year to EBITDA and EBITDA Margin

(*in ₹ million unless otherwise indicated*)

Particulars	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Revenue From Operations (A)	26,939.44	24,579.91	21,267.19
Cost of Goods Sold (B)	16,813.04	15,868.59	14,344.05
Employee Benefit Expenses (C)	3,357.83	2,804.24	2,191.92
Other Expenses (D)	3,030.31	3,246.00	2,538.28
EBITDA (E = A -(B+C+D))	**3,738.26**	**2,661.08**	**2,192.94**
EBITDA Margin (%) (E/A)	**13.88%**	**10.83%**	**10.31%**

Reconciliation of operating profit

(*in ₹ million unless otherwise indicated*)

Particulars	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Profit before exceptional items and tax (A)	1,598.41	998.83	918.31
Finance cost (B)	938.03	693.90	536.85
Other Income (C)	243.91	211.27	189.25

Particulars	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Operating profit (A+B-C)	**2,292.53**	**1,481.46**	**1,265.91**

Reconciliation from Total Asset to Capital Employed, Return on Capital Employed

(*in ₹ million unless otherwise indicated*)

Particulars	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Total Assets (A)	20,233.33	15,376.68	12,067.84
Current Liabilities (excluding current borrowings) (B)	5,155.31	4,972.67	4,393.43
Non-Current Liabilities (C) (excluding Non-current Borrowings)	7,158.77	4,329.65	3,515.43
Capital Employed (D=A-B-C)	**7,919.25**	**6,074.36**	**4,158.98**
Operating profit (E)	2,292.53	1,481.46	1,265.91
Return on Capital Employed(%) (E/D)	**28.95%**	**24.39%**	**30.44%**

Reconciliation from Equity Share Capital to Net worth and Return on Net Worth

(*in ₹ million unless otherwise indicated*)

Particulars	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Share Capital (A)	567.70	81.10	81.10
Other equity (B)	4,001.23	3,435.97	2,811.52
Accumulated Losses (C)	-	-	-
Deferred Expenditure (D)	-	-	-
Net Worth (A)+(B)-(C)-(D)	**4,568.93**	**3,517.07**	**2,892.62**
Net Profit after tax attributable to the owners of the company	1,044.21	616.74	678.21
Return on Networth (%)	**22.85%**	**17.54%**	**23.45%**

Reconciliation of Net Asset Value per Equity Share

(*in ₹ million unless otherwise indicated*)

Particulars	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Net worth (A)	4,568.93	3,517.07	2,892.62
Number of equity shares outstanding at the end of the period (B)	283.85	283.85	283.85
Net Asset Value per Equity Share of face value ₹2 each (in ₹) (A/B)	**16.10**	**12.39**	**10.19**

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 Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 as reported in the Restated Financial Information, see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 40 – Related Party Disclosures*" on page 308.

FINANCIAL INDEBTEDNESS

Our Board is empowered to borrow money in accordance with section 179 and section 180 of the Companies Act and our Articles of Association. Our Shareholders have authorized our Board to borrow such sums of money as may be required for the purpose of the business of our Company. For details regarding the borrowing powers of our Board, please see "*Our Management – Borrowing Powers of our Board of Directors*" on page 226.

As of June 30, 2025, our outstanding borrowings aggregated to ₹3,232.49 million.

As on the date of this Draft Red Herring Prospectus, our Company has certain borrowings including working capital facilities, term loan facilities and vehicle loan facilities.

A summary of the borrowings of our Company as of June 30, 2025 is set forth in the table below:

Category of borrowing	Sanctioned amount as on June 30, 2025 (₹ in million)*	Outstanding amount as on June 30, 2025 (₹ in million)*
Secured		
Fund based facilities		
Term Loans	2,478.74	1,894.73
Working capital facilities	1,500.00	1,182.08
Vehicle loans	240.60	138.76
Total secured borrowings (A)	**4,219.34**	**3,215.57**
Unsecured		
Loans from others^	16.92	16.92
Total unsecured borrowings (B)	**16.92**	**16.92**
Total borrowings (A) + (B)	**4,236.26**	**3,232.49**
Non-fund based facilities		
Corporate guarantee^^	1,500.00	1,500.00

* *As certified by Laxminiwas & Co., Chartered Accountants, Statutory Auditors of our Company, pursuant to the certificate dated August 14, 2025.*

^ *Unsecured loan from others, which was taken over as a part of Business Transfer Agreement dated April 1, 2024, entered into by and between the Company and Merit Retail Private Limited. For details of the acquisition undertaken pursuant to the Business Transfer Agreement dated April 1, 2024, entered into by and between the Company and Merit Retail Private Limited, see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years" on page 215.*

^^ *Corporate guarantee extended by our Company for loans availed by R.S.Brothers Jewellers Limited, a member of our Promoter Group and our Group Company from State Bank of India and Axis Bank, respectively.*

For further details of our outstanding borrowings as on March 31, 2025, March 31, 2024 and March 31, 2023, see "*Restated Financial Information*" on page 52.

Principal terms of our outstanding borrowings ("**Borrowings**"):

1. ***Purpose:*** Our Company has availed term loan facilities for use towards furnishing of new showrooms for retail trade of textiles and readymade garments and other capital expenditure items. Additionally, we have availed working capital facilities and vehicle loans to meet recurring expenditure and to finance the purchase of vehicles in relation to the business, respectively.

2. ***Tenor:*** The tenor of our Borrowings varies from one type of facility to the other. Typically, the tenor of term loan facilities ranges between period of 48 months to 144 months, with some loans subject to renewal. The working capital facilities are sanctioned and renewed for a period of 12 months. Further, vehicle loans are availed for a period ranging from 36 months to 60 months.

3. ***Security:*** Certain working capital facilities, vehicle loans and term loans, availed by us, are secured. In terms of our borrowings where security needs to be created, we are typically required to create security by way of:

(a) exclusive charge on fixed assets of our Company;

(b) exclusive charge by way of hypothecation of motor vehicles purchased out of the loans;

(c) exclusive charge over mortgages on commercial property of Directors of our Company;

(d) pari passu charge on the fixed asset of our Company;

(e) a first pari passu charge by way of hypothecation and/or pledge of the current assets;

(f) a first pari passu charge on mortgaged immovable properties; and

(g) personal guarantees by our Promoter and members of Promoter Group including Potti Venkateswarlu, Seerna Rajamouli, Tiruveedhula Prasada Rao, Potti Venkata Sai Abhinay, Seerna Suresh, Tiruveedhula Keshav Gupta, Tiruveedhula Rakesh, Potti Venkata Sujatha, Seerna Suvarna and Potti Malati Lakshmi Kumari.

4. ***Interest***: The interest rates for the facilities are typically linked to benchmark rates, such as the repo rate prescribed by the RBI, BPLR and MCLR of the specific lender plus a spread per annum is charged above these benchmark rates and are subject to mutual discussion between the relevant lender and our Company. The interest rate for the working capital facilities availed by us ranges from 9.00% per annum to 9.35% per annum, for the term loans availed by us ranges from 8.80% per annum to 9.85% per annum and for the vehicle loans availed by us ranges from 7.80% per annum to 11.95% per annum.

5. ***Pre-payment:*** In relation to our Borrowings, certain lenders may charge prepayment penalty of up to 4.00% or at such other rate as may be advised by the lender in the sanction letter or at such rate as may be advised by the lender at the time of request for prepayment of outstanding principal amount together with interest due in full or in part before the due dates. Further, for certain facilities we are required to provide prior notice before pre-paying the loan amount. Pre-payment may also subject to restrictions on quantum of loans availed, depending on the period that has lapsed since the time of disbursement of the loan.

6. ***Repayment***: The credit facilities of our Company are typically repayable in accordance with the sanction letters and facility agreement executed and may vary from facility to facility. The general repayment terms of the company are

(a) Equated Monthly Payouts

(b) Principal Monthly, Interest as and when due

(c) Principal Quarterly, Interest as and when due

(d) Repayable on demand

7. ***Restrictive covenants:***

The loans availed by our Company contains certain restrictive covenants, which require prior written consent of the lender, or prior intimation to be made to the lender for certain specified events or corporate actions, including but not limited to those listed below:

(a) Change in the constitutional documents;

(b) Change in the ownership/ (existing) ownership, management or control;

(c) Change in capital structure;

(d) Change in management, including Directors, Key Managerial Personnel or board composition;

(e) For opening any bank accounts with other lenders/financers/bankers not part of the consortium;

(f) Convert outstanding obligations under the facility into equity capital or other securities in stressed situation or restructuring situation of debt;

(g) Enter into any scheme of merger, de-merger, amalgamation, etc.;

(h) Disposal of assets other than those permitted by the lender;

(i) Change in composition of the borrower;

(j) Dilution in controlling stake of the existing promoter(s);

(k) Expansion/modernization apart from routine capital expenditure; and

(l) Change in remuneration payable to Directors.

Additionally, lenders under various borrowing arrangements entered into with the Company contain certain restrictive covenants, the breach of which may result in the lender exercising certain rights under the arrangement including nomination of directors on the Board of the Company and conversion of debt into equity, which require obtaining waivers from the lender, including but not limited to those listed below:

(a) Changes in constitution, or existing ownership or control or management;

(b) Right of lender to nominate directors on the Board of the Company;

(c) Opening any account with any other bank; and

(d) Transfer of controlling interest or making drastic change in management setup.

The above-mentioned covenants do not exhaustively indicate terms under all borrowings availed by us and are merely indicative of a few of the restrictive covenants that our Company is subject to, under various facility agreements.

8. ***Events of Default:***

In terms of the facility agreements and sanction letters, the following, among others, constitute as events of default:

(a) Breach of any terms and conditions, including financial covenants in the loan documents;

(b) Failure or inability to pay amount on due dates;

(c) Change in the ownership, management or control;

(d) Cross default under other financing arrangements entered into with the lenders

(e) Any notice in relation to liquidation, dissolution, bankruptcy or insolvency;

(f) The security for the facilities is in jeopardy;

(g) Change of general nature or cessation of business; and

(h) Misrepresentations or misstatements in agreements entered into with the lender.

(i) Substantial change in constitution of the borrower

The above-mentioned events do not exhaustively indicate terms under all borrowings availed by us and are merely indicative of a few of the events of default that our Company is subject to, under various facility agreements.

9. ***Consequences of occurrence of events of default:***

In terms of the facility agreements and sanction letters, in case of occurrence of events of default set out above, our lenders may, among others:

(a) Terminate either whole or part of the facility;

(b) Declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lender;

(c) Enforce security;

(d) Appoint a nominee director on the Board of Directors; and

(e) Convert outstanding obligations under the facility into equity capital or other securities.

(f) To set off and adjust the loan

(g) Take possession of the hypothecated asset

The details provided above are indicative and there may be additional terms, conditions, and requirements under the various outstanding borrowing arrangements of our Company. We have made the required intimations and 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. 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 our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition, and cash flows.*" on page 50.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of operations included in the Financial Statements.

Please read "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Financial Data" on page 16 before reading this section. This section should be read together with "Risk Factors", "Industry Overview", "Our Business", "Other Financial Information" and "Restated Financial Information" on pages 35, 137, 187, 324 and 252, respectively.

This section contains forward-looking statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. See "Forward-Looking Statements" on page 252 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" on page 35 for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows.

Unless stated otherwise, all financial information in this section is based on or derived from the "Restated Financial Information" included on page 252 of this Draft Red Herring Prospectus. Our Company's financial year ends on March 31 of every year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year. Financial information for Fiscal 2025 reflects the impact of the transfer of business of (i) Status and Ethnic Destination to our Company pursuant to the Status BTA; (ii) Siddhi Vinayaka Fashions LLP pursuant to the Siddhi Vinayak BTA; and (iii) Merit Retail Private Limited pursuant to the Merit BTA and accordingly our financial information for Fiscal 2025 should not be compared to our financial information for Fiscals 2024 and 2023.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled, "Apparel Market in India and South India" ("**Technopak Report**") dated August 12, 2025, prepared and issued by Technopak Advisors Private Limited ("**Technopak**"), which has been commissioned and paid for by us for an agreed fee and prepared exclusively in connection with this Offer. The Technopak Report is available on the website of our Company at https://rsbretail.com/investor-relations/shareholders-information/industry-report/. 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 year. For more information, see "Risk Factors – This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Technopak, which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks." on page 62. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 16. Technopak is an independent agency and is not related to our Company, Directors, Promoters or any of the Selling Shareholders.*

OVERVIEW

For details in relation to our business, see "*Our Business*" on page 187.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition, results of operations and cash flows are affected by a number of factors, including the following:

Expanding Retail Presence

Our revenue from operations and profitability has historically depended, and will continue to depend, on our ability to expand our store network. We have significantly increased our retail footprint in recent years, with the number of stores operated by us rising from 41 as of March 31, 2023 to 57 as of March 31, 2024, and further to 73 stores as of March 31, 2025. This represents a compound annual growth rate ("**CAGR**") of 33.43% in the number of stores during this period. The expansion of our retail network has driven substantial growth in both revenue from operations and profit for the year, with these metrics increasing at a CAGR of 12.55% and 24.08% respectively between Fiscals 2023 and 2025.

The table below sets forth details of our number of stores, revenue from operations and profit after tax as of/for the respective Fiscals:

Particulars	As of / For the Fiscal ended March 31, 2025	As of / For the Fiscal ended March 31, 2024	As of / For the Fiscal ended March 31, 2023
Number of stores[(1)(2)]	73	57	41
Revenue from operations (in ₹ million)	26,939.44	24,579.91	21,267.19
Profit for the year (in ₹ million)	1,044.21	616.74	678.21

Notes:

(1) Subsequent to March 31, 2025, we closed four stores: one Ethnic Destination at Hyderabad, Telangana and one R.S. Brothers store at Patny, Hyderabad, Telangana on April 1, 2025 and one Dè Royal store in Kokapet, Hyderabad, Telangana and one R.S. Brothers store at Suchitra, Hyderabad, Telangana.

(2) Subsequent to March 31, 2025, we opened one R.S. Brothers store in Vijayawada. Andhra Pradesh, Accordingly, as at the date of this Draft Red Herring Prospectus, we operate 70 stores.

We intend to continue expanding our retail presence to further boost revenue realisation and overall profitability. From the Net Proceeds, we intend to utilise ₹1,181.81 million from the Net Proceeds to fund fit-out costs for opening 14 new stores under the R. S. Brothers and South India Shopping Mall store formats in Andhra Pradesh and Telangana. During Fiscals 2025, 2024 and 2023, we established a total of 19 new stores of R.S Brothers and South India Shopping Mall store formats (which includes 8 under South India Shopping Mall and 4 under R. S. Brothers in Andhra Pradesh; 6 under South India Shopping Mall and 1 under R. S. Brothers in Telangana). Over the next three Fiscals, we propose to open an additional seven (7) stores under South India Shopping Mall format and seven (7) stores under R.S. Brothers in the South Indian states of Andhra Pradesh and Telangana. For further information, see "*Objects of the Offer – Setting up of new stores under the formats of "R.S. Brothers" and "South India Shopping Mall'*" on page 112.

Geographical Presence and Expanding into New States

We have during Fiscals 2025, 2024 and 2023, generated all or almost all of our revenue from operations from the two South Indian states of Telangana and Andhra Pradesh where almost all of our stores were located during the relevant period. Revenue from our stores located in the South Indian states of Telangana and Andhra Pradesh have seen year on year growth during Fiscals 2025, 2024 and 2023. Our revenue from operations from Telangana grew at a CAGR of 10.34% while Andhra Pradesh witnessed a CAGR of 16.37% between Fiscals 2023 and 2025, supported by growth in the total number of stores. Accordingly, our revenue from operations and profitability was dependent on the performance and demand for our products in these two South Indian states. To reduce our dependence on these two states, we expanded our operations by opening a new Dè Royal store in Bengaluru, Karnataka, India during Fiscal 2024.

The table below provides details of our revenue from operations generated from the three South Indian states of Telangana, Andhra Pradesh and Karnataka for Fiscals 2025, 2024 and 2023:

State	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (in ₹ million)	Percentage of Revenue from Operations (%)
Telangana	16,690.01	61.95	15,252.63	62.05	13,708.76	64.46
Andhra Pradesh	10,236.25	38.00	9,322.26	37.93	7,558.43	35.54
Karnataka	13.18	0.05	5.02	0.02	-	-
Total	**26,939.44**	**100.00**	**24,579.91**	**100.00**	**21,267.19**	**100.00**

As of March 31, 2025, we had 73 stores across 22 cities in the three South Indian states of Andhra Pradesh, Telangana and Karnataka, details of which are set out below:

Particulars	Number of stores as of March 31, 2025[(1)(2)]	Number of cities as of March 31, 2025
Andhra Pradesh	**27**	**14**
- *R.S. Brothers*	5	5
- *South India Shopping Mall*	16	14
- *Kanchipuram Narayani Silks*	3	3
- *Dè Royal*	3	3
Telangana	**45**	**7**
- *R.S. Brothers*	8	1
- *South India Shopping Mall*	18	7
- *Kanchipuram Narayani Silks*	8	1
- *Dè Royal*	7	1
- *Value Zone Hyper Mart*	2	1
- *Ethnic Destination*	1	1
- *Status*	1	1
Karnataka	**1**	**1**
- *Dè Royal*	1	1
Total	**73**	**22**

Notes:

(1) *Subsequent to March 31, 2025, we closed four stores: one Ethnic Destination at Hyderabad, Telangana and one R.S. Brothers store at Patny, Hyderabad, Telangana on April 1, 2025 and one Dè Royal store in Kokapet, Hyderabad, Telangana and one R.S. Brothers store at Suchitra, Hyderabad, Telangana.*

(2) *Subsequent to March 31, 2025, we opened one R.S. Brothers store in Vijayawada. Andhra Pradesh, Accordingly, as at the date of this Draft Red Herring Prospectus, we operate 70 stores.*

We plan to increase our presence in cities across Telangana and Andhra Pradesh where we currently have no or limited operations, and we also intend to enter and expand into neighbouring states, leveraging our brand recognition to open new stores and reach a broader customer base based on demographics and consumption patterns. Our Board of Directors, by way of a board resolution dated August 13, 2025, has approved the expansion of our operations into Tamil Nadu and Maharashtra. Additionally, our Company has signed a letter of intent for one store each in Karnataka and Maharashtra, although the format of these stores has not yet been defined. Our revenue from operations and profitability will remain highly dependent on the

performance of our stores in the two South Indian states of Telangana and Andhra Pradesh until we begin generating substantial revenue from stores located in other states.

Effective Inventory Management

Our business is highly dependent on our ability to effectively manage our inventory across our store formats. Our inventory turnover ratio, however, has declined from 3.72 as of March 31, 2023 to 3.31 as of March 31, 2024 and further to 3.09 as of March 31, 2025, reflecting a modest increase in our average inventory holding period. We continue to focus on improving inventory efficiency through timely product rotation. While maintaining sufficient inventory is essential to support growth and meet customer demand, sustained declines in turnover may eventually affect working capital efficiency. This emphasises the importance of optimising stock levels to improve turnover.

As we expand our retail presence, optimising inventory is critical for balanced growth. Effective management prevents overstocking, which ties up capital and increases the risk of obsolescence; while also ensuring we maintain adequate supplies to meet demand promptly. Achieving this balance requires a thorough understanding of market trends, accurate forecasting and agile response mechanisms.

We use a centralised and integrated inventory management framework to monitor and coordinate stock levels, purchases, order processing, and vendor performance. Inventory movements are systematically recorded, with stock categorised into specialised sections for precise tracking. Access to central stores is strictly controlled to maintain security and prevent unauthorised interference. This proactive approach not only minimises losses but also enhances customer satisfaction by ensuring consistent product availability, supporting increased sales and broader market reach. As our business grows, maintaining this balance will be vital for sustaining profitability and long-term success.

Vendor Sourcing and Supplier Relationships

Our business model relies on sourcing apparel products and merchandise from a broad network of third-party manufacturers and suppliers, as we do not engage in in-house manufacturing. As of March 31, 2025, we sourced products from 107 job-workers and 3,888 suppliers, each on a non-exclusive, purchase order basis rather than through long-term, binding supply contracts.

Our ability to operate across multiple retail formats, offer a diverse assortment, and maintain our speed to market depends critically on the quality, reliability, and cost efficiency of our supplier base. Our procurement structure allows for flexibility and responsiveness to evolving customer preferences; however, it also exposes us to certain operational risks.

Periodic assessments and close collaboration with our suppliers underpin our sourcing strategy consistent with global best practice in the retail sector. We employ robust supplier selection and monitoring processes aimed at maintaining product quality, ensuring timely deliveries, and supporting responsible sourcing. For our private label brands (which accounted for 7.25% of revenue from operations in Fiscal 2025), supply continuity and quality control are particularly vital for brand reputation and customer trust.

Our practice of placing individual purchase orders, while giving us flexibility and the ability to adapt quickly to changing trends means we have limited contractual security over longer-term pricing, product availability, or supply continuity. In line with many large global retailers, we maintain a diversified supplier network to mitigate concentration risk; in Fiscal 2025, the largest supplier accounted for less than one per cent of total supply, and our top 10 suppliers provided less than 7% of our total purchases (as illustrated in the table below). This diversification reduces the risk of supply disruption from any single supplier.

The table below provides details of products sourced from our top 1, top 5 and top 10 suppliers for Fiscals 2025, 2024 and 2023:

Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Purchase Amount (in ₹ million)	Percentage of Total Purchase [(1)] (%)	Purchase Amount (in ₹ million)	Percentage of Total Purchase [(1)] (%)	Purchase Amount (in ₹ million)	Percentage of Total Purchase [(1)] (%)
Top 1	167.46	0.96	155.35	0.94	271.86	1.75
Top 5	700.91	4.01	684.29	4.13	931.40	6.00
Top 10	1,205.64	6.90	1,227.08	7.40	1,422.76	9.16

Note:

(1) Total Purchase is calculated as purchase of stock-in-trade.

As we continue to grow, particularly in new markets, effective vendor sourcing and risk management will remain a core area of management focus. This includes developing deeper supplier engagement, ongoing quality assurance, and (where feasible) exploring strategic partnerships to strengthen supply stability and realize potential benefits such as cost efficiencies, volume incentives, or exclusivity.

We believe our diversified, responsive sourcing approach has supported both growth and operational resilience, but we recognize that efficient supplier management and continuous enhancement of procurement processes will remain critical to sustaining our competitive position and supporting future expansion.

Competition In Retail Space

Our business operates in a highly competitive industry, characterised by the presence of both organised and unorganised players across national, regional, and local levels. We face competition from established retailers, emerging brands, and traditional independent stores, many of whom have a longstanding presence and significant customer loyalty in our key markets. Competitive factors include price, product range, quality, customer service, store location and format, promotional strategies, and adaptability to changing consumer trends. In recent years, the entry of new entrants and expansion of existing brands particularly through digital and omni-channel platforms has intensified the competitive landscape. Any inability to respond effectively to these competitive pressures, adapt our offerings, or maintain our market position could adversely impact our business, financial condition, and results of operations. We closely monitor industry trends and competitor strategies to ensure our offerings remain relevant and competitive.

For further information, see "*Industry Overview*" and "*Our Business – Competition*" on pages 137 and 202, respectively.

Seasonality

Our business is inherently subject to seasonality, with significant variations in revenue and profitability depending on festive periods, wedding seasons, and other regional events that drive increased customer demand. These factors lead to fluctuations in customer footfall, sales volumes, and overall financial results between quarters and half-year periods. As such, our quarterly and periodic financial results may not accurately reflect our full-year performance.

Seasonal volatility may result in certain quarters recording disproportionately higher or lower income and profits, which is common in the retail industry. This means that comparisons of operating results across different quarters or half-years within the same financial year or between different financial years may not provide a full or meaningful picture of our business or performance trends.

In addition, adverse factors related to seasonality could intensify risks to our business. For example, weak sales during key seasons, or the need to clear unsold stock through industry-wide price reductions, may negatively affect profitability. We may also face operational challenges aligning our procurement and supply chain with unpredictable or sharp changes in seasonal demand, potentially resulting in delays, higher logistics costs, or product shortages.

Seasonal variation may also affect our inventory levels, working capital needs, and cash flows from one quarter to another. If our overall growth slows or stalls, the effects of seasonality could have an even greater negative impact on our business, financial condition, operational results, and future prospects.

PRESENTATION OF FINANCIAL INFORMATION

The restated financial information comprise the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cashflows for the years ended March 31, 2025, March 31, 2024 and March 21, 2023, the summary statement of material accounting policies, and other notes and explanatory information (collectively, the "**Restated Financial Information**").

The Restated Financial Information have been compiled by the management from:

- Audited Ind AS financial statements of our Company as at and for the year ended March 31, 2025, prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India.

- Audited Ind AS financial statements of our Company as at and for the year ended March 31, 2024 prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India.

- Audited special purpose Ind AS financial statements as at and for the year ended March 31, 2023 which were prepared in accordance with the Ind AS.

Financial information for Fiscal 2025 reflects the impact of the transfer of business of (i) Status and Ethnic Destination to our Company pursuant to the Status BTA; (ii) Siddhi Vinayaka Fashions LLP pursuant to the Siddhi Vinayak BTA; and (iii) Merit Retail Private Limited pursuant to the Merit BTA and accordingly our financial information for Fiscal 2025 should not be compared to our financial information for Fiscals 2024 and 2023.

CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT JUDGMENTS AND ESTIMATES

Summary of material accounting policies

The following are the material accounting policies for our Company:

Property, Plant & Equipment

Recognition and Measurement

The cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to our company and the cost of the item can be measured reliably.

Freehold land is carried at historical cost less any accumulated impairment losses.

Items of property, plant and equipment (including capital-work-in-progress) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any.

Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to our company and its cost can be measured reliably. The carrying amount of the replaced part will be derecognized. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

When significant parts of plant and equipment are required to be replaced at intervals, our company depreciates them separately based on their specific useful lives.

An item of property, plant and equipment and any significant part initially recognized is derecognized 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 derecognized.

Capital work-in-progress (CWIP) includes cost of property, plant and equipment under installation/under development, as at the balance sheet date. Expenditure/Income during construction period is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to our company and the cost of the item can be measured reliably.

Depreciation

Depreciation on property, plant and equipment is provided using written down value method on depreciable amount. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. For assets acquired or disposed of during the year, depreciation is provided on a pro rata basis. Land is not depreciated.

The useful life of property, plant and equipment as per Schedule II are as follows:

Type of Asset	Useful life in years
Plant and Machinery	15 Years
Office Equipment	5 Years
Electrical Fittings	10 Years
Furniture and fittings	10 Years
Motor vehicles (Motor cars)	8 Years
Motor vehicles (Motor Cycles, scooters and other mopeds)	10 Years
Buildings	30 Years
Computers	
End user devices, such as, desktops, laptops, etc.	3 Years

Value of leasehold improvements is depreciated over its useful life or lease term, whichever is lower. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed as capital advances under other non-current assets. The cost of property, plant and equipment not ready to use before such a date are disclosed under capital work-in-progress.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred.
Intangible assets are amortised over the useful 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 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 is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Following initial recognition, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use.

Computer software

The computer software is amortised on written down value method over the useful economic life of six years, as estimated by the management.

Investment property

Properties that are held for long-term rental yields and/or for capital appreciation are classified as investment properties. Investment properties are stated at cost of acquisition or construction less accumulated depreciation and impairment if any. Depreciation is recognised using the straight-line method so as to amortise the cost of investment properties over their useful lives as specified in Schedule II of the Companies Act 2013.

Transfers to or from investment properties are made at the carrying amount when and only when there is a change in use. An item of investment property is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of investment property is determined as the difference between the sales proceeds and the carrying amount of the property and is recognised in the statement of profit and loss.

Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Assessment for impairment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

Reversal of impairment of assets

An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

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

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that our company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL); and
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost, if both of the following conditions are met: (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and (ii) 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 statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Derecognition

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 Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- Our company 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) our company has transferred substantially all the risks and rewards of the asset, or (b) our company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

Our Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value i.e., loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Our Company's financial liabilities include trade and other payables, loans and borrowings including cash credits.

Subsequent measurement

The measurement of financial liabilities depends on their classification.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and 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.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 recognized in the statement of profit and loss.

Reclassification of financial assets and liabilities

Our company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when our company either begins or ceases to perform an activity that is significant to its operations. If our company reclassifies financial assets, it applies the re-classification prospectively from the re-classification date, which is the first day of the immediately next reporting period following the change in business model. Our company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Cash & cash equivalents

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, and other short-term deposits. For this purpose, "short-term" means investments having maturity of three months or less from the date of investment, and which are subject to an insignificant risk of change in value.

Revenue recognition

Our Company derives revenue primarily from sale of traded goods.

Revenue from contracts with customers is recognized on transfer of control of promised goods to a customer at an amount that reflects the consideration to which our company is expected to be entitled to in exchange for those goods. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of various discounts and schemes offered by our company as part of the contract.

Revenue from sale of products is recognized when the control on the goods has been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the goods are delivered and on acceptance of such goods.

Sales are recognized when goods are supplied and control over the goods sold is transferred to the buyer which is on dispatch/delivery as per the terms of contracts. Sales are net of returns, trade discounts, and sales taxes/Goods and Service Tax (GST).

Our Company carries on a cash and carry model and accordingly, payment against sale of goods is receipt at the time of sale itself. Further, there are no financing component in the contract with customer and no variable consideration are involved in the transaction price.

Inventories

Inventories are valued at the lower of cost and net realizable value.

Cost of inventories includes expenditure incurred in acquiring the inventories and other costs such as freight incurred in bringing them to their present location and condition. Costs of inventories are determined on FIFO method.

Net realizable value represents the estimated selling price for inventories less all costs necessary to make the sale. As a part of periodic inventory reconciliations, adjustments for stock variances identified due to stock transfers from warehouse to store locations (in transit) will be made in inventory valuation. Such adjustments are recorded based on reconciliation records to ensure an accurate representation of inventory balances.

Employee benefits

Short term employee benefits

All employee benefits payable wholly within twelve months after the end of the reporting period in which the employees render the related services, are classified as short-term employee benefits. Benefits such as salaries, wages, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Defined contribution plans

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contributions.

Contribution as per Employee's Provident Funds and Miscellaneous Provisions Act 1952 towards Provident Fund are provided for and payments in respect thereof are made to the relevant authorities on actual basis. Short term employee benefits are recognized on an undiscounted basis whereas long term employee benefits are recognized on a discounted basis.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined by using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognized in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognized in OCI is reflected immediately in retained earnings and will not be reclassified to statement of profit and loss. Past service cost is recognized in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Other long-term employee benefits

Our Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

Provisions, contingent liabilities and contingent assets

Provisions

A provision is recognized in the statement of profit and loss if, as a result of a past event, our company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks

specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities and contingent assets

A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the Restated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Tax expenses

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. Our company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities and assets are recognised for all taxable temporary differences and deductible temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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 assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Leases

Our Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Our Company as a lessee

Our Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. Our company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

Our Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to our company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section of Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, our company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by our company and payments of penalties for terminating the lease, if the lease term reflects the variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, our company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

Our Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Our Company as lessor

At inception or on modification of a contract that contains a lease component, our company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When our Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, our company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, our Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset or the present value of the lease payments amounts to at least substantially all of the fair value of the underlying asset at the inception date.

When our Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which our company applies the exemption described above, then it classifies the sub-lease as an operating lease.

Amounts due from lessees under a finance lease are recognised as receivables at an amount equal to the net investment in the leased assets. Finance lease income is allocated to the periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the finance lease.

Our Company applies the derecognition and impairment requirements in Ind AS 109 to the net investment in the lease. Our Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

Our Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "other income".

NON-GAAP FINANCIAL MEASURES

We have included certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance (collectively, "**Non-GAAP Financial Measures**" and each, a "**Non-GAAP Financial Measure**"). The presentation of these Non-GAAP Financial Measures provides additional useful information to potential investors regarding

our performance and trends related to our financial condition and results of operations. Accordingly, when Non-GAAP Financial Measures are viewed together with Ind AS financial information, as applicable, potential investors are provided with a more meaningful understanding of our financial condition and results of operations.

We use a variety of financial and operational performance indicators to measure and analyze our operational performance from period to period, and to manage our business. We also use other information that may not be entirely financial in nature, including statistical and other comparative information commonly used within the retail sector to evaluate our financial and operating performance. For these reasons, we have included certain Non-GAAP Financial Measures in this Draft Red Herring Prospectus, including EBITDA, EBITDA Margin, Gross Profit, Debt to Equity ratio and Net Worth, as well as certain other metrics based on or derived from those Non-GAAP measures. For further details, see "*Other Financial Information – Reconciliation of Non-GAAP Measures*" on page 324. These Non-GAAP Financial Measures have limitations as analytical tools. As a result, Non-GAAP Financial Measures should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported under Ind AS and presented in our financial statements. Furthermore, these Non-GAAP Financial Measures are not defined under Ind AS and therefore should not be viewed as substitutes for performance or profitability measures under Ind AS. While these Non-GAAP Financial Measures may be used by other companies operating in the Indian retail industry, they may not be comparable to similar financial or performance indicators used by other retail companies due to potential inconsistences in the method of calculation and differences due to items subject to interpretation.

Also see "*Risk Factors – We have in this Draft Red Herring Prospectus included certain non-generally accepted accounting principle financial measures ("**Non-GAAP**") and certain other industry measures related to our operations and financial performance. These Non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on page 62.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total Income

Our total income comprises our revenue from operations and other income.

Revenue from Operations

Our revenue from operations comprises revenue from sale of goods, i.e., revenue from sale of products primarily retailed at our stores.

Other Income

Our other income comprises: (i) rental income generated from sub-leasing certain retail spaces to third-parties including our Group Company R.S. Brothers Jewelers Private Limited; (ii) gain on sale of property, plant and equipment; (iii) interest income on deposits; (iv) interest income – others, i.e., interest from loans provided to employees; (v) gain on derecognition of right of use assets on account of sub-leasing; (vi) interest income of finance lease receivable; (vii) remeasurement of lease receivable; (viii) insurance claims receivable; (ix) miscellaneous income; and (x) gain on de-recognition of term loans.

Expenses

Our expenses comprise: (i) purchase of stock-in-trade; (ii) change in inventories of stock-in-trade; (iii) employee benefits expense; (iv) finance costs; (v) depreciation and amortization expenses; and (vi) other expenses.

Purchases of stock-in-trade

Purchase of stock-in-trade includes purchasing of goods that we intend to sell as part of our regular business operations.

Changes in inventories of stock-in-trade

Changes in inventories of stock-in-trade includes the difference in the inventory levels between the beginning and the end of a relevant Fiscal/period. It is calculated as beginning inventory minus ending inventory.

Employee benefits expense

Employee benefits expense comprises: (i) salaries and wages; (ii) bonus; (iii) staff welfare expenses; (iv) gratuity expenses; and (v) workmen compensation which includes compensation of additional incentives payable to employees.

Finance costs

Finance costs comprise: (i) interest expense on borrowings; (ii) interest income on lease liabilities; (iii) interest on security deposits taken; (iv) other borrowing costs which includes bank charges; and (v) interest on MSME.

Depreciation and amortization expenses

Depreciation and amortization expenses comprises: (i) depreciation on property, plant and equipment; and (ii) depreciation on right of use asset

Other expenses

Other expenses comprises: (i) advertisement; (ii) business promotion expenses; (iii) rent; (iv) shop maintenance – house keeping services; (v) shop maintenance – security services; (vi) show room maintenance; (vii) carriage inwards; (viii) packing material; (ix) electricity charges; (x) legal and professional charges; (xi) insurance; (xii) interest on delay payments; (xiii) printing and stationery; (xiv) travelling and conveyance; (xv) conveyance; (xvi) rates and taxes; (xvii) communication expenses; (xviii) repairs and maintenance comprising computers, air conditioning, electrical, generator, vehicles and lifts; (xix) customer welfare; (xx) promotion of education and social welfare; (xxi) auditors remuneration; (xxii) donations; (xxiii) loss due to modification of sub lease; (xxiv) bad debts written off; (xxv) sitting fees; (xxvi) loss on sale of fixed assets; and (xxvii) sales commission.

Certain key components of our other expenses are explained below:

- Advertisements expenses primarily incurred towards undertaking marketing and promotion of our stores.
- Business promotion expenses towards gift items distributed to our customers.
- Packing expenses which primarily includes cost of materials required to pack the goods such as bags, bubble wrap, tape, labels and other packaging supplies.

RESULTS OF OPERATIONS

Fiscal 2025 compared to Fiscal 2024

The following table sets forth the selected financial data from our restated statement of profit and loss for Fiscals 2025 and 2024:

(₹ in million, except percentages)

Particulars	Fiscal 2025		Fiscal 2024	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Income				
Revenue from operations	26,939.44	99.10	24,579.91	99.15
Other income	243.91	0.90	211.27	0.85
Total income	27,183.35	100.00	24,791.18	100.00
Expenses				
Purchases of stock in trade	17,474.63	64.28	16,572.20	66.85
Changes in inventories of stock-in-trade	(661.59)	(2.43)	(703.61)	(2.84)
Employee benefits expense	3,357.83	12.35	2,804.24	11.31
Finance costs	938.03	3.45	693.90	2.80
Depreciation and amortization expenses	1,445.73	5.32	1,179.62	4.76
Other expenses	3,030.31	11.15	3,246.00	13.09
Total expenses	25,584.94	94.12	23,792.35	95.97
Profit before exceptional items and tax	1,598.41	5.88	998.83	4.03
Exceptional items – loss due to fire	93.49	0.34	-	-
Profit after exceptional items and before tax	1,504.92	5.54	998.83	4.03
Tax expenses				
Current tax	507.57	1.87	355.18	1.43
Deferred tax	(117.99)	(0.43)	(87.61)	(0.35)
Tax pertaining to earlier years	71.13	0.26	114.52	0.46
Total tax expenses	460.71	1.69	382.09	1.54
Profit for the year	1,044.21	3.84	616.74	2.49
Other Comprehensive Income / (loss)				
Items that will not be reclassified subsequently to profit or loss				
• Re-measurement gains / (losses) on defined benefit plans	10.22	0.04	10.21	0.04
• Income tax effect on the above	(2.57)	(0.01)	(2.57)	(0.01)

Particulars	Fiscal 2025		Fiscal 2024	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Items that will be reclassified subsequently to profit or loss	-	-	-	-
Total other comprehensive income / (loss)	7.65	0.03	7.64	0.03
Total comprehensive income for the year	1,051.86	3.87	624.38	2.52

Total Income

Our total income increased by 9.65% from ₹ 24,791.18 million for Fiscal 2024 to ₹ 27,183.35 million for Fiscal 2025. This was on account of an increase in our revenue from operations and other income for Fiscal 2025 compared to Fiscal 2024. The primary reasons for the increase are discussed below.

Revenue from Operations

Our revenue from operations increased by 9.60% from ₹ 24,579.91 million for Fiscal 2024 to ₹ 26,939.44 million for Fiscal 2025 on account of an increase in revenue from sale of goods. The increase in sale of goods was primarily on account of opening of new stores which increased from 57 stores as of March 31, 2024 to 73 stores as of March 31, 2025.

Other Income

Our other income increased by15.45% from ₹ 211.27 million for Fiscal 2024 to ₹ 243.91 million for Fiscal 2025. The following table sets forth the breakdown of our other income.

(₹ in million, except percentages)

Particulars	Fiscal 2025	Fiscal 2024	Percentage increase / (decrease) (%)
Other Income			
Rental income	34.28	26.02	31.74
Interest income on deposits	46.39	35.02	32.47
Interest income - Others	-	18.86	(100.00)
Gain on derecognition of right of use assets	61.47	43.41	41.60
Interest income of finance lease receivable	34.60	31.00	11.61
Remeasurement of Lease Receivable	42.16	48.52	(13.11)
Insurance claims received	0.83	-	Not Applicable
Miscellaneous income	23.89	8.44	183.06
Gain on de-recognition of term loans	0.29	-	Not Applicable

Expenses

Our total expenses increased by 7.53% from ₹ 23,792.35 million for Fiscal 2024 to ₹ 25,584.94 million for Fiscal 2025 primarily on account of an increase in purchase of stock-in-trade, employee benefit expenses, finance costs, depreciation and amortization expenses which were offset by a decrease in other expenses. Our total expenses as a percentage of our revenue from operations decreased slightly and represented 94.97% and 96.80% of our revenue from operations for Fiscal 2025 and Fiscal 2024, respectively.

The primary reasons for the increase are discussed below.

Purchase of stock-in-trade

The increase in our purchase of stock in trade by 5.45% from ₹ 16,572.20 million for Fiscal 2024 to ₹ 17,474.63 million was attributable to an increase in goods purchased from our suppliers to be sold in our stores. We bought additional goods in Fiscal 2025 compared to Fiscal 2024 primarily due to the opening of new stores.

Changes in inventories of stock-in-trade

During Fiscal 2025, there was continued adjustment in inventories of stock-in-trade. The opening stock was ₹5,147.15 million, and after accounting for a stock loss due to fire of ₹90.66 million. The closing stock at the end of Fiscal 2025 was ₹5,718.08 million, resulting in an inventory increase of ₹661.59 million. This increase is lower than the previous year's increase of ₹703.61 million in Fiscal 2024, highlighting a shift towards moderating inventory accumulation. The lower increase in inventories for Fiscal 2025 compared to Fiscal 2024 reflects more efficient stock rotation and improved operational controls following the stock loss, with the aim of better balancing supply with actual demand.

Employee benefits expense

The increase in our employee benefits expense by 19.74% from ₹ 2,804.24 million for Fiscal 2024 to ₹ 3,357.83 million for Fiscal 2025 was primarily attributable to an increase in salaries and wages, bonus, contribution to provident and other funds, gratuity expenses and workmen compensation. This was partially offset by a decrease in staff welfare expenses.

The increase in salaries and wages by 20.99% from ₹ 2,388.77 million for Fiscal 2024 to ₹ 2,890.07 million for Fiscal 2025 was due to an increase in employee count from 9,001 employees as of March 31, 2024 to 10,668 employees as of March 31, 2025 and annual increments in salaries and wages payable to our employees.

Bonus paid to employees increased by 18.45% from ₹ 113.71 million for Fiscal 2024 to ₹ 134.69 million for Fiscal 2025 due to an increase in staff for deploying them in new showrooms as well as salaries cost.

Contribution to provident fund and other funds also witnessed an increase by 19.13% from ₹ 158.40 million for Fiscal 2024 to ₹ 188.70 million on account of the increase in number of employees.

Gratuity expenses increased by 15.92% from ₹ 54.16 million for Fiscal 2024 to ₹ 62.78 million for Fiscal 2025. Furthermore, workmen compensation increased to ₹ 0.94 million for Fiscal 2025 compared to ₹ 0.70 million for Fiscal 2024.

This was offset by a decrease in staff welfare expenses by (8.87)% to ₹ 80.65 million for Fiscal 2025 compared to ₹ 88.50 million for Fiscal 2024.

Finance costs

We witnessed an increase in our finance costs during Fiscal 2025 which increased by 35.18% to ₹ 938.03 million for Fiscal 2025 compared to ₹ 693.90 million for Fiscal 2024. The increase was primarily attributable to an increase in interest expense on borrowings on account of an increase in borrowings which increased to ₹ 3,350.32 million as of March 31, 2025 compared to ₹ 2,557.29 million as of March 31, 2024, and interest on lease liabilities on account of opening of new stores. The following table sets forth the breakdown of our finance costs.

(₹ in million, except percentages)

Particulars	Fiscal 2025	Fiscal 2024	Percentage increase / (decrease) (%)
Finance costs			
Interest expense on borrowings	288.53	165.64	74.19
Interest on lease liabilities	556.68	408.80	36.17
Interest on security deposits taken	0.83	0.67	23.88
Other borrowing costs	91.00	118.79	(23.39)
Interest on MSME	0.99	-	Not Applicable

Depreciation and amortization expenses

Our depreciation and amortisation expenses increased by 22.56% from ₹ 1,179.62 million for Fiscal 2024 to ₹ 1,445.73 million for Fiscal 2025, on account of an increase in depreciation of property, plant and equipment and depreciation of right of use assets. Depreciation of property, plant and equipment increased by 31.27% from ₹ 546.85 million for Fiscal 2024 to ₹ 717.87 million for Fiscal 2025, while depreciation of right of use assets increased by 15.03% from ₹ 632.77 million for Fiscal 2024 to ₹ 727.86 million for Fiscal 2025. The increase in depreciation is primarily attributable to the addition of fixed assets and leased store premises associated with our 16 new store openings during Fiscal 2025.

Other expenses

Other expenses decreased by 6.64% from ₹ 3,246.00 million for Fiscal 2024 to ₹ 3,030.31 million for Fiscal 2025. The most significant changes arose in the categories set out below.

- Business promotion expenses increased by 45.88% from ₹ 212.28 million for Fiscal 2024 to ₹ 309.67 million for Fiscal 2025, on account of marketing and customer engagement activities supporting new store openings.

- Show room maintenance increased by 48.78% from ₹ 196.06 million for Fiscal 2024 to ₹ 291.69 million for Fiscal 2025, which is attributable to maintenance activities for the expanded store footprint.

- Security services (shop maintenance) rose by 32.54% from ₹ 95.96 million for Fiscal 2024 to ₹ 127.19 million for Fiscal 2025, aligning with the increase in the number of operating locations.

- Carriage inwards increased by 12.53% from ₹ 179.41 million for Fiscal 2024 to ₹ 201.89 million for Fiscal 2025, due to higher volume of goods transported to stores.

- Electricity charges rose by 20.45% from ₹ 412.65 million to ₹ 497.02 million, owing to higher consumption across both new and existing outlets.

- Packing material increased by 7.45% from ₹ 262.98 million for Fiscal 2024 to ₹ 282.57 million for Fiscal 2025, reflecting the increase in volume of goods sold.

- Sales commission from nil for Fiscal 2024 to ₹ 23.52 million for Fiscal 2025.

These increases were partially offset by decreases in other categories:

- Advertisement expenses decreased by 8.90% from ₹ 745.30 million for Fiscal 2024 to ₹ 678.94 million for Fiscal 2025 primarily because there were fewer festivals and special occasions in Fiscal 2025. As advertising expenditure is closely linked to key purchasing events, our Company reduced its spending in the absence of such occasions, resulting in overall lower advertisement expenses.

- Insurance decreased by 44.85% from ₹ 162.46 million for Fiscal 2024 to ₹ 89.59 million for Fiscal 2025 primarily due to the rationalisation of sum assured values and improved negotiations with insurance companies, which resulted in lower premium rates.

Profit Before Exceptional Items and Tax

The increase in our profit before exceptional items and tax by 60.03% from ₹ 998.83 million for Fiscal 2024 to ₹ 1,598.41 million for Fiscal 2025 was primarily driven by a growth in our revenue from operations from ₹ 24,579.91 million to ₹ 26,939.44 million. This increase in revenue exceeded the growth in our total expenses, which rose from ₹ 23,792.35 million for Fiscal 2024 to ₹ 25,584.94 million for Fiscal 2025. The higher growth rate of revenue relative to expenses resulted in a significant improvement in our profitability before exceptional items and tax for the year.

Profit After Exceptional Items and Before Tax

During Fiscal 2025, an exceptional loss of ₹ 93.49 million was recognised on account of a fire accident that occurred at one of the Company's stores in Andhra Pradesh on January 25, 2025, resulting in damage to certain assets.

As a result of this exceptional loss, our profit after exceptional items and before tax was ₹ 1,504.92 million for Fiscal 2025 compared to ₹ 998.83 million for Fiscal 2024.

Tax Expenses

Our total tax expenses increased by 20.58% from ₹ 382.09 million for Fiscal 2024 to ₹ 460.71 million for Fiscal 2025. The increase in total tax expenses was primarily driven by a higher current tax charge, which rose by 42.91% to ₹ 507.57 million in Fiscal 2025 from ₹ 355.18 million in Fiscal 2024, corresponding to the increase in our profit before tax and overall income for the year.

In contrast, tax pertaining to earlier years decreased to ₹ 71.13 million for Fiscal 2025 from ₹ 114.52 million for Fiscal 2024. The elevated figure in Fiscal 2024 was mainly due to the company filing revised tax returns under section 148 of the Income-tax Act for previous assessment years, resulting in additional tax paid for those periods.

Deferred tax for Fiscal 2025 stood at ₹ (117.99) million, compared to a deferred tax credit of ₹ (87.61) million for Fiscal 2024, reflecting adjustments in timing differences recognised during the year.

Profit for the year

For the reasons stated above, our profit for the year increased by 69.31% to ₹ 1,044.21 million for Fiscal 2025 compared to ₹ 616.74 million for Fiscal 2024.

Fiscal 2024 compared to Fiscal 2023

The following table sets forth the selected financial data from our restated statement of profit and loss for Fiscals 2024 and 2023:

(₹ in million, except percentages)

Particulars	Fiscal 2024		Fiscal 2023	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Income				
Revenue from operations	24,579.91	99.15	21,267.19	99.12
Other income	211.27	0.85	189.25	0.88
Total income	24,791.18	100.00	21,456.44	100.00
Expenses				
Purchases of stock in trade	16,572.20	66.85	15,524.09	72.35

Particulars	Fiscal 2024		Fiscal 2023	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Changes in inventories of stock-in-trade	(703.61)	(2.84)	(1,180.04)	(5.50)
Employee benefits expense	2,804.24	11.31	2,191.92	10.22
Finance costs	693.90	2.80	536.85	2.50
Depreciation and amortization expenses	1,179.62	4.76	927.03	4.32
Other expenses	3,246.00	13.09	2,538.28	11.83
Total expenses	23,792.35	95.97	20,538.13	95.72
Profit before exceptional items and tax	998.83	4.03	918.31	4.28
Tax expenses				
Current tax	355.18	1.43	326.68	1.52
Deferred tax	(87.61)	(0.35)	(86.95)	(0.41)
Tax pertaining to earlier years	114.52	0.46	0.37	0.00
Total tax expenses	382.09	1.54	240.10	1.12
Profit for the year	616.74	2.49	678.21	3.16
Other Comprehensive Income / (loss)				
Items that will not be reclassified subsequently to profit or loss				
• Re-measurement gains / (losses) on defined benefit plans	10.21	0.04	(2.39)	(0.01)
• Income tax effect on the above	(2.57)	(0.01)	0.60	0.00
Items that will be reclassified subsequently to profit or loss	-	-	-	-
Total other comprehensive income / (loss)	7.64	0.03	(1.79)	(0.01)
Total comprehensive income for the year	624.38	2.52	676.42	3.15

Total Income

Our total income increased by 15.54% from ₹ 21,456.44 million for Fiscal 2023 to ₹ 24,791.18 million for Fiscal 2024. This was on account of an increase in our revenue from operations and other income for Fiscal 2024 compared to Fiscal 2023. The primary reasons for the increase are discussed below.

Revenue from Operations

Our revenue from operations increased by 15.58% from ₹ 21,267.19 million for Fiscal 2023 to ₹ 24,579.91 million for Fiscal 2024 on account of an increase in revenue from sale of goods. The increase in sale of goods was primarily on account of opening of new stores due to which the store count increased from 41 stores as of March 31, 2023, to 57 stores as of March 31, 2024.

Other Income

Our other income increased by 11.64% from ₹ 189.25 million for Fiscal 2023 to ₹ 211.27 million for Fiscal 2024. The following table sets forth the breakdown of our other income.

(₹ in million, except percentages)

Particulars	Fiscal 2024	Fiscal 2023	Percentage increase / (decrease) (%)
Other Income			
Rental income	26.02	48.66	(46.53)
Gain on sale of property, plant and equipment	-	56.67	(100.00)
Interest income on deposits	35.02	19.88	76.16
Interest income - Others	18.86	-	Not Applicable
Gain on derecognition of right of use assets	43.41	30.91	40.44
Interest income of finance lease receivable	31.00	28.36	9.31
Remeasurement of Lease Receivable	48.52	-	Not Applicable
Insurance claims received	-	0.07	(100.00)
Miscellaneous income	8.44	4.70	79.57

The increase in our interest income on deposits by 76.16% was on account of an increase in fixed deposits with the banks.

These increases were primarily offset by a decrease in our rental income by (46.53)%; and gain on sale of property, plant and equipment to nil for Fiscal 2024 both of which was on account of sale of property located in Ameerpet, Hyderabad, Telangana which was leased to third parties.

Expenses

Our total expenses increased by 15.84% from ₹ 20,538.13 million for Fiscal 2023 to ₹ 23,792.35 million for Fiscal 2024 primarily on account of an increase in purchases of stock in trade, employee benefits expense, finance costs, depreciation and amortization expenses and other expenses. Our total expenses as a percentage of our revenue from operations represented 96.80% and 96.57% of our revenue from operations for Fiscal 2024 and Fiscal 2023.

The primary reasons for the increase are discussed below.

Purchase of stock-in-trade

The increase in our purchase of stock in trade by 6.75% from ₹ 15,524.09 million for Fiscal 2023 to ₹ 16,572.20 million for Fiscal 2024 was attributable to an increase in goods purchased from our suppliers to be sold in our stores. We bought additional goods in Fiscal 2024 compared to Fiscal 2023 primarily due to the opening of new stores.

Changes in inventories of stock-in-trade

During Fiscal 2024, there was a notable change in inventories of stock in trade. For Fiscal 2024, the opening stock was ₹4,443.54 million and closed at ₹5,147.15 million, resulting in an inventory increase of ₹703.61 million. This year-on-year increase reflects a moderated pace compared to Fiscal 2023, where the opening stock was ₹3,263.50 million and closed at ₹4,443.54 million, marking a more defined inventory change of ₹1,180.04 million. The adjustment for Fiscal 2024 reflects improved inventory management to align with anticipated demand.

Employee benefits expense

The increase in our employee benefits expense by 27.94% from ₹ 2,191.92 million for Fiscal 2023 to ₹ 2,804.24 million for Fiscal 2024 was primarily attributable to an increase in salaries and wages; bonus; contribution to provident fund and other funds; staff welfare expenses; and gratuity expenses. This was partially offset by a decrease in workmen compensation.

The increase in salaries and wages by 26.52% from ₹ 1,888.08 million for Fiscal 2023 to ₹ 2,388.77 million for Fiscal 2024 was due to an increase in employee count from 7,473 employees as of March 31, 2023 to 9,001 employees as of March 31, 2024 and annual increments in salaries and wages payable to our employees.

Bonus paid to employees increased by 46.06% from ₹ 77.85 million for Fiscal 2023 to ₹ 113.71 million for Fiscal 2024 due to increase in staff for deploying them in new showrooms as well as salaries cost.

Contribution to provident fund and other funds also witnessed an increase by 39.81% from ₹ 113.30 million for Fiscal 2023 to ₹ 158.40 million for Fiscal 2024 on account of the increase in number of employees.

Staff welfare expenses increased by 32.21% from ₹ 66.94 million for Fiscal 2023 to ₹ 88.50 million for Fiscal 2024. Furthermore, the gratuity expenses increased by 22.98% from ₹ 44.04 million for Fiscal 2023 to ₹ 54.16 million for Fiscal 2024.

This was partially offset by a decrease in workmen compensation which decreased to ₹ 0.70 million for Fiscal 2024 from ₹ 1.71 million for Fiscal 2023.

Finance costs

We witnessed an increase in our finance costs during Fiscal 2024 which increased by 29.25% to ₹ 693.90 million for Fiscal 2024 compared to ₹ 536.85 million for Fiscal 2023. The increase was primarily attributable to an increase in interest expense on borrowings, interest on lease liabilities and other borrowings costs. The following table sets forth the breakdown of our finance costs.

(₹ in million, except percentages)

Particulars	Fiscal 2024	Fiscal 2023	Percentage increase / (decrease) (%)
Finance costs			
Interest expense on borrowings	165.64	103.09	60.68
Interest on lease liabilities	408.80	320.39	27.59
Interest on security deposits taken	0.67	0.61	9.84
Other borrowing costs	118.79	112.76	5.35

The interest expense increase on borrowings was due to an increase in overall borrowings which increased to ₹2,557.29 million as of March 31, 2024 compared to ₹ 1,266.36 million as of March 31, 2023. Furthermore, the increase in interest on lease liabilities was on account of new lease agreements and therefore increase in ROUs.

Depreciation and amortization expenses

Our depreciation and amortization expenses increased by 27.25% from ₹ 927.03 million for Fiscal 2023 to ₹ 1,179.62 million for Fiscal 2024 on account of an increase in depreciation in property, plant and equipment and depreciation on right of use assets. Depreciation in property, plant and equipment increased by 36.43% from ₹ 400.84 million for Fiscal 2023 to ₹ 546.85 million for Fiscal 2024, while depreciation on right of use assets increased by 20.26% from ₹ 526.19 million for Fiscal 2023 to ₹ 632.77 million for Fiscal 2024.

Other expenses

Other expenses increased by 27.88% from ₹ 2,538.28 million for Fiscal 2023 to ₹ 3,246.00 million for Fiscal 2024. The primary reasons for the increase in our other expenses are mentioned below:

- Advertisement expenses by 31.14% from ₹ 568.33 million for Fiscal 2023 to ₹ 745.30 million for Fiscal 2024 on account of the opening of new stores and campaigns promoting such openings;
- Business promotion expenses by 27.77% from ₹ 166.15 million for Fiscal 2023 to ₹ 212.28 million for Fiscal 2024 on account of an increase in gift items and lucky draws to customers during promotional period;
- Carriage inwards by 23.07% from ₹ 145.78 million for Fiscal 2023 to ₹ 179.41 million for Fiscal 2024 on account of an increase in volume of goods;
- Packing material by 19.18% from ₹ 220.67 million for Fiscal 2023 to ₹ 262.98 million for Fiscal 2024 on account of an increase in our sale of products which is corresponding to the increase in our revenue from sale of goods; and
- Legal and professional charges by 55.61% from ₹ 330.75 million for Fiscal 2023 to ₹ 514.67 million for Fiscal 2024 on account of fees paid towards management and architect fees and miscellaneous charges for stores.

These increases were partially offset primarily by a decrease in:

- Insurance expenses by 8.94% to ₹ 162.46 million for Fiscal 2024 compared to ₹ 178.41 million for Fiscal 2023 on account of variation of payment instalment;
- Rates and taxes by 5.98% to ₹ 33.96 million for Fiscal 2024 compared to ₹ 36.12 million for Fiscal 2023; and
- Donations by 12.21% to ₹ 26.31 million for Fiscal 2024 compared to ₹ 29.97 million for Fiscal 2023.

Profit Before Tax

The increase in our profit before tax between Fiscal 2023 and Fiscal 2024 by 8.77% from ₹ 918.31 million to ₹ 998.83 million can be attributed to an increase in revenue from operations from ₹ 21,267.19 million for Fiscal 2023 to ₹ 24,579.91 million for Fiscal 2024, which outpaced the growth in our total expenses from ₹ 20,538.13 million to ₹ 23,792.35 million during the same period, thereby enhancing our profitability before taxes.

Tax Expenses

Our total tax expenses witnessed a significant increase by 59.14% from ₹ 240.10 million for Fiscal 2023 to ₹ 382.09 million for Fiscal 2024. The increase was primarily on account of an increase in our tax pertaining to earlier years which increased to ₹ 114.52 million for Fiscal 2024 from ₹ 0.37 million for Fiscal 2023 on account of filing revised tax return under section 148 of the Income-tax Act for the previous assessment years wherein our Company has offered additional income and accordingly the tax has been ascertained and paid.

Our current tax slightly increased to ₹ 355.18 million for Fiscal 2024 compared to ₹ 326.68 million for Fiscal 2023 corresponding to an increase in our total income. Deferred tax remained consistent at ₹ (87.61) million for Fiscal 2024 compared to ₹ (86.95) million for Fiscal 2023.

Profit for the year

While our profit before tax increased by 8.77% between Fiscal 2023 and Fiscal 2024, however, on account of an increase in our total tax expenses by 59.14% as mentioned above, we witnessed a decrease in our profit for the year ₹ 616.74 million for Fiscal 2024 compared to ₹ 678.21 million for Fiscal 2023, reflecting a negative growth of (9.06)%.

LIQUIDITY AND CAPITAL RESOURCES

We have historically funded our liquidity and capital requirements primarily through funds generated from operations, and indebtedness, including term loans from banks, and short-term loans from banks. We intend to continue to fund our liquidity and capital requirements through funds generated from operations, and indebtedness, and short-term loans from banks and financial institutions. We consider our working capital to be sufficient for our present requirements.

Our loan agreements contain a number of covenants including financial covenants. For details, see "*Financial Indebtedness*" on page 326 and "*Risk Factors – Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations, financial condition, and cash flows.*" on page 50.

CASH FLOWS

The following table summarizes our statements of cash flows for the Fiscals presented:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash flows generated from operating activities	1,940.52	1,875.35	1,526.94
Net cash flows from / (used in) investing activities	(1,509.09)	(1,739.90)	(343.96)
Net cash flows from / (used in) financing activities	(638.88)	158.50	(1,206.08)
Net change in cash and cash equivalents	(207.45)	293.95	(23.10)
Cash and cash equivalents at the beginning of the year	456.23	162.28	185.38
Cash and cash equivalents at the end of the year	248.78	456.23	162.28

Operating Activities

Fiscal 2025

Net cash flows generated from operating activities were ₹ 1,940.52 million. Profit after exceptional items and before tax was ₹ 1,504.92 million. Adjustments primarily consisted of depreciation and amortization expenses of ₹ 1,445.73 million, finance costs of ₹ 938.03 million, gain on derecognition of right-of-use assets of ₹ (61.47) million, loss on derecognition of right-of-use assets of ₹ 5.42 million, interest income of finance lease receivable of ₹ (34.60) million, interest income of ₹ (46.39) million, loss on sale of fixed assets of ₹ 2.61 million, and remeasurement of lease receivable of ₹ (42.16) million. Exceptional items amounted to ₹ 93.49 million. Operating profit before working capital changes increased to ₹ 3,805.29 million.

Working capital changes included an increase in inventories of ₹ 661.59 million, driven by a broader merchandise selection at our existing stores and the opening of new stores. There was a decrease in trade receivables of ₹ 205.49 million, an increase in other current assets of ₹ 162.28 million, an increase in other non-current assets of ₹ 738.53 million, an increase in other current financial assets of ₹ 5.44 million, an increase in other non-current financial assets of ₹ 196.80 million, and a decrease in trade payables of ₹ 139.79 million. There were also increases in provisions of ₹ 49.98 million, other financial liabilities of ₹ 108.08 million, and other current liabilities of ₹ 108.01 million.

Cash flows generated from operating activities for fiscal 2025 were ₹ 2,383.30 million before income tax paid. Income taxes paid were ₹ 442.78 million.

Fiscal 2024

Net cash flows generated from operating activities were ₹ 1,875.35 million. Profit before tax was ₹ 998.83 million. Adjustments primarily consisted of depreciation and amortization expenses of ₹ 1,179.62 million, finance costs of ₹ 693.90 million, gain on derecognition of right-of-use assets of ₹ (43.41) million, interest income of finance lease receivable of ₹ (31.00) million, interest income of ₹ (35.02) million and remeasurement of lease receivable of ₹ (48.52) million. Operating profit before working capital changes were ₹ 2,714.33 million.

Working capital changes reflected an increase in inventories of ₹ 703.61 million, driven by a broader merchandise selection at our existing stores and the opening of new stores, decrease in trade receivables of ₹ 40.32 million, increase in other current assets of ₹ 66.88 million, increase in other non-current assets of ₹ 13.27 million, increase in other current financial assets of ₹ 10.78 million, increase in other non-current financial assets of ₹ 130.98 million, increase in trade payables of ₹ 271.59 million, increase in provisions of ₹ 43.79 million, increase in other financial liabilities of ₹ 110.86 million and increase in other current liabilities of ₹ 77.89 million.

Cash flows generated from operating activities for Fiscal 2024 before income tax paid were ₹ 2,333.26 million. Income taxes paid were ₹ 457.91 million.

Fiscal 2023

Net cash flows generated from operating activities were ₹ 1,526.94 million. Profit after exceptional items and before tax was ₹ 918.31 million. Adjustments primarily consisted of depreciation and amortization expenses of ₹ 927.03 million, gain on sale of property, plant and equipment of ₹ (56.67) million, finance costs of ₹ 536.85 million, gain on derecognition of right-of-use assets of ₹ (30.91) million, interest income of finance lease receivable of ₹ (28.36) million, and interest income of ₹ (19.88) million. Operating profit before working capital changes was ₹ 2,246.37 million.

Working capital changes reflected an increase in inventories of ₹ 1,180.04 million, driven by a broader merchandise selection at our existing stores and the opening of new stores; an increase in trade receivables of ₹ 55.49 million; a decrease in other

current assets of ₹ 32.97 million; an increase in other non-current assets of ₹ 360.38 million; an increase in other non-current financial assets of ₹ 96.02 million; an increase in trade payables of ₹ 1,232.80 million; an increase in provisions of ₹ 30.73 million; an increase in other financial liabilities of ₹ 8.01 million; and an increase in other current liabilities of ₹ 34.69 million. Other current financial assets increased by ₹ 5.44 million.

Cash flows generated from operating activities for fiscal 2023 before income tax paid were ₹ 1,899.08 million. Income taxes paid were ₹ 372.14 million.

Investing Activities

Fiscal 2025

Net cash flows used in investing activities for Fiscal 2025 were ₹ 1,509.09 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 1,809.30 million, and loans granted to related and other parties of ₹ 30.11 million. These were partially offset by proceeds from sale of property, plant and equipment of ₹ 41.15 million, movement in bank balances of ₹ 131.38 million, interest received of ₹ 21.79 million and rental income received from sub-leases of ₹ 136.00 million.

Fiscal 2024

Net cash flows used in investing activities for Fiscal 2024 were ₹ 1,739.90 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 1,406.82 million, loans granted to related and other parties of ₹ 32.99 million, and movement in bank balances of ₹ 435.49 million. These were partially offset by an interest received of ₹ 14.39 million and rental income received from sub-leases of ₹ 121.01 million.

Fiscal 2023

Net cash flows used in investing activities for Fiscal 2023 were ₹ 343.96 million, primarily on account of purchase of property, plant and equipment and intangible assets of ₹ 806.12 million. This was offset by proceeds from sale of property, plant and equipment of ₹ 352.30 million, loan amount recovered from related and other parties of ₹ 9.17 million, movement in other bank balances of ₹ 4.99 million, interest received of ₹ 3.51 million and rental income received from sub-leases of ₹ 92.19 million.

Financing Activities

Fiscal 2025

Net cash flows used in financing activities for Fiscal 2025 were ₹ 638.88 million primarily on account of repayment of non-current borrowings of ₹ 665.51 million, repayment of lease liabilities of ₹ 1,052.66 million and interest paid of ₹ 382.76 million. This was offset by proceeds from non-current borrowings of ₹ 1,356.51 million and proceeds from short-term borrowings of ₹ 105.54 million.

Fiscal 2024

Net cash flows from financing activities for Fiscal 2024 were ₹ 158.50 million primarily on account of proceeds from non-current borrowings of ₹ 1,183.92 million and proceeds from short-term borrowings of ₹ 355.47 million. These were offset by repayment of non-current borrowings of ₹ 238.95 million, repayment of lease liabilities of ₹ 848.00 million and interest paid of ₹ 293.94 million.

Fiscal 2023

Net cash flows used in financing activities for Fiscal 2023 were ₹ 1,206.08 million primarily on account of repayment of non-current borrowings of ₹ 300.57 million, repayment of short-term borrowings of ₹ 156.79 million, repayment of lease liabilities of ₹ 686.24 million and interest paid of ₹ 212.63 million. This was offset by proceeds from non-current borrowings of ₹ 150.15 million.

FINANCIAL INDEBTEDNESS

Our primary source of funding is borrowing. As at March 31, 2025, our non-current borrowings were ₹1,637.18 million and our current borrowings were ₹ 1,713.14 million, while our debt-to-equity ratio was 2.35.

The table below sets forth a split of our non-current borrowings and current borrowings as at March 31, 2025:

(₹ in million)

Particulars	As at March 31, 2025
Non-current	
Secured	
Term loans from banks	1,516.85
Loans from non banking financial institutions	120.33

Particulars	As at March 31, 2025
Total (A)	1,637.18
Current	
Working capital loans from banks	1,211.43
Current maturities of non-current loans	484.79
Unsecured loans	16.92
Total (B)	1,713.14
Grand Total (A+B)	3,350.32

The following table sets forth certain information relating to our total borrowings as at March 31, 2025, and our repayment obligations:

(₹ in million)

Particulars	As at March 31, 2025 Payment due by period			
	Total	Not later than 1 year	1-5 years	More than 5 years
Non-Current Borrowings	2,121.97	484.79	1,459.01	178.17
Current Borrowings	1,228.35	1,228.35	-	-
Total	3,350.32	1,713.14	1,459.01	178.17

CAPITAL EXPENDITURE

Capital expenditure primarily relates to furnishings, plant and equipment, office equipment, motor vehicles, computer, and store expansion amongst others. Our capital expenditure is funded through cash generated from operations and external financing. Our capital expenditure increased from ₹ 806.12 million for Fiscal 2023 to ₹ 1,406.82 million for Fiscal 2024, and from ₹ 1,406.82 million for Fiscal 2024 to ₹ 1,809.30 million for Fiscal 2025, primarily on account of interior works for new stores.

CONTINGENT LIABILITIES AND COMMITMENTS

As at March 31, 2025 we had contingent liabilities as per Ind AS 37 on "*Provisions, Contingent Liabilities and Contingent Assets*" not provided for amounting to ₹192.58 million representing 4.21% of our Net Worth, the details of which are set forth in the table below:

(₹ in million, except %)

Particulars	As at March 31, 2025
Contingent Liabilities	
- Direct Tax *	179.78
- Goods and Service Tax	3.17
- Service Tax #	9.63
Net Worth	4,568.93
Contingent Liabilities as a percentage of Net Worth (%)	4.21

* The Company preferred appeal before the Hon'ble Commissioner of Income Tax (Appeals) against the orders(s) of the Assessing Officer disputing the tax demands as below:

1. AY 2023-24, tax demand of ₹ 49.29 million plus interest and penalty (if levied).
2. AY 2022-23, tax demand of ₹ 137.75 million. In this regard, the Company has already paid a substantial portion of tax liability which may result in net tax exposure of ₹ 118.76 million plus interest and penalty (if levied).
3. AY 2021-22, tax demand of ₹ 4.70 million plus interest and penalty (if levied).
4. AY 2020-21, tax demand of ₹ 7.02 million plus interest and penalty (if levied).

\# The Company is involved in with the GST department pursuant to a demand order for ₹ 9.97 million on account of ITC availed but not reflecting in GSTR-2A. Against this, the Company has made a pre-deposit of ₹ 0.77 million and paid ₹ 6.03 million through DRC-03 under protest. A contingent liability of ₹ 3.17 million has been disclosed for the balance amount pending dispute.

The table below sets forth our capital and corporate guarantees as at March 31, 2025:

(₹ in million)

Particulars	As at March 31, 2025
Commitments	273.93
Corporate Guarantees provided to related parties	1,500.00

For further information in relation to our contingent liabilities and commitments, please see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 37 – Contingent liabilities and commitments*" on page 303.

Also see "*Risk Factors – We have contingent liabilities (₹ 192.58 million as at March 31, 2025 representing 4.21% of our Net Worth), and our financial condition could be adversely affected if any of these contingent liabilities materialize.*" and "*Risk Factors – We have extended corporate guarantees in favour of certain lenders to our related party and group company, R.S.Brothers Jewellers Private Limited, covering facilities amounting to ₹ 1,500.00 million in each of Fiscal 2025, Fiscal 2024, and Fiscal 2023 (representing 32.83%, 42.65% and 51.86% of our Net Worth as of March 31, 2025, March 31, 2024 and March 31, 2023). If these guarantees are invoked, our financial position could be adversely affected.*" on pages 52 and 53, respectively.

AUDITORS OBSERVATION

Our Statutory Auditors have not made any qualifications, adverse remarks, or matters of emphasis in their report. However, they have included the following reservation for Fiscal 2023:

"*The company had taken all necessary steps to spend the requisite amount for Corporate Social Responsibility (CSR) activities. However, as of 31 March 2023, the company had spent ₹8.03 million, with the unspent amount of ₹0.14 million transferred to a specific fund specified in Schedule VII of the Companies Act.*"

Also see "*We have had shortfall towards corporate social responsibility ("**CSR**") expenditure as required under the Companies Act 2013 during Fiscal 2023 of ₹ 0.14 million. We cannot assure you that we will not experience any shortfall in future which could impact our business and reputation.*" on page 62.

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2025, we have no off-balance sheet arrangements that materially affect our financial condition or results of operations.

RELATED PARTY TRANSACTIONS

For details in relation to related parties' transactions entered by us on during Fiscals 2025, 2024 and 2023, as per the requirements, see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 40 – Related Party Disclosures*" on page 308.

QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISKS

We are exposed to financial risks arising from our operations and the use of financial instruments. The key financial risks include credit risk, market risk and liquidity risk. Our risk management policies are established to identify and analyze the risks faced by us and seek to, where appropriate, minimize potential impact of the risk and to control and monitor such risks. There has been no change to our Company's exposure to these financial risks or the manner in which it manages and measures the risks.

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments if a counterparty default on its obligations. Our Company's exposure to credit risk arises majorly from trade and other receivables. Other financial assets like security deposits and bank deposits with scheduled banks and hence, our Company does not expect any credit risk with respect to these financial assets.

Trade and other receivables

Our Company's credit risk exposure primarily arises from receivables due from related parties, which constitute the majority of trade receivables. While our Company maintains formal credit risk management procedures including credit approvals and limit monitoring, the concentration of receivables from group entities inherently mitigates credit risk due to shared ownership and management oversight. Our Company continuously monitors the financial position and payment behaviour of related parties to ensure timely collection.

Liquidity risk

Our Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. Our Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/long term expansion needs. Our Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that our Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument that will fluctuate because of changes in market prices. Market risk comprises three types of risk i.e. interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, derivatives financial instruments and trade payables.

For further information, see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 44 – Financial risk management objectives and policies*" on page 314.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above under "*– Significant Factors Affecting our Results of Operations*" and the section "*Our Business*" on pages 329 and 187, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in *"—Significant Factors affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 329 and 35, respectively. Except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as described in this Draft Red Herring Prospectus, we have not publicly announced any new products or business segments, nor have there been any material increases in our revenues due to the introduction of new products.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described elsewhere in this section and sections "*Risk Factors*", and "*Our Business"* on pages 35, and 187, respectively, there are no known factors that will have a material adverse impact on our operations and financial condition.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

Given the nature of our business operations, our business is dependent on any single or a few customers.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See sections, "*Our Business*", "*Industry Overview*", "*Risk Factors — We operate in a competitive industry and our business and results of operations may be negatively affected if we are unable to compete with our competitors.*" and *"— Significant Factors affecting our Results of Operations – Competition in Retail Space*" on pages 187, 137, 39 and 331, respectively.

SEASONALITY/CYCLICALITY OF BUSINESS

Our business is affected by seasonality and our income and profits may vary from quarter to quarter depending on seasonal festivities and other events specific to the regions in which our stores are located. These seasonal variations in consumer demand subject the industry in which we operate in, to a considerable degree of volatility. Accordingly, our customer footfall and consequently, our revenue from operations, could vary.

For further information, see "*Risk Factors – Our business is subject to seasonality and our quarterly or periodic results published upon listing may not be indicative of our annual financial performance and results of operations.*" on page 55.

SEGMENT REPORTING

We are into the business of retailing / trading predominantly in India which in the context of Indian Accounting Standards 108 - "Segment Information" represents single reportable business segment". For further information, see "*Restated Financial Information – Notes forming part of the Restated Financial Information – Note 41 – Segment Information*" on page 314.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2025 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Other than as disclosed below and elsewhere in this Draft Red Herring Prospectus, no circumstances have arisen since March 31, 2025 that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay for our material liabilities within the next 12 months:

Formulation of ESOP Scheme:

Our Company, has adopted two ESOP Schemes i.e., the ESOP (Growth) Scheme 2025 and Thank You ESOP Scheme 2025 pursuant to resolutions passed by our Board in its meeting held on June 26, 2025 and special resolution passed by our Shareholders in our extra-ordinary general meeting held on June 30, 2025. The objective of ESOP (Growth) Scheme 2025 is to reward employees for their association, dedication and contribution to the goals of our Company. The options granted under this scheme shall vest with minimum 1 year from date of listing of Equity Shares of the Company and maximum 4 years from

the date of listing of Equity Shares of the Company. Thank You ESOP Scheme 2025 is aimed at recognizing and appreciating critical roles played by its employees in driving the organization's growth and enabling such employees to share the wealth that they helped to create for the organization over past years. The options granted under this scheme shall vest with minimum 1 year from date of listing of Equity Shares of the Company and maximum 2 years from the date of listing of Equity Shares of the Company.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2025, derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Financial Information*" on pages 35, 329 and 252, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2025	Post-Offer as adjusted[(1)]
Non-Current Borrowings (including current maturities of long- term debt)[(2)]		
Secured	1,637.18	[●]
Unsecured	-	[●]
Total non-current borrowings	1,637.18	[●]
Add: Current Maturities	484.79	[●]
Total Non-current borrowings (including current maturities)[#] (A)	**2,121.97**	[●]
Current borrowings		
Secured	1,211.43	[●]
Unsecured	16.92	[●]
Total current borrowings (B)	**1,228.35**	[●]
Total Debt (C = A+B)	**3,350.32**	[●]
Shareholders' funds:		
I. Equity Share capital[#]	567.70	[●]
II. Other equity[#]	4,001.23	[●]
Total Equity (D)	**4,568.93**	[●]
Total Capitalisation (C+D)	**7,919.25**	[●]
Ratio: Total Non-current borrowings (including current maturities)/ Total Equity (A/D)	**0.46**	[●]
Ratio: Total Debt / Total Equity (C/D)	**0.73**	[●]

Notes:

[#] *These terms shall carry the same meaning as per Schedule III of the Companies Act, 2013 (as amended).*

[(1)] *These amounts (as adjusted for the Offer) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.*

[(2)] *Borrowings with original contractual maturity of more than 1 year are classified as non-current as per guidance of Schedule III of the Companies Act, 2013. All other borrowings have been classified as current. Non-current borrowings includes current maturities of non-current borrowings.*

[(3)] *The above statement has been prepared for the purpose of disclosing in the Draft Red Herring Prospectus to be filed in connection with the Offer, in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations. Terms used herein, like other equity etc., shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

SECTION VI : LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters which are at first information report ("**FIR**") stage, even if cognizance has not been taken by any court); (ii) actions (including all disciplinary actions, penalties and show cause notices) by regulatory and statutory authorities; (iii) claims related to direct and indirect taxes in a consolidated manner; and (iv) other pending litigation/ arbitration proceedings as per the policy defined and adopted by the Board pursuant to its resolution dated August 13, 2025 ("**Materiality Policy**"), in each case involving our Company, its Promoters or Directors ("**Relevant Parties**"), Key Managerial Personnel and Senior Management.*

For the purposes of disclosing material civil litigation involving the Relevant Parties and as per the above, we propose a materiality threshold, of 5% of average of absolute value of profit/ loss after tax as per last three annual restated financial information, being Fiscals 2023, 2024 and 2025 being ₹ 38.99 million. The proposed materiality threshold of ₹38.99 million, is subject to the following:

a. Litigations where the decision in one litigation is likely to affect the decision in similar litigations shall be considered for disclosure even though the amount involved in an individual litigation may not exceed ₹38.99 million.

b. All outstanding litigation/ arbitration proceedings, involving the Relevant Parties, which may not exceed the monetary threshold or is not quantifiable, but where an outcome of any such proceedings would materially and adversely affect the business, operations, performance, prospects, cash flows or financial position or reputation of the Company, shall be disclosed.

c. For recovery proceedings filed by each of the Relevant Parties under the SARFAESI Act, combined disclosures shall be included.

In the event any tax matter involves an amount exceeding the threshold proposed above in relation to any of the Relevant Parties, individual disclosures of such tax matters will have been included.

Additionally, the following pending litigation involving the key managerial personnel and senior management of the Company, shall be disclosed in the Offer Documents:

(i) all outstanding criminal proceedings (either by or against), including FIRs (whether cognizance has been taken or not by any court or judicial authority); and

(ii) all outstanding actions (including all disciplinary actions, penalties and show cause notices) by regulatory authorities and statutory authorities.

For the purposes of this section, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory or regulatory authorities or governmental or taxation authorities and notices threatening criminal action) and matters in which summons have not been received, shall not, unless otherwise decided by the Board of Directors, be considered material until such time that the Relevant Parties, are impleaded as defendants in litigation before any judicial/ quasi-judicial or arbitral forum. Further, in relation to FIRs involving the Company, the Company will undertake due diligence of and disclose details of each of the FIRs filed (whether cognizance has been taken or not). Details of matters which are at the stage of police complaints involving the Company and investigation, if any, will be included in a consolidated matter.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has pursuant to the Board resolution dated August 13, 2025, considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of the Materiality Policy, dues owed by the Company to any creditor of the Company having a monetary value which exceeds 5% of the total trade payables of the Company, as on the end of the latest financial period included in the restated financial information of the Company disclosed in the offer documents, shall be considered as 'material'. Accordingly, ₹ 185.10 million which is 5% of the total trade payables of the Company as at March 31, 2025 shall be considered as material dues owed by the Company to its creditors. Further, for outstanding dues to micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under section 2 of the Micro, Small and Medium Enterprises Act, 2006 as amended, as has been relied upon by the statutory auditors in preparing their audit report.*

Pending litigation which are considered material by the respective Group Companies and which, in view of the Board of Directors may have a material impact on the Company will be disclosed. Any pending litigation involving the Group Companies, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a 'material impact' on the Company for the purpose of disclosure, if an adverse outcome from such pending litigation would materially and adversely affect the business, operations, cash flows, performance, prospects, financial position or reputation of the Company. For the purposes of the above, pre-litigation notices received by such Group Companies from third parties shall not be considered material until such time that such group company, is impleaded as a defendant in litigation before any judicial or arbitral forum that may be commenced.

All terms defined in a particular litigation disclosure below correspond to that particular litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Litigation against our Company

(i) Criminal Proceedings

Nil

(ii) Action taken by Regulatory and Statutory Authorities

Nil

(iii) Material Civil Litigation

Nil

B. Litigation by our Company

(i) Criminal Proceedings

1. A first information report dated December 12, 2019 has been filed by Seerna Suresh on behalf of the Company ("**Complainant**") at Market Police Station, Hyderabad against Dasu Suresh under sections 341,448,290 and 500 of the erstwhile Indian Penal Code, 1860 before the Court of the Honourable XXII Additional Chief Metropolitan Magistrate at Secunderabad for causing nuisance and obstructing free flow at our store South India Shopping Mall, Patny.

2. A first information report dated June 22, 2013 has been filed by Potti Venkateswarlu on behalf of the Company ("**Complainant**") at Bowenpally Police Station, Hyderabad against A. Krishna under sections 447, 511, read with section 34 of the erstwhile Indian Penal Code, 1860 before the Court of the Honourable XI Additional Chief Metropolitan Magistrate at Secunderabad for forcefully trying to occupy land in possession of our Company at Bowenpally, Secunderabad. The Office of the Inspector of Police, Bowenpally Police Station, Hyderabad has issued a notice dated June 22, 2013, under section 91 and 160 of the erstwhile Code of Criminal Procedure of India, 1973, for recording of statements and production of material evidence. Our Company responded to the aforementioned notice on June 23, 2013.

(ii) Material Civil Proceedings

Nil

II. Litigation involving our Directors

A. Litigation against our Directors

(i) Criminal Proceedings

Nil

(ii) Material Civil Litigation

Nil

(iii) Actions taken by regulatory and statutory authorities

Nil

B. Litigation by our Directors

(i) Criminal Proceedings

Nil

(ii) Material Civil Litigation

Nil

III. Litigation involving our Promoters

A. Litigation against our Promoters

(i) Criminal Proceedings

Nil

(ii) Material Civil Litigation

Nil

(iii) Actions taken by regulatory and statutory authorities

Nil

(iv) Disciplinary actions including penalties imposed by SEBI or stock exchanges in the last five financial years preceding the date of this Draft Red Herring Prospectus including outstanding actions

Nil

B. Litigation by our Promoters

(i) Criminal Proceedings

Nil

(ii) Material Civil Litigation

Nil

IV. Litigation involving our Key Managerial Personnel and Senior Management

A. Litigations against our Key Managerial Personnel and Senior Management

(i) Criminal Proceedings

Nil

(ii) Actions taken by Regulatory or Statutory Authorities

Nil

B. Litigations by our Key Managerial Personnel and Senior Management

(i) Criminal Litigations

Nil

V. Litigation involving our Group Companies

Nil

VI. Claims related to Direct and Indirect Taxes

Except as disclosed below, there are no proceedings related to direct and/ or indirect taxes pending against our Company, Directors and Promoters:

Nature of Case	Number of Cases	Amount involved (*in ₹ million*)
Our Company		
Direct Tax	4	179.78
Indirect Tax	2	12.80
Our Directors		
Direct Tax	4*	30.16*
Indirect Tax	Nil	Nil
Our Promoters		
Direct Tax	3	29.81
Indirect Tax	Nil	Nil

**Three cases are against Executive Directors who are also Promoters involving ₹ 29.81 million and one case is against an Independent Director involving ₹ 0.35 million.*

A. Material taxation matters involving our Company

Indirect taxation

The Commissioner of Service Tax, Service Tax Commissionerate, Sitaram Prasad Towers, Red Hills, Hyderabad filed an appeal against our Company before the Customs Excise and Service Tax Appellate Tribunal ("**CESTAT**") on February 5, 2016, under section 86(2) of Chapter V of the Finance Act, 1994 ("**Act**"), against order dated September 30, 2015 passed by the Commissioner of Service Tax, Service Tax Commissionerate, Kendriya Shulk Bhavan, Hyderabad, alleging non-payment of service tax by our Company under the section 78 and 77 of the Act. The Commissioner of Service Tax, Service Tax Commissionerate, Hyderabad claimed that our Company was engaged in trading textiles and garments from various rented premises, parts of which were later sublet and that while our Company collected service tax on these premises, it did not remit the same to the government thereby alleging intent to avail fraudulent and ineligible input tax credit. The Commissioner of Service Tax, Service Tax Commissionerate, Hyderabad claimed that our Company was liable for an amount of ₹8.17 million for unpaid service tax, ₹256.7 million under Rule 6(3) of the Cenvat Credit Rules, 2004 and ₹1.4 million for irregular input service credit availed, along with applicable interest. Our Company filed an appeal to the CESTAT ("**Appeal**") in this regard. On March 22, 2017, CESTAT passed an order stating that the landlords of the said properties had issued proper invoices showing service tax, and also filed ST-3 returns reflecting the tax collected and that our Company availed credit only after receiving these valid documents. The CESTAT observed that there was no irregularity in availing credit and that the demand was unjustified. Hence, the impugned order was set aside and the appeal allowed with consequential reliefs. In a subsequent letter dated October 3, 2017 to the CESTAT, the Commissioner of Service Tax, Service Tax Commissionerate, Hyderabad claimed that its appeal dated February 5, 2016 was not taken into account by the CESTAT when passing its final order dated March 22, 2017. The matter is currently pending.

Direct taxation

1. For the assessment year 2023-24, our Company filed its return of income, admitting a total income of ₹ 1,277.52 million, which we subsequently revised as ₹ 1,478.52 million. Pursuant to search operations carried out by the Income Tax Department, it was alleged that our Company was engaged in bogus purchases by recording payments to suppliers without actual receipt of goods. Accordingly, a show cause notice dated November 30, 2024 was issued by the Assistant Commissioner of Income Tax, Hyderabad, for an amount of ₹ 200.15 million from our Company. Further, an additional amount of ₹ 153.6 million, categorised as management fees for assessment year 2023-24, was claimed citing that this amount was not incurred for legitimate business purposes. Our Company filed a response in relation to this dated December 30, 2024. Consequently, the Deputy Commissioner of Income Tax, Hyderabad passed an order dated March 29, 2025 stating that the submissions made by the Company were not tenable and directed our Company to pay a tax demand of ₹ 49.29 million, under Section 156 of Income Tax Act, 1961. Penalty proceedings under Section 271AAB of the Income Tax Act 1960 were initiated separately for underreporting of income. Our Company has filed appeal before the Commissioner of Income-tax (Appeals) on March 31, 2025. The matter is currently pending.

2. For the assessment year 2022-23, our Company filed its return of income, admitting a total income of ₹ 810.30 million. Pursuant to search operations carried out by the Income Tax Department, our Company's return of income was selected for complete scrutiny by the Income Tax Department and notice dated June 26, 2023 under Section 143(2) of the Income Tax Act 1960 was issued to our Company, along with notices under Section 142(1) of the Income Tax Act 1960. In response to these notices, our Company appeared for the case and furnished the information requested through its responses. Thereafter, the Deputy Commissioner of Income Tax, Hyderabad passed an assessment order dated September 5, 2024 directing our Company to pay a tax demand of ₹ 247.47 million on account of certain purchases being treated as non-genuine and being added back to the income returned, ₹ 32.25 million on account of variance in stock being added back to the income returned and ₹ 267.6 million on account of management fees being added back to the income returned. Penalty proceedings under Section 270A of the Income Tax Act 1960 were initiated separately for underreporting of income. A rectification order was passed by the Deputy Commissioner of Income Tax, Hyderabad on November 8, 2024 wherein it was noted that that the total income of our Company was assessed at ₹ 1,357.62 million, resulting in a demand of ₹ 260.28 million, however, our Company had paid self assessment tax of ₹ 62.29 million which was considered when passing the order dated September 5, 2024. Accordingly, the amount in the assessment order was modified to ₹ 118.76 million in total. Our Company has filed appeal in the matter before the Commissioner of Income-tax (Appeals) on February 6, 2025. The matter is currently pending.

VII. Outstanding dues to creditors

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of the total trade payables of the Company as on the end of the latest financial period included in the restated financial information of the Company was outstanding, were considered 'material' creditors. The total amounts due derived from ₹ 3,702.09 million as of March 31, 2025, was ₹ 185.10 million and accordingly, creditors to whom outstanding dues as of March

31, 2025, exceed ₹ 185.10 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues towards our material creditors are available on the website of our Company at https://rsbretail.com/investor-relations/financial-reporting/material-creditors/.

Based on the Materiality Policy, details of outstanding dues owed as of March 31, 2025 by our Company, on a consolidated basis are set out below:

Type of creditors	Number of Creditors	Aggregate amount involved (*in ₹ million*)
Dues to Micro, Small and Medium Enterprises	453	625.95
Dues to Material Creditors	-	-
Dues to other creditors	1,895	3,076.14
Total	**2,348**	**3,702.09**

As of March 31, 2025, there are no material creditors to whom our Company owes dues.

VIII. Material Developments

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 329, there has not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our 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

Our Company has received the necessary consents, licenses, permissions, registrations, and approvals from the Government of India, various governmental agencies and other statutory and / or regulatory authorities which are considered material for carrying out our present business activities and operations. Except as mentioned below, no other material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals, licenses and permissions required to operate our present business activities, including such material approvals, licenses, and permissions as may be necessary to set up. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus, and in case of licenses and approvals which have expired, we have either made an application for renewal or are in the process of making an application for renewal. For further details in connection with the applicable regulatory and legal framework, see "Key Regulations and Policies" on page 206.

The approvals required to be obtained by us include the following:

APPROVALS IN RELATION TO THE OFFER

For details of corporate and other approvals in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 363.

INCORPORATION DETAILS OF OUR COMPANY

(a) Certificate of incorporation dated March 31, 2008 issued by the Registrar of Companies, Andhra Pradesh to our Company, in the name of "*R S Brothers Retail India Private Limited"*.

(b) Fresh certificate of incorporation dated October 22, 2024 issued by the Registrar of Companies, Central Processing Centre to our Company, consequent upon change of name upon conversion to a public company to "*R S Brothers Retail India Limited*".

(c) Fresh certificate of incorporation dated February 7, 2025 issued by the Registrar of Companies, Central Processing Centre to our Company, consequent upon change of name to "*RSB Retail India Limited*".

(d) The CIN of our Company is U47510TG2008PLC058454.

For further details of the incorporation details of our Company, see "*History and Certain Corporate Matters – Brief history of our Company"* on page 211.

APPROVALS IN RELATION TO OUR BUSINESS OPERATIONS

For information on our business operations, see "*Our Business – Overview*" on page 187. An indicative list of the material approvals required by us to undertake our businesses are set out below:

A. Tax related Approvals

(a) Permanent account number AADCR9381B, issued by the Income Tax Department, Government of India.

(b) Tax deduction account number HYDR05257A, issued by the Income Tax Department, Government of India.

(c) Professional tax registration certificates, as issued under applicable professional tax legislations.

(d) Our Company has obtained goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations applicable in the following states where our stores are located: (i) Andhra Pradesh; (ii) Telangana; and (iii) Karnataka

B. Registrations under employment laws

(a) Registration for employees' provident fund with the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 with code number AP/HY/29917.

(b) Registration for employees' insurance with the relevant regional office of the Employees State Insurance Corporation under the Employees' State Insurance Act, 1948.

C. Business related approvals

(a) The Legal Entity Identifier ("**LEI**") for our Company is 335800Z63KAQPHL6Q344.

D. Material approvals in relation to our showrooms

We require certain material approvals, licenses and registrations under several central or state level Acts, rules and regulations to undertake our operations, including the following as may be applicable or in force.

(a) *Shops and establishment licenses*

Except as stated in "– *Material approvals pending in respect of our Company*" below, our Company has obtained registrations for its showrooms located in various states in India under the relevant shops and establishment laws, wherever applicable.

(b) *Legal Metrology Act, 2009 (the "**Legal Metrology Act**")*

Except as stated in "– *Material approvals pending in respect of our Company*" below, our Company has obtained licenses under the Legal Metrology Act for its showrooms located in various states in India.

(c) *Trade licenses from various local and municipal authorities*

Except as stated in "– *Material approvals pending in respect of our Company*" below, our Company has obtained trade licenses for our stores under the relevant state municipal laws, wherever applicable.

(d) *No objection certificates from fire department*

Except as stated in "– *Material approvals pending in respect of our Company*" below, our Company has obtained a no objection certificate ("**NOC**") from the relevant fire department for our stores under the applicable state municipal laws, wherever applicable.

MATERIAL APPROVALS PENDING IN RESPECT OF OUR COMPANY

A. Material approvals or renewals for which applications are currently pending before relevant authorities

Except as disclosed below, there are no material approvals applied for which has not been received by our Company:

Nature of Approval	Location of Store	Authority applied to
Fire NOC under Andhra Pradesh Fire Services Act, 1999	South India Shopping Mall (Vijayawada)	State Disaster Response and Fire Services Department, Government of Andhra Pradesh
Fire NOC under Andhra Pradesh Fire Services Act, 1999	R.S.Brothers (Guntur)	State Disaster Response and Fire Services Department, Government of Andhra Pradesh
Fire NOC under Andhra Pradesh Fire Services Act, 1999	South India Shopping Mall (Guntur Lalapet)	State Disaster Response and Fire Services Department, Government of Andhra Pradesh
Fire NOC under Telangana Fire Services Act, 1999	South India Shopping Mall (Gachibowli)	Telangana State Disaster Response and Fire Services Department
Fire NOC under Telangana Fire Services Act, 1999	ValueZone Hypermart (Nacharam)	Telangana State Disaster Response and Fire Services Department
Fire NOC under Telangana Fire Services Act, 1999	R.S.Brothers (Mehadipatnam)	Telangana State Disaster Response and Fire Services Department

B. Material approvals expired and renewals yet to be applied for

There are no material approvals which have expired, and for which renewals have not been applied for.

C. Material approvals not applied for

Except as disclosed below, there are no material approvals which have not been applied for by the Company. Applications in the following 4 stores located in Telangana, as indicated below, have not been made to the relevant authority in the respective states on account of certain structural issues:

Nature of Approval	Location of Store	Authority to be applied to
Fire NOC under Telangana Fire Services Act, 1999	Kanchipuram Narayani Silks (Ameerpet)	Telangana State Disaster Response and Fire Services Department
Fire NOC under Telangana Fire Services Act, 1999	R.S.Brothers (Ameerpet)	Telangana State Disaster Response and Fire Services Department
Fire NOC under Telangana Fire Services Act, 1999	R.S.Brothers (Chandanagar)	Telangana State Disaster Response and Fire Services Department
Fire NOC under Telangana Fire Services Act, 1999	R.S.Brothers (Kukatpalli)	Telangana State Disaster Response and Fire Services Department

For risk in relation to the same please see "*Risk Factors – We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, or these requirements are made more stringent, we may be unable to fully or partially operate our business, and our results of operations may be adversely affected.*" on page 40.

INTELLECTUAL PROPERTY RIGHTS

Trade marks

Trademarks As on the date of this Draft Red Herring Prospectus, we have 154 registered trademarks in India, including R.S. Brothers, SOUTH INDIA shopping mall, NARAYANI SILKS, DE ROYAL MEN'S ETHNIC WEAR, and VALUE ZONE HYPER MART. Further, as on the date of this Draft Red Herring Prospectus, our Company has applied for 46 trademarks and 4 trademarks have been accepted and advertised.

For further details, refer to "*Risk Factors – We may not be able to protect our intellectual property rights which may adversely impact our business, reputation and results of operations*" on page 56.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on August 4, 2025 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their extra-ordinary general meeting held on August 5, 2025.

This Draft Red Herring Prospectus has been approved by our Board and IPO Committee pursuant to their resolutions dated August 13, 2025 and August 14, 2025.

Authorisation by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, confirmed and approved their participation in the Offer for Sale and that their respective portion of the Offered Shares are eligible for being offered pursuant to the Offer and has been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders has, severally and not jointly approved its respective portion in the Offer for Sale as set out below:

Name of the Selling Shareholder	*Aggregate proceeds from Offer for Sale*	*Maximum number of Offered Shares*	*Date of consent letter*
Potti Venkateswarlu	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Seerna Rajamouli	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Tiruveedhula Prasada Rao	*Up to ₹[●] million*	*Up to 2,390,316 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Venkata Sai Abhinay	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Seerna Suresh	*Up to ₹[●] million*	*Up to 2,689,105 Equity Shares of face value of ₹2 each*	August 13, 2025
Tiruveedhula Rakesh	*Up to ₹[●] million*	*Up to 1,792,737 Equity Shares of face value of ₹2 each*	August 13, 2025
Tiruveedhula Keshav Gupta	*Up to ₹[●] million*	*Up to 1,792,737 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Venkata Sujatha	*Up to ₹[●] million*	*Up to 597,579 Equity Shares of face value of ₹2 each*	August 13, 2025
Maturu Venkata Lakshmi Sindhu	*Up to ₹[●] million*	*Up to 1,493,947 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Venkata Lakshmi Spandana	*Up to ₹[●] million*	*Up to 1,493,947 Equity Shares of face value of ₹2 each*	August 13, 2025
Seerna Suvarna	*Up to ₹[●] million*	*Up to 811,000 Equity Shares of face value of ₹2 each*	August 13, 2025
Gourishetty Lalitha	*Up to ₹[●] million*	*Up to 2,774,473 Equity Shares of face value of ₹2 each*	August 13, 2025
Potti Malathi Lakshmi Kumari	*Up to ₹[●] million*	*Up to 5,975,790 Equity Shares of face value of ₹2 each*	August 13, 2025

Our Board has taken on record the consent letter of each of the Selling Shareholders pursuant to a resolution passed at its meeting held on August 13, 2025.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Groups and our Directors, are not prohibited from accessing or operating the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters and Directors have not 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.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

The Selling Shareholders, severally and not jointly confirm that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

All 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.

Neither our Company, nor any of our Promoters or Directors have been declared as fraudulent borrowers by the lending banks or financial institution or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Each of the Selling Shareholders, severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to it in relation to its respective holding in our Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our directors are associated with the securities market in any manner including securities market related business.

There are no outstanding action(s) initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each). Our Company held monetary assets constituting more than 50% of the net tangible assets of the Company as on March 31, 2024 and March 31, 2023, and has utilised such monetary assets in our business during Financial Years ended March 31, 2025 and March 31, 2024, respectively;

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year prior to the date of this Draft Red Herring Prospectus except as disclosed below:

  (a) for the change of status to public limited company from private limited company; and,

  (b) from 'R S Brothers Retail India Limited' to 'RSB Retail India Limited', to avoid being identified with a single trademark and consolidate all trademarks under a unified name.

  Our Company has not undertaken any new activity pursuant to such change in name.

The computation of net tangible assets, operating profit, net worth, monetary assets, as restated and derived from the Restated Financial Information, as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, is set forth below:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Restated Net Tangible Assets(1) (A) (₹ in million)	4,765.77	3,683.87	2,968.77
Operating Profit(3) (B) (₹ in million)	2,292.53	1,481.46	1,265.91
Net Worth(4) (C) (₹ in million)	4,568.93	3,517.07	2,892.62
Total Monetary Assets, as restated (D) (₹ in million)	592.92	1,137.24	448.12
Percentage of monetary assets to restated net tangible assets(2)(5) (E)=(D)/(A) (in %)	**12.44%**	**30.87%**	**15.09%**

Notes:

1. *"Restated Net tangible assets" means the sum of all net assets of the Company as per the Restated Financial Information excluding Intangible Assets (as per IND AS- 38), Deferred Tax Assets (net) (as per IND AS-12) and Right of Use Assets (as per IND AS- 116) reduced by Total Liabilities (excluding lease liabilities) and deferred tax liabilities (net) (as per IND AS -12) of the Company, as defined under the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015)*
2. *"Monetary Assets" means cash and cash equivalents, bank balance other than cash and cash equivalents, deposits greater than 12 months and Trade receivables.*
3. *"Operating profit" means restated profit before exceptional item and tax excluding finance cost and 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 on March 31, 2025, 2024 and 2023, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.*

5. *The Company has not held monetary assets of more than fifty per cent. of the net tangible assets as on March 31, 2025, March 31, 2024 and as on March 31, 2023.*

Further, our Company confirms that it is not ineligible to make the Offer. The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, Promoters, members of the Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;

(iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

(v) There are no outstanding warrants, options, convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated October 29, 2024 and October 15, 2024, with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters are in dematerialized form;

(viii) All 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;

(ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance;

(x) Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations and other applicable law. Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allot not more than 50% of the Net Offer to QIBs. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("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, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, HDFC BANK LIMITED AND IIFL CAPITAL SERVICES LIMITED (FORMERLY KNOWN AS IIFL SECURITIES LIMITED) ("BRLMS") HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE BIDDERS 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 AND THE SELLING SHAREHOLDERS SEVERALLY AND NOT JOINTLY WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE OFFERED SHARES, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF

AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 14, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SEBI ICDR REGULATIONS, AS AMENDED.

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 OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable 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 applicable 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, the Directors and the Book Running Lead Managers

Our Company, our Directors and the BRLMs 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 instance and anyone placing reliance on any other source of information, or the respective websites (as applicable) of our Promoter, Promoter Group, any affiliate of our Company, our Group Companies or the BRLMs would be doing so at their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement, to be entered into among the Underwriters and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, trustees and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, 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 Underwriters and each of their respective investment managers, directors, partners, officers, agents, affiliates, trustees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, and their respective directors and officers, partners, trustees, affiliates, 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 or become customers to our Company, group companies or third parties, for which they have received, and may in the future receive, compensation.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer from the Selling Shareholders

It is clarified that none of the Selling Shareholders accept and/or undertake any responsibility for any statements made or undertakings provided in this Draft Red Herring Prospectus other than those specifically made or undertaken by such Selling Shareholder in relation to itself as a Selling Shareholder and its respective proportion of the Offered Shares, and in this case only on a several and not joint basis.

Further, the Selling Shareholders accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholders 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.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with 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 equity shares, state industrial development corporations, public financial institutions under section 2(72) of the Companies Act, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI and registered multilateral and bilateral development financial institutions) 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 offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. 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. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Bengaluru, India only. 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. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and the Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date. 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.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

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.

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. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**") in transactions exempt from, or not subject to, 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 are made. For the avoidance of doubt, the term "**U.S. QIBs**" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus will be 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 will be 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 through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders in accordance with applicable law for the delayed period.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from each of the Selling Shareholder in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Legal Advisors to the Company Bankers to our Company, the BRLMs, the Registrar to the Offer, Technopak and Statutory Auditors, have been obtained and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Bankers to the Offer, Monitoring Agency, Escrow Collection Bank(s)/ Refund Bank(s)/ Public Offer Account(s)/ Sponsor 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 delivery of the Red Herring Prospectus for filing with the RoC

Experts to the Offer

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

Our Company has received written consent dated August 14, 2025 from Laxminiwas & Co, Chartered Accountants, having firm registration number 011168S to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and 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 August 13, 2025 on our Restated Financial Information; and (ii) their report dated August 14, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus.

Our Company has received written consent dated August 14, 2025 from Saran Associates Atelier Private Limited, independent architect firm, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent architect firm.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus and 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 during the last five years

Our Company has not made any rights issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Further, our Company has not made any public issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and other listed group companies, subsidiaries, associates during the last three years

Our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed group company.

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries or associates.

Underwriting commission, selling commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company

Our Company has not undertaken any public/ rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of promoter

As on the date of this Draft Red Herring Prospectus, our Company does not have a corporate promoter.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective Bidders in the Offer.

Other confirmations

There has been no instance of issuance of equity shares in the past by the Company or entities forming part of the Promoter Group to more than 49 or 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or

b) Relevant section(s) of Companies Act, 2013, including section 42 and the rules notified thereunder; or

c) The SEBI Regulations; or

d) The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

1. *Motilal Oswal*

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Motilal Oswal:

Sr. No.	Issue name	Designated Stock Exchange	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.	Sri Lotus Developers and Realty Limited	NSE	7920.00	150.00	August 06, 2025	178.00	N.A.	N.A.	N.A.
2.	National Securities Depository Limited	BSE	40,109.54	800.00	August 06, 2025	880.00	N.A.	N.A.	N.A.
3.	GNG Electronics Limited	NSE	4604.35	237.00	July 30, 2025	355.00	N.A.	N.A.	N.A.
4.	HDB Financial Services Limited	NSE	125,000.00	740.00	July 02, 2025	835.00	2.51% [-2.69%]	N.A.	N.A.
5.	Sambhv Steel Tubes Limited	NSE	5400.00	82.00	July 02, 2025	110.00	55.74% [-2.69%]	N.A.	N.A.
6.	Ellenbarrie Industrial Gases Limited	NSE	8,525.25	400.00	July 01, 2025	486.00	41.09% [-2.69%]	N.A.	N.A.
7.	Schloss Bangalore Limited	NSE	35,000.00	435.00	June 02, 2025	406.00	-6.86% [3.34%]	N.A.	N.A.
8.	Dr. Agarwals Health Care Limited	BSE	30,272.60	402.00	February 04, 2025	396.90	+3.82% [-6.18%]	-12.44% [+2.44%]	+12.38% [+2.57%]
9.	Laxmi Dental Limited	BSE	6980.60	428.00	January 20, 2025	528.00	+0.37% [-1.17%]	-4.98% [+1.92%]	+12.24% [+6.41%]
10.	Standard Glass Lining Technology Limited	NSE	4,100.51	140.00	January 13, 2025	172.00	+14.49% [-0.06%]	+5.50% [-2.38%]	+29.06% [+8.94%]

Source: www.nseindia.com; www.bseindia.com

Notes:

1. *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the designated stock exchange.*
2. *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*
3. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
4. *Not applicable – Period not completed.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal:

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%
2025-2026	7	2,26,559.14	-	-	1	1	1	1	-	-	-	-	-	1
2024-2025	7	1,08,356.97	-	-	2	1	-	4	-	1	1	-	1	3
2023-2024	7	62,704.34	-	-	2	-	1	4	-	-	2	-	2	3

Notes:

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

2. *HDFC*

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by HDFC:

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.	National Securities Depository Limited	40,109.54	800	August 06, 2025	880.00	NA*	NA*	NA*
2.	Aegis Vopak Terminals Limited	28,000.00	235	June 02, 2025	220.00	3.74% [2.86%]	NA*	NA*
3.	Transrail Lighting Limited	8,389.12	432	December 27, 2024	585.15	22.45% [-3.19%]	14.25% [-1.79%]	48.37% [4.26%]
4.	NTPC Green Energy Limited	1,00,000.00	108	November 27, 2024	111.50	16.69% [-2.16%]	-8.89% [-7.09%]	3.00% [2.38%]
5.	Niva Bupa Health Insurance Company Limited	22,000.00	74	November 14, 2024	78.14	12.97% [5.25%]	8.09% [-1.96%]	14.96% [5.92%]
6.	Go Digit General Insurance Limited	26,146.46	272	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	16.25% [2.12%]
7.	IRM Energy Limited	5,443.63	505	October 26, 2023	477.25	-7.20% [4.49%]	-0.25% [12.63%]	19.69% [18.45%]
8.	Sai Silks (Kalamandir) Limited	12,009.98	222	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]

 # As per Prospectus
** NA – Not Applicable*
Source: www.nseindia.com; www.bseindia.com, for price information and prospectus for offer details
Notes:
1. Designated stock exchange of the respective issuer has been considered for the pricing information
2. 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 as listing date plus 179 calendar days
3. In case of reporting dates falling on a trading holiday, values for immediately previous trading day have been considered
4. In IRM Energy Limited, the issue price to eligible employees was ₹457 after a discount of ₹48 per equity share
5. In NTPC Green Energy Limited, the issue price to eligible employees was ₹103 after a discount of ₹5 per equity share
6. In National Securities Depository Limited, the offer price to eligible employees was ₹724 after a discount of ₹76 per equity share

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HDFC:

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%
2025-26	2	68,109.54	-	-	-	-	-	1	-	-	-	-	-	-
2024-25	4	1,56,535.58	-	-	-	-	-	4	-	-	-	-	1	3
2023-24	2	17,453.61	-	-	1	-	-	1	-	-	1	-	-	1

 # As per Prospectus
Notes:
1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

3. *IIFL*

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by IIFL:

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Designated stock exchange as disclosed in the red herring prospectus filed	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.	Hexaware Technologies Limited	87,500	708.00(1)	NSE	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	N.A.
2.	Aegis Vopak Terminals Limited	28,000.00	235.00	BSE	June 2, 2025	220.00	+3.74%, [+2.86%]	N.A.	N.A.
3.	Schloss Bangalore Limited	35,000.00	435.00	NSE	June 2, 2025	406.00	-6.86%, [+3.34%]	N.A.	N.A.
4.	Oswal Pumps Limited	13,873.40	614.00	NSE	June 20, 2025	634.00	+17.96%, [-0.57%]	N.A.	N.A.
5.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	-33.84%, [-0.72%]	N.A.	N.A.
6.	Ellenbarrie Industrial Gases Limited	8,525.25	400.00	NSE	July 1, 2025	486.00	+41.09%, [-2.69%]	N.A.	N.A.
7.	HDB Financial Services Limited	1,25,000.00	740.00	NSE	July 2, 2025	835.00	+2.51%, [-2.69%]	N.A.	N.A.
8.	Smartworks Coworking Spaces Limited	5,825.55	407.00(2)	NSE	July 17, 2025	435.00	N.A.	N.A.	N.A.
9.	GNG Electronics Limited	4,604.35	237.00	NSE	July 30, 2025	355.00	N.A.	N.A.	N.A.
10.	Aditya Infotech Limited	1300.00	675.00(3)	NSE	August 5, 2025	1,015.00	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com

Notes:

1. *A discount of ₹67 per equity share was offered to eligible employees bidding in the employee reservation portion.*
2. *A discount of ₹37 per equity share was offered to eligible employees bidding in the employee reservation portion.*
3. *A discount of ₹60 per equity share was offered to eligible employees bidding in the employee reservation portion.*

* *Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL:

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%
2025-26	9	2,38,824.51	-	1	1	-	1	3	-	-	-	-	-	-
2024-25	16	4,81,737.17	-	-	1	6	4	5	-	2	-	6	4	3
2023-24	15	1,54,777.80	-	-	4	3	4	4	-	-	1	5	4	5

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

NA means Not Applicable.

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 bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	Motilal Oswal	www.motilaloswalgroup.com
2.	HDFC	www.hdfcbank.com
3.	IIFL	www.iiflcap.com

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances. 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, other than of 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, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or 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.

All Offer- related 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, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs with whom the Anchor Investor Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, in accordance with the SEBI ICDR Master Circular, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two 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 ICDR Master Circular, 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. Further, the Bidders shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the post-Offer BRLMs shall compensate the Bidders at the rate higher of ₹100 or 15% per annum of the Bid Amount for the period of such delay. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism will be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the Bidder:

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

Scenario	Compensation amount	Compensation period
		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	(i) Instantly revoke the blocked funds other than the original application amount; and, (ii) ₹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	(i) Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and, (ii) ₹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

For grievance redressal contact details of the BRLMs pursuant to the SEBI ICDR Master Circular, see "*Offer Procedure – General Instructions*" on page 398.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs, each of the Selling Shareholders, severally and not jointly, and 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 the SEBI ICDR Regulations. Bidders can contact our 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 intimations and non-receipt of funds by electronic mode.

Our Company has appointed T S Maharani, Company Secretary and Compliance Officer who may be contacted in case of any pre-Offer or post-Offer related grievances. For details, see "*General Information*" beginning on page 79.

Disposal of Investor Grievances by our Company

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 7 (seven) Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on 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 authorized the Company Secretary and the Compliance Officer of our Company and the Registrar to the Offer to redress investor grievances, if any, in relation to itself and its respective portion of the Offered Shares, provided that in any such case requiring a written response in respect of any investor grievance, the prior written approval (which includes any approval obtained over e-mail) of the relevant Selling Shareholder on such response shall be obtained by the Company.

Our Company has not received investor complaints in relation to the Equity Shares for the three years prior to the filing of the Draft Red Herring Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus.

Our Company has constituted a Stakeholders' Relationship Committee comprising of Thouta Srinivas as its chairperson and Poonam Malakondaiah and Tiruveedhula Prasada Rao as its members which is responsible for redressal of grievances of security holders of our Company. For further details, see "*Our Management – Stakeholders' Relationship Committee*" on page 231.

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

Our Company has not sought any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer, except for fees or commission for services rendered in relation to the Offer, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

SECTION VII : OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities 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. For details in relation to the sharing of Offer expenses amongst our Company and the Selling Shareholders, see "*Objects of the Offer – Offer related expenses*" on page 115.

Ranking of the Equity Shares

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. The Equity Shares being offered and Allotted/ transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA and shall rank *pari passu* with the existing Equity Shares in all respects including voting, right to receive dividends and other corporate benefits. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 408.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association, dividend distribution policy of our Company, and provisions of the SEBI Listing Regulations and any other guidelines, directives or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" at pages 251 and 408, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹2 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share of face value of ₹2 each and at the higher end of the Price Band is ₹[●] per Equity Share of face value of ₹2 each. The Floor Price is ₹[●] per Equity Share and Cap Price is ₹[●] per Equity Share of face value ₹2 each. The Anchor Investor Offer Price is ₹[●] per Equity Share of face value ₹2 each.

The Offer Price, Price Band, Employee Discount and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and published and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Telugu daily newspaper, Telugu being the regional language of Telangana, where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, along 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 the same 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 on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all 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 Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and "e-voting", in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" at page 408.

Allotment only in dematerialised form

Pursuant to section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated October 29, 2024 amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated October 15, 2024 amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see "*Offer Procedure*" on page 387.

Employee Discount

Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion respectively. Eligible Employees bidding in the Employee Reservation Portion respectively at a price within the Price Band can make payment at Bid Amount, that is, Bid Amount net of employee discount, if any, as applicable at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion respectively at the Cut-Off Price have to ensure payment at the Cap Price, less employee discount, if any, as applicable, at the time of making a Bid.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value of ₹2 each to QIBs and RIBs. For NIBs, allotment shall not be less than the minimum Non-Institutional application size. For further details, see "*Offer Procedure*" beginning on page 387.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Hyderabad, India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination facility to Bidders

In accordance with section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, 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 modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), in

accordance with section 72 of the Companies Act shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s) in accordance with section 72 of the Companies Act. 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 Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the Registrar and Transfer Agent of our Company.

Any person who becomes a nominee by virtue of the provisions of section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) 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, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/ Offer Programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	[●][(2)(3)]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations

(2) Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations

(3) UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. [●]

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹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 in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB 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. The Bidders shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, any of the Selling Shareholders or the BRLMs.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company 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 such time as prescribed by SEBI, the timetable may be subject to various factors, such as extension of the Bid/ Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band by our Company, in consultation with the BRLMs, or any delay 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.

Each Selling Shareholder confirms that it shall severally and not jointly extend such reasonable support and co-operation as may be reasonably requested by our Company and/or the BRLMs, in relation to itself and its respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed under applicable law.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIBs, Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/Revision/cancelled of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs, Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and NIBs, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs, Employee Reservation Portion (if any).

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs and Eligible Employees under the Employee Reservation Portion (if any), after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on a daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of three Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, 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. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that

cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period and revision shall not be accepted on Saturdays and public holidays. In case of any 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 shall be taken as the final data for the purpose of Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Bidders 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 by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading or downloading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company, in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period till 5.00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid. 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 public notice 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

However, if our Company does not receive the minimum subscription in the Offer as specified under the terms of Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue, including through the devolvement of Underwriters, in accordance with the applicable laws, after the Bid/Offer Closing Date, of if the level of subscription falls below the threshold specified above on account of withdrawal of applications or after technical rejections or for any other reason whatsoever; or if the listing or trading permission are not obtained from the Stock Exchanges for the Equity Shares so offered under the Offer document, our Company, to the extent applicable, shall forthwith refund the entire subscription amount received. If there is a delay in refunding the amount beyond four days, our Company shall pay interest at the rate of 15% per annum in accordance with the UPI Circulars. It is clarified that each of the Selling Shareholders shall, severally and not jointly, be liable to refund money raised in the Offer together with any interest for delays in making refunds as per applicable law, only to the extent of its respective portion of Offered Shares. Notwithstanding the foregoing, no liability to make any payment of interest shall accrue on any Selling Shareholder and such interest shall be borne by our Company unless any delay of the payments to be made

hereunder, or any delay in obtaining listing and/or trading approvals or any approvals in relation to the Offer is solely and directly attributable to an act or omission of such Selling Shareholder.

The requirement for minimum subscription is not applicable to the Offer for Sale. In the event of undersubscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the following order: (i) In the first instance towards subscription for 90% of the Fresh Issue; (ii) if there remain any balance valid Bids in the Offer: (a) first towards sale of the Offered Shares by the Promoter Selling Shareholders, on a pro rata basis among the Promoter Selling Shareholders; and (b) once the Equity Shares have been allotted in terms of (ii)(a), the remaining Offered Shares by the Promoter Group Selling Shareholders, on a pro rata basis among the Promoter Group Selling Shareholders; and once all the Offered Shares have been Allotted, towards the balance Fresh Issue.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations 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

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue and the Selling Shareholders, severally and not jointly, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of respective potion of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the 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 and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, 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 or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two 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.

If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 86 and except as provided under the Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association"* on page 408.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

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.

OFFER STRUCTURE

The Offer is up to [●] equity shares of face value ₹2 each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising a Fresh Issue of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹5,000 million and an Offer for Sale of up to 29,878,946 Equity Shares of face value ₹2 each aggregating up to ₹[●] million by the Selling Shareholders. For details, see "*The Offer*" on page 73.

The Offer may comprise of a Net Offer of up to [●] Equity Shares, Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed [●]% of our post-Offer paid-up Equity Share capital, respectively.

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation* (2)	Up to [●] Equity Shares of face value of ₹2 each	Not more than [●] Equity Shares of face value of ₹2 each	Not less than [●] Equity Shares of face value of ₹2 each available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value of ₹2 each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company	Not more than 50% of the Net Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer. One third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.0 million; and two third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹1.0 million, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non- Institutional Bidders
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate#; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of the Employee Discount). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million, subject to total Allotment to an Eligible Employee not exceeding	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual	The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: (a) one third of the portion available to NIBs being [●] Equity Shares of face value of ₹2 each are reserved for Bidders Biddings more than ₹0.20 million and up to ₹1.00 million; and (b) two third of the portion available to NIBs being [●]	The allotment to each RIB 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 further details, see "*Offer Procedure*" on page 387.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
	₹0.50 million (net of the Employee Discount)	Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹2 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price	Equity Shares of face value of ₹2 each are reserved for Bidders Bidding more than ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum Non-Institutional application size, subject to availability in the Non-Institutional Portion, and the remainder, 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*" on page 387.	
Minimum Bid	[●] Equity Shares of face value ₹2 each	[●] Equity Shares of face value ₹2 each in multiples of [●] Equity Shares of face value ₹2 each such that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares of face value ₹2 each in multiples of [●] Equity Shares of face value ₹2 each such that the Bid Amount exceeds ₹ 0.20 million	[●] Equity Shares of face value ₹2 each and in multiples of [●] Equity Shares of face value ₹2 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹0.50 million less Employee Discount, if any	Such number of Equity Shares of face value ₹2 each in multiples of [●] Equity Shares of face value ₹2 each not exceeding the size of the Net Offer, (excluding the Anchor portion) subject to applicable limits to each Bidder	Such number of Equity Shares of face value ₹2 each in multiples of [●] Equity Shares of face value ₹2 each not exceeding the size of the Net Offer, (excluding the QIB portion) subject to limits applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount does not exceed ₹ 0.20 million
Mode of Bidding	Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism. In case of Non-Institutional Bidders, ASBA process (including the UPI Mechanism), to the extent of Bids up to ₹ 0.50 million.			
Bid Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value ₹2 each thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	A minimum of [●] Equity Shares of face value of ₹2 each and in multiples of one Equity Share of face value ₹2 each thereafter for QIBs and RIBs. For NIBs, allotment shall not be less than the minimum application size for Non-Institutional Portion.			

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Trading Lot	One Equity Share of face value ₹2 each			
Who can apply(3)(4)	Eligible Employees	Public financial institutions as specified in section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), 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 ₹250.00 million, pension funds with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, 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 NBFCs, in accordance with applicable laws.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are 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)
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(3) **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer.*

\# *The Offer may include an Employee Reservation Portion. Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of the Employee Discount). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(1) *Our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million,*

(ii) 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 under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) 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 or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company, in consultation with the BRLMs.

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net 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, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

(3) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor 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. Anchor Investors are not permitted to participate in the Offer through the ASBA process.*

(4) *In case of joint Bids, the Bid cum Application Form were required to 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 is required in the Bid cum Application Form and such First Bidder were deemed to have been signed on behalf of the joint holders.*

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

The Bids by FPIs with certain structures as described under "*Offer Procedure – Bids by Foreign Portfolio Investors ("FPIs")*" on page 394 and having same PAN will 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) will be proportionately distributed.

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, 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, see "*Terms of the Offer*" on page 376.

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 public announcement 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.

OFFER PROCEDURE

All Bidders should read 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, including in relation to the process for Bids by UPI Bidders. The Bidders should note that the details and process provided in the General Information Document should be read along with this section.

*Additionally, all 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/Applicants; (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) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, , circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹0.20 million to ₹0.50 million for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had extended the timeline for implementation of UPI Phase II till further notice.*

*The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, 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, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.*

Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, (to the extent not rescinded by the SEBI ICDR Master Circular), applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds

Our Company and the BRLMs 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 the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Our Company, each of the Selling Shareholders and the BRLMs, members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID 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 the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, each of the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third 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 shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net 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 ₹0.20 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 less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Further, up to [●] Equity Shares, aggregating up to ₹[●] million may be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, 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 of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion. The unsubscribed portion, if any, in the Employee Reservation Portion, shall be added to the Net Offer.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and with press releases dated June 25, 2021, September 17, 2021, read with press release dated September 17, 2021 and CBDT Circular No. 7 of 2022 dated March 30, 2022, read with press release dated March 28, 2023.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●]% of the post Offer paid-up Equity Share capital of our Company.

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 dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**Previous UPI Circulars**") and the UPI Circulars, the UPI Mechanism 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 ASBA) for applications by RIBs through Designated 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 and Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

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 till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase was 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. 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 until March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020 this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

Pursuant to the 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**UPI Streamlining Circular**"), 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 Streamlining 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 on a daily basis to the SCSBs, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI. The Offer will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of [●], a Telegu daily newspaper (Telegu being the regional language of Telangana, where our Registered and Corporate Office is located). each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company has appointed certain of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

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 the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders (not using UPI Mechanism) must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the UPI Bidders 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) UPI Bidders using 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 Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, were required to ensure that they had sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder would be processed after the Bid amount was blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the 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(1)	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis (1)	[●]
Anchor Investors(2)	[●]
Eligible Employees Bidding in the Employee Reservation Portion(3)	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) *Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).*

(2) *Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.*
(3) *Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.*

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges 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. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the 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.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank(s) 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 UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the bankers to an issue) 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 Bank(s) and the bankers to an issue.

The Sponsor Bank(s) 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 Bank(s) 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 Bank(s) 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 Bank(s) on a continuous basis.

The Sponsor Bank(s) and Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs were required to send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4:00 pm for QIBs and NIB categories and up to 5.00 pm for RIBs or Eligible Employees on the initial public offer closure day.

d. QIBs and NIBs can neither revise their bids downwards no cancel/withdraw their bids.

e. Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client based on responses/status received from the Sponsor Bank.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line 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 on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until 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 until 5:00 pm IST for Retail Individual Bidders and Eligible Employees and 4:00 pm for Non-Institutional Bidders and QIBs, on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange 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.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to the Promoters/members of the Promoter Groups/BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including 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.

Neither (i) the BRLMs or any associates 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 which are associates of the BRLMs) or pension funds sponsored by entities which are associates of the BRLMs nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) 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 (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Except to the extent of participation in the Offer for Sale, the Promoter and members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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 can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV 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 schemes. 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 Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of the Employee Discount).

However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million. Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" on page 383.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer.

Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

(i) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).

(ii) Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.

(iii) In case of joint bids, the Sole Bidder or the First Bidder shall be the Eligible Employee.

(iv) Bids by Eligible Employees may be made at Cut-off Price.

(v) Only those Bids, which are received at or above the Offer Price (net the Employee Discount) would be considered for allocation under this portion.

(vi) The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million (net the Employee Discount).

(vii) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism

(viii) If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(ix) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(x) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" on page 387.

Bids by Eligible Non-resident Indians ("NRIs")

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the Department for Promotion of Industry and Internal Trade, it has been clarified that an investment made by a NRI or an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

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.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share 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. Our Company has, pursuant to a Board resolution dated August 4, 2025 and Shareholders' resolution dated August 5, 2025, increased the investment limit of NRIs and OCIs from 10% to up to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the Equity Share capital or such other limit as may be stipulated by RBI in each case, from time to time.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 406.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by Hindu Undivided Families ("HUFs")

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant 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/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors ("FPIs")

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

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 51%). 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 terms of the FEMA Non-debt Instruments 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 Selling Shareholders 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.

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. 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 the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of

investors with segregated portfolio who obtain separate FPI registration; (iv) 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; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

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, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of 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 and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and each of the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, 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 the terms and conditions that our Company, in consultation with the BRLMs may deem fit.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. 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 by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations 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. Our Company, the Selling Shareholders, severally and not jointly, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI 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.

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, in consultation with the 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 are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions– Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, 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 (i) the investee company is engaged in non-financial activities permitted for banks in terms of section 6(1) of the Banking Regulation Act, or (ii) 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, or (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank, and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of 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 bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, 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 applications.

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, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each as amended ("**IRDAI Investment Regulations**"), 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. Insurance companies participating in the Offer are advised to refer to the IRDAI 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.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a 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, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to

applicable law. Systemically Important NBFCs 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 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:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must 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.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

5. Our Company, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) 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 (c) 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.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. 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 Offer Price.

9. Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 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.

10. Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. 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 law or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus.

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, the Selling Shareholders and/or the Book Running Lead Managers 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 this Draft 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

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed 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. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing 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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

8. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

9. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, 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 the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, 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 beneficial 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;

15. 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;

16. Ensure that the 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;

17. 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, if applicable, are submitted;

18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

19. 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.

20. 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;

21. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;

22. In case of QIBs and NIIs, 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);

23. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank(s), 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. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

24. Ensure that the Demographic Details are updated, true and correct in all respects;

25. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

26. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. Bidding through 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 authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

28. UPI Bidders 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;

29. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

30. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the Non-Institutional Category for allocation in the Offer;

31. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank 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; and

32. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. IST on the Bid/ Offer Closing Date.

33. The ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs.

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 Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

4. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;

5. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, 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. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

8. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

9. Do not submit the Bid for an amount more than funds available in your ASBA account;

10. 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;

11. 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;

12. 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);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer 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. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

15. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

16. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

17. Anchor Investors should not bid through the ASBA process;

18. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

19. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not submit the General Index Register (GIR) number instead of the PAN;

21. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

22. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

23. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications).;

24. 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 and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

25. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

26. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

27. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

28. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

29. 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 UPI Bidders using the UPI Mechanism;

30. Do not Bid if you are an OCB;

31. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

32. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders) and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net the Employee Discount);

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders; and

34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;

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 list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the section titled "*General Information – Company Secretary and Compliance Officer*" on page 80.

For helpline details of the BRLM pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer to the section titled "*General Information – Book Running Lead Managers*" on page 80.

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 maybe 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 UPI Bidders using 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 UPI Bidders 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 Bank(s));

6. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

7. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

8. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

9. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

10. Bids submitted without the signature of the First Bidder or Sole Bidder;

11. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

12. 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;

13. GIR number furnished instead of PAN;

14. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;

15. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

16. Bids accompanied by stock invest, money order, postal order, or cash; and

17. 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 and Eligible Employees uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs and Eligible Employees under the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" on pages 79 and 221, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹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 in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; and (iv) any delay in unblocking of non-allotted/ partially allotted Bids exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Managers 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 Red Herring Prospectus and the Prospectus 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 Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, 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 Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to NIBs. The Equity Shares available for allocation to NIBs under the Non - Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs 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 NIBs shall be reserved for applicants with an 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 NIBs. The allotment to each NIB shall not be less than ₹0.20 million, subject to the availability of Equity Shares in the Non -Institutional Portion.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs will decide the list of Anchor Investors to whom the CAN 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. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) 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 Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Telugu daily newspaper (Telugu being the regional language of Telangana, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the 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

The Allotment advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchanges, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from the Stock Exchanges is received post 9:00 p.m. IST on that date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Telugu daily newspaper (Telugu being the regional language of Telangana, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders/Applicants. Our Company, the Selling Shareholders, severally and not jointly 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 this Draft Red Herring Prospectus. Bidders/Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

1. Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.

2. After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

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). For more information, see "*Terms of the Offer*" on page 376.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;

- 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. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other 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;

- Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

- that if our Company does 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 Working Dats 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 shall be informed promptly;

- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently; and

- except for any allotment of Equity Shares upon any exercise of options vested pursuant to the ESOP Scheme(s), no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly, in respect of itself as a Selling Shareholder and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of itself and its respective portion of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer; and
- it shall deposit its portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement to be executed between the Company, the Selling Shareholders and the share escrow agent of the Offer;
- it is the legal and beneficial owner of the Offered Shares and that such Offered Shares shall be transferred in the Offer, free from encumbrances; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought have been received.
- that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Company specifically confirm 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.

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 1% 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 ₹1.00 million or 1% 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 ₹5.00 million or with both.

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, procedures and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, freely permitting foreign investment in all sectors of the Indian economy up to any extent and without any prior approvals, FEMA regulates the precise manner in which such investment may be made . The government bodies responsible for granting foreign investment approvals under the Consolidated FDI Policy and FEMA are the concerned ministries or departments of the Government of India and the RBI.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy by way of circular bearing number DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020 ("**Consolidated FDI Policy**"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on Consolidated FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DPIIT issues an updated circular.

As per the FDI policy, FDI in companies engaged in multi-brand retail trading is permitted up to 51% of the paid-up share capital of such company under the government route, subject to compliance with certain prescribed conditions.

On October 17, 2019, the 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 Consolidated 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. 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. These investment restrictions shall also apply to subscribers of offshore derivative instruments. 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 the Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

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 Consolidated FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy and compliant with any applicable lock-in conditions; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Pursuant to the resolution dated August 4, 2025 passed by our Board and resolution dated August 5, 2025 passed by our shareholders, the aggregate investment limit by NRIs and OCIs was increased from 10% to 24% of the paid-up equity share capital of our Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5% of the total paid-up equity capital of our Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time and the total holdings of all NRIs and OCIs put together shall not exceed 24% of the total paid-up equity capital on a fully diluted basis.

As per the existing policy of the Government, OCBs cannot participate in the Offer. For further details, see *"Offer Procedure"* beginning on page 387.

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. Accordingly, the Equity Shares are being offered and sold (a) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A") and referred to in this Draft Red Herring Prospectus as "U.S. QIBs" and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as QIBs) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and (b) 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 are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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 and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII : DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

The Articles of Association has been approved by our Board of Directors pursuant to a resolution passed on June 26, 2025 and has been approved by our Shareholders pursuant to a special resolution passed in the extra-ordinary general meeting held on June 30, 2025. Pursuant to the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company.

PRELIMINARY

TABLE 'F' PROVISIONS

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 as amended from time to time, shall apply to this Company in so far as they are applicable to a public company and save in so far as they are expressly or impliedly excluded or modified by the following Articles.

2. The regulations for the management of the Company and for the observance by the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to addition, alteration, substitution, modification, repeal and variation thereto by approval of Shareholders as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

DEFINITIONS AND INTERPRETATION

3. In the interpretation of these Articles, the following words and expressions, unless repugnant to the subject or context, shall mean the following:

"*Act*" means the Companies Act, 2013 and the rules enacted and any statutory modification or reenactment thereof for the time being in force 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. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980;

"Annual General Meeting" means the annual general meeting of the Company convened and held in accordance with the Act;

"Applicable Law" mean any statute, law, regulation, ordinance, rule, notification, rule of common law, order, bye-law, government approval, directive, guideline, requirement or other governmental restriction applicable to the jurisdiction of India, or any similar form of decision of, or determination by, or any interpretation, policy or administration, having the force of law, by any governmental authority having jurisdiction over the matter in question, as may be amended, modified, enacted or revoked from time to time hereafter;

"Articles of Association" or *"Articles"* mean these articles of association of the Company, as may be altered from time to time in accordance with the Act;

"Board" or *"Board of Directors"* means the board of directors of the Company, as constituted at applicable times, in accordance with law and the provisions of these Articles;

"Board Meeting" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

"Company" means RSB Retail India Limited, a company incorporated under the laws of India;

"Committee" means committee of Board constituted in accordance with the Act;

"Depository" means a depository, as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992;

"Director" shall mean any director appointed to the Board of a company, including alternate directors, Independent Directors and nominee directors appointed in accordance with law and the provisions of these Articles;

"Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company;

"Equity Shares" or *"Shares"* shall mean the issued, subscribed and fully paid-up equity shares of the Company having a face value of such amount as prescribed under the Memorandum of Association;

"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;

"Independent Director" shall mean an independent director as defined under the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

"*Listing Regulations*" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

"Member" or *"Shareholder"* means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"Memorandum" or *"Memorandum of Association"* means the memorandum of association of the Company, as may be altered from time to time;

"Office" means the registered office, for the time being, of the Company;

"Officer" shall have the meaning assigned thereto by the Act;

"Ordinary Resolution" shall have the meaning assigned thereto by the Act;

"Register of Members" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to section 11 of the Depositories Act, 1996, in case of shares held in a Depository;

"Special Resolution" shall have the meaning assigned thereto by the Act;

"Stock Exchanges" means the National Stock Exchange of India Limited, the BSE Limited or such other recognized stock exchange in India or outside of India.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

(a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles;

(b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

(c) words importing the singular shall include the plural and vice versa;

(d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neutral genders;

(e) the expressions "hereof, "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

(f) the *ejusdem generis* (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, *include* and *including* will be read without limitation;

(g) any reference to *a person* includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

(h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

(i) references made to any provision of the Act or the Rules shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs, Government of India;

(j) the applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified;

(k) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time;

(l) that statute or statutory provision as from time to time consolidated, modified, reenacted or replaced by any other statute or statutory provision; and

(m) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(n) references to writing include any mode of reproducing words in a legible and non-transitory form;

(o) references to *Rupees, Rs., Re, INR, ₹ are* references to the lawful currency of India; and

(p) save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meaning in these Articles.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as may from time to time be provided in Clause 5 of the Memorandum of Association, with power to the Company to increase or reduce such capital and/or the nominal value of the shares forming part thereof from time to time and power to divide share capital into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these Articles, subject to the provisions of Applicable Law for the time being in force.

6. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, 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.

7. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other Applicable Laws:

(a) Equity share capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act.

(b) Preference share capital.

The Board shall also be entitled to issue, from time to time, subject to any other legislation for the time being in force, any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.

8. SHARES AT THE DISPOSAL OF THE BOARD OF DIRECTORS

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares 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 General Meeting, give to any person the option or right to call for any shares either at par or premium during such time and for such consideration as the Board of Directors think fit.

9. CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for

services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

10. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CAPITAL

Subject to the provisions of section 61 of the Act and these Articles, the Company may:

(a) increase the authorised share capital by such sum to be divided into shares of such amount as it thinks expedient;

(b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting 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;

(d) consolidate and divide all or any of its share capital into shares of larger or smaller amount than its existing shares, provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; and

(f) The cancellation of shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

11. FURTHER ISSUE OF SHARES

(1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(i) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen (15) days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other Applicable Law) and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue;

(iii) The offer aforesaid 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 and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(A) to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under Applicable Law; or

(B) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, subject to compliance of Applicable Law;

(2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert

such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the shareholders of the Company in a General Meeting.

(3) Notwithstanding anything contained in Article 11(2) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

Where the Government has, by an order, directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the National Company Law Tribunal or where such appeal has been dismissed, the memorandum of the Company shall, stand altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

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 terms of these Articles, the Act and the rules made thereunder.

(4) Subject to the provisions of the Act and these Articles, the Company may from time to time issue sweat equity shares.

12. RIGHT TO CONVERT LOANS INTO CAPITAL

Notwithstanding anything contained in sub-clauses(s) of Article 11 above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

13. ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS

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.

14. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any 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 of Members, shall, for the purpose of these Articles, be a Member.

15. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT

The Board shall observe legal requirements applicable to the allotment of shares to the public contained in the Act and other Applicable Law, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

16. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY

The money (if any) which the Board shall, on the allotment of any shares being made by the Company, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by the Company, shall immediately on the inscription of the name of allottee in the Register of Members or the index of beneficial owners maintained by a depository under section 11 of the Depository Act, 1996 in accordance with section 88 of the Act as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly as per the terms prescribed by the Board.

17. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS

Every Member or their heirs, executors or administrators shall pay to the Company the portion of the capital represented by their 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 these Articles require or fix for the payment thereof.

18. VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth 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 issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

19. PREFERENCE SHARES

(a) Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

20. AMALGAMATION

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act and other Applicable Law.

SHARE CERTIFICATES

21. ISSUE OF CERTIFICATE

Subject to provisions of the Act and Applicable Law, 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 their name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within such other period as any other legislation for time being in force may provide or within a period of six (6) months from the date of allotment in the case of any allotment of debenture or within such other period as any other legislation for time being in force may provide. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two (2) directors or by a director and the company secretary, wherever the company has appointed a company secretary.

The Company may sub-divide or consolidate the share certificates.

22. RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the formal, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

23. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any share 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 is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of any fees or upon payment of such fee as prescribed under Applicable Law for each certificate, and as the Board of 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.

Provided that notwithstanding what is slated above, the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf.

The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

UNDERWRITING AND BROKERAGE

24. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) Subject to the provisions of the Act and other Applicable Laws, the Company may at any time pay a commission in connection with the subscription to its securities.

(b) The rate or amount of the commission shall not exceed the rate or amount prescribed in section 40 of the Act.

(c) The Company may also, in any issue, pay such brokerage as may be lawful.

(d) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid-up shares or partly in the one way and partly in the other.

LIEN

25. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall subject to Applicable Law have a first and paramount lien on every share / debenture (not being a fully paid-up share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created 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 in respect of such shares/debentures. Unless otherwise agreed, the registration of transfer of shares/debentures shall operate as a waiver of the Company's lien, if any, on such shares/debentures.

Provided that the Board may at any time declare any share/ debenture to be wholly or in part exempt from the provisions of this Article.

The fully paid-up shares/ debentures shall be free from all lien and in the case of partly paid-up shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares/ debentures.

26. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

27. ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made -

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of their death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by them have not been paid, or in regard to which the Company has exercised any right of lien.

28. VALIDITY OF SALE

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall their title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

29. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

30. APPLICATION OF SALE PROCEEDS

The proceeds of any such 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 and 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.

31. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

32. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

33. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other Applicable Law, from time to time, make such calls as it thinks fit upon the Members in respect of all monies unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one (1) month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the Shareholders' in a General Meeting and as maybe permitted by law.

34. NOTICE FOR CALL

Each Member shall, subject to receiving at least fourteen (14) 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 their shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, in respect of one (1) or more Members, as the Board may deem appropriate in any circumstances.

35. CALL WHEN MADE

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in instalments.

36. LIABILITY OF JOINT HOLDERS FOR A CALL

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

37. CALLS TO CARRY INTEREST

If a Member fails to pay any call due from them 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 ten per cent or at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

38. DUES DEEMED TO BE CALLS

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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

39. EFFECT OF NON-PAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles 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.

40. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board -

(a) may, subject to provisions of the Act, 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 them;

(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 as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the monies so paid by them, until the same would, but for such payment, become presently payable by them. The Board of Directors may at any time repay the amount so advanced.

41. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company, to the extent applicable.

FORFEITURE OF SHARES

42. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or instalment of a call or any money due in respect of any share 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 or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on them or their legal representatives requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

43. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen (14) 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.

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.

44. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided, provided such forfeiture is undertaken in accordance with the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by Applicable Law.

45. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated 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 thinks fit and subject to the provisions of the Act.

46. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid, unless otherwise required under the Act.

47. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE

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, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by them to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. 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.

48. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands 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 expressly saved.

49. CERTIFICATE OF FORFEITURE

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.

50. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES

The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall their title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

51. VALIDITY OF SALES OF FORFEITED SHARES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for 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 after their 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.

52. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

53. BOARD ENTITLED TO CANCEL FORFEITURE

(i) A forfeited share may be sold or reallotted or otherwise disposed off 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.

54. SURRENDER OF SHARE CERTIFICATES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

55. SUMS DEEMED TO BE CALLS

The provisions of these Articles as to forfeiture shall apply in the case of non-payment 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.

56. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

57. REGISTER OF TRANSFERS

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

58. ENDORSEMENT OF TRANSFER

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

59. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

60. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

61. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other Applicable Law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the Register of Transfer, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

62. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

63. TRANSFER OF PARTLY PAID SHARES

Where in the case of partly paid-up shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

64. TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by them jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnity or otherwise) as the Directors may consider necessary or desirable.

65. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid-up shares through a legal guardian.

66. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of their title, elect to either be registered themself as holder of the shares or elect to have some person nominated by them and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share themselves, he shall deliver or send to the Company a notice in writing signed by them stating that he so elects. Provided, nevertheless, if such person shall elect to have their nominee registered, he shall testify that election by executing in favour of their nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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.

67. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, 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 a notice requiring any such person to elect either to be registered themselves or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other monies payable in respect of such share, until the requirements of notice have been complied with.

68. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer (in case of a transfer of physical shares).

69. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS

The Company shall incur no liability or responsibility whatever 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) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, 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 Board shall so think fit.

70. TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of these Articles, shall, *mutatis mutandis,* apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

71. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid-up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

72. BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

73. SHARES MAY BE CONVERTED INTO STOCK

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 Articles 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 Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/ "Member'' shall include "stock" and "stockholder" respectively.

74. REDUCTION OF CAPITAL

The Company may, by approval of Shareholders as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may by: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid-up; (ii) either with or without extinguishing or reducing liability on any of its shares, (a) cancel paid- up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid-up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

75. DEMATERIALISATION AND REMATERIALISATION OF SECURITIES

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the Member may exercise an option to issue (in case of the Company only), 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 thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

(b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, subject to Applicable Law, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by Applicable Law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Act and the Depositories Act, 1996. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

(g) Notwithstanding anything contained herein, in the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an

electronic and fungible form, provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

76. BUY-BACK OF SHARES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

77. ANNUAL GENERAL MEETINGS

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act and other Applicable Law.

78. MINUTES OF PROCEEDINGS OF GENERAL MEETINGS

The Company shall cause minutes of the proceedings of every General Meeting and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in a manner as prescribed under the Act and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered. The books containing the minutes shall be open to inspection by any Member in accordance with section 119 of the Act.

79. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called ‘‘Extraordinary General Meeting”. Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

80. EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

81. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty one (21) days’ notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by Applicable Laws.

82. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. Any other General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less than (i) the majority in number of Shareholders entitled to vote at that meeting and (ii) who represent not less than 95 (ninety five) percent of such part of the paid-up Share Capital of the Company as gives a right to vote at such meeting.

83. CIRCULATION OF MEMBERS’ RESOLUTION

The Company shall comply with provisions of section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

84. SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the

appointment of and fixing of the remuneration of the auditors, in case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

85. QUORUM FOR GENERAL MEETING

The quorum for the Shareholders' Meeting shall be in accordance with section 103 of the Act or the Applicable Law for the time being in force prescribes, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

86. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon at the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week (not being a national holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

87. CHAIRMAN OF GENERAL MEETING

The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

88. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

89. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but 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 the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting

Any member who has not appointed a proxy to attend and vote on their behalf at a general meeting may appoint a proxy for any adjourned general meeting, not later than forty-eight hours before the time of such adjourned Meeting.

90. VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General 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. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

91. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

92. CASTING VOTE OF CHAIRMAN

The Chairman shall have a casting vote in the case of equality of votes.

93. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the Shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTE OF MEMBERS

94. VOTING RIGHTS OF MEMBERS

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 holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares shall have voting rights in proportion to their share in the paid-up equity share capital.

(c) A Member may exercise their vote at a meeting by electronic means in accordance with the Act and shall vote only once.

95. VOTING BY JOINT-HOLDERS

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

96. VOTING BY MEMBER OF UNSOUND MIND

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 their committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

97. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by such Member have been paid, or in regard to which the Company has lien and has exercised any right of lien.

98. PROXY

Subject to the provisions of the Act and these Articles, any Member entitled to attend and vote at a General Meeting may do so either personally or through their constituted attorney or through another person as a proxy on their behalf, for that meeting or with regards to which the Company has lien and has exercised any right of lien.

99. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under section 105 of the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of their attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (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.

100. VALIDITY OF PROXY

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 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.

101. CORPORATE MEMBERS

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

DIRECTOR

102. NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after taking approval of the Shareholders as per applicable provisions / laws.

103. THE BOARD OF DIRECTORS

Notwithstanding anything to the contrary set out in these Articles:

(a) ***Authority of the Board:*** Subject to the provisions of the Act, the Board shall be responsible for the management, supervision, direction and control of the Company.

(b) ***Chairman and Managing Director/Chief Executive Officer:*** The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

(c) The following are the first Directors of the Company

(i) Potti Venkateswarlu

(ii) Seerna Rajamouli

(iii) Potti Satyanarayana

(iv) Tiruveedhula Prasada Rao

104. SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

105. ADDITIONAL DIRECTORS

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional Director shall hold office only up to the date of the upcoming Annual General Meeting.

106. ALTERNATE DIRECTORS

(a) The Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate Director for a Director during their absence for a period of not less than three (3) months from India (hereinafter in this Article called the **"Original Director"**). No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

(b) An alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India, if the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate Director.

107. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

If the office of any Director appointed by the Company in General Meeting is vacated before their term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. The Director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

108. REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee as fixed by the Board not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any Committee thereof attended by them. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any Committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of their residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

109. REMUNERATION FOR EXTRA SERVICES

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any Committee formed by the Directors) in going or residing away from the town in which the office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

110. CONTINUING DIRECTOR MAY ACT

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

111. VACATION OF OFFICE OF DIRECTOR

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

ROTATION AND RETIREMENT OF DIRECTOR

112. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Subject to the provisions of the Act, the Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of directors by rotation. Provided that an independent Director duly appointed by the Company shall not be liable to retire by rotation.

113. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

114. WHICH DIRECTOR TO RETIRE

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

115. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of their period of office and may, by an Ordinary Resolution, appoint another person instead.

Provided that, unless permitted under applicable law, an independent Director re-appointed for second term under the provisions of the Act shall be removed by the Company only by passing a Special Resolution and after giving them a reasonable opportunity of being heard.

116. DIRECTORS NOT LIABLE FOR RETIREMENT

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

117. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

118. MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of 120 (one hundred and twenty) days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the Chairman of the Board.

(b) The Chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. 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 their usual address whether in India or abroad, provided always that a meeting may be convened by a 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.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(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 or by any other audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

119. QUESTIONS HOW DETERMINED

(a) A Committee may meet and adjourn as it thinks proper.

(b) Questions arising at any time at a meeting of the Board shall be decided by majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

120. QUORUM

Subject to the provisions of the Act and other Applicable Law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever

is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

121. ADJOURNED MEETING

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

122. ELECTION OF CHAIRMAN

(a) The Board may from time to time appoint one of the Directors as Chairman of the Board and determine the period for which he is to hold such office. The positions, duties and responsibilities of the Chairman (whether whole-time or not and notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) and the Chief Executive Officer (by whatever designation described) shall be accordingly defined by the Board. The Board may authorize maintenance of a Chairman's office at Company's expense to support him in the performance of his duties.

(b) Subject to the provisions of the Act, these Articles and of any contract between him and the Company the remuneration of the Chairman (notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) may from time to time be fixed by the Directors, subject to the approval of the Company in General Meeting, and may be by way of fixed monthly payments, commission on profits of the Company; any or all of these modes or any other mode not expressly prohibited in the Act.

(c) The Chairman shall preside over as chairman at every meetings of the Board. If the Chairman has notified the Company of his inability to be present at a Board meeting or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman or if no such Chairman has been appointed, the Directors present may choose one of the Directors to act as the Chairman of the meeting.

123. POWERS OF DIRECTORS

(a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other Applicable Law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other Applicable Law and to such regulations not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

124. DELEGATION OF POWERS

(a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such members of its body as it thinks fit.

(b) Any Committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

125. ELECTION OF CHAIRMAN OF COMMITTEE

(a) A Committee may elect a chairman of its meeting, unless the Board, while constituting a Committee, has appointed a chairman of such Committee. If no such chairman is elected or if at any meeting the chairman 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 the chairman of the Committee meeting.

(b) The quorum of a Committee may be fixed by the Board of Directors.

126. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE

All acts done by any meeting of the Board, of a Committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

127. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the Committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

128. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any register.

129. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the monies to be borrowed, together with the money already borrowed by the Company apart from temporary loans (as defined under section 180(1) of the Act) obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by approval of Shareholders at a General Meeting as per applicable provisions / laws, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium. Provided that every such approval of Shareholders by the Company in General Meeting as per applicable provisions / laws in relation to the exercise of the power to borrow shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or managing Director or to any other person permitted by Applicable Law, if any, within the limits prescribed.

(c) To the extent permitted under the Applicable Law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under Applicable Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, drawing, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by way of a special resolution as per applicable provisions / laws.

130. NOMINEE DIRECTORS

(a) Subject to the provisions of the Act and Articles, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Director/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

131. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

132. MANAGING DIRECTOR(S) AND/OR WHOLE-TIME DIRECTORS

(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing Director and/ or whole-time Directors for such term and subject to such remuneration, terms and conditions as they may think fit and subject to the provisions of the Act.

(b) The Directors may from time to time resolve that there shall be either one or more managing Directors and/ or whole-time Directors.

(c) In the event of any vacancy arising in the office of a managing Director and/or whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members, as required under Applicable Law.

(d) If a managing Director and/or whole-time Director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing Director/whole time Director.

133. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

The managing Director/whole time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

134. REIMBURSEMENT OF EXPENSES

The managing Director/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part

time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

135. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act —

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time.

(c) A provision of the Act or the Articles 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 a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

DIVIDEND

136. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

137. INTERIM DIVIDENDS

Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

138. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where any amount is paid-up in advance of calls on any share, it may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.

(b) Where capital is paid in advance of calls on shares, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(c) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of RSB Retail India Limited".

(d) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act subject to the provisions of section 125 of the Act and the rules.

(e) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(f) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

139. DIVISION OF PROFITS

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.

140. DIVIDENDS TO BE APPORTIONED

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.

141. RESERVE FUNDS

(a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied 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 think fit,

(b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

142. DEDUCTION OF ARREARS

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend 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 of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

143. RETENTION OF DIVIDENDS

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 57 to 70 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

144. RECEIPT OF JOINT HOLDER

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other monies payable in respect of such shares.

145. DIVIDEND HOW REMITTED

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

146. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

147. TRANSFER OF SHARES AND DIVIDENDS

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

148. CAPITALISATION OF PROFITS

(a) The Company in General Meeting, may, on recommendation of the Board resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (iii) below, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share 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 that specified in sub-clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid-up bonus shares.

(v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

149. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid-up shares or other securities, if any; and

(ii) generally, do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize 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 or other securities 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 amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

ACCOUNTS

150. WHERE BOOKS OF ACCOUNTS TO BE KEPT

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

151. INSPECTION BY DIRECTORS

Subject to Applicable Law, each Director shall be entitled to examine the books, accounts and records of the Company or any Subsidiary and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business affairs and financial position of the Company as any Director may require, subject to Applicable Law.

152. REGISTER

The Company shall keep and maintain at its Office or at such other place as permitted under the Act or the rules made thereunder, all statutory registers and annual returns for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the rules made thereunder. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days at the Office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act and the rules made thereunder.

Any Member, beneficial owner, debenture or other security holder or any other person entitled to inspection of any documents/registers/records required to be maintained by the Company under the provisions of the Act or the rules made thereunder or to any copy thereof or extract therefrom shall be entitled to the same upon payment of such fee as may be determined by the Board from time to time and in absence of such determination, a fee of ₹10 per page or the maximum fees fixed by the Act or the rules made thereunder, whichever is lower.

A copy of the Memorandum of Association and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent to a member requesting for the same within seven days thereof upon payment of such fees as may be prescribed under the Act or the rules made thereunder or ₹10 for each copy thereof.

153. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

SERVICE OF DOCUMENTS AND NOTICE

154. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time shall notify in writing to the Company such place in India to be registered as their address and such registered place of address shall for all purposes be deemed to be their place of residence.

155. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to them, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to them on the day on which the advertisement appears.

156. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

157. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Members of the Company as provided by these Articles.

(b) To the persons entitled to a share in consequence of the death or insolvency of a Member.

(c) To the Directors of the Company.

(d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

158. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

159. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to their name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived their title to such share.

160. NOTICES BY COMPANY AND SIGNATURE THERETO

Any notice to be given by the Company shall be signed by the managing Director or by such Director or company secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

WINDING UP

161. Subject to the applicable provisions of the Act-

(a) If the Company shall be wound up, the liquidator may, with the sanction of Shareholders of the Company as per applicable provisions / laws 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.

(b) 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.

(c) 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.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to their liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

162. APPLICATION OF ASSETS

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

INDEMNITY

163. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act and other Applicable Law, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by them in their capacity as Director or Officer of the Company including in relation to defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in which relief is granted to them by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such Director or officer of the Company.

164. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SECRECY CLAUSE

165. SECRECY

No Member or other person (not being a Director) shall be entitled to inspect the Company's works without the permission of the Chairman/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process, or of any matter whatsoever, which may be related to the conduct of the business of the Company and which in the opinion of the Chairman/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

GENERAL POWER

166. Wherever in the 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 this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

167. At any point of time from the date of adoption of these Articles, if these Articles are or become contrary to the provisions of the Act, the Rules, the Listing Regulations, byelaws issued by the Stock Exchanges and any other Applicable Laws, the provisions of the Act, the Rules, the Listing Regulations, byelaws issued by the Stock Exchanges and other Applicable Laws shall prevail over these Articles to such extent and the Company shall, at all times, discharge all of its obligations as prescribed under Applicable Laws, from time to time.

SECTION IX : OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and 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 which will be filed with the RoC. Copies of the 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. IST on all Working Days and shall be also available on the website at https://rsbretail.com/investor-relations/shareholders-information/material-contracts-documents/ from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

A. Material Contracts for the Offer

(1) Offer Agreement dated August 14, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs.

(2) Registrar Agreement dated August 14, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.

(3) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

(4) Cash Escrow and Sponsor Banks Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Bankers to the Offer and Syndicate Members.

(5) Share Escrow Agreement dated [●] amongst the Selling Shareholders, our Company and the Share Escrow Agent.

(6) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and Syndicate Members.

(7) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

(1) Certified copies of our MoA and AoA, as amended until date.

(2) Certificate of incorporation dated March 31, 2008 in the name of R S Brothers Retail India Private Limited.

(3) Fresh certificate of incorporation dated October 22, 2024 in the name of R S Brothers Retail India Limited pursuant to conversion of our Company from private limited to public limited.

(4) Fresh certificate of incorporation dated February 7, 2025 in the name of RSB Retail India Limited issued pursuant to the change of name our Company from R S Brothers Retail India Limited to RSB Retail India Limited.

(5) Inter-se agreement dated July 1, 2025 entered into by and amongst Potti Venkateswarlu, Seerna Rajamouli, Potti Malathi Lakshmi Kumari and Tiruveedhula Prasada Rao who are acting together with their respective Family Groups.

(6) Business transfer agreement dated April 1, 2024, entered into by and between the Company and Status Textiles and Garments.

(7) Business transfer agreement dated April 1, 2024, entered into by and between the Company and Merit Retail Private Limited.

(8) Business transfer agreement dated April 1, 2024, entered into by and between the Company and Siddhi Vinayaka Fashions LLP.

(9) Resolutions of the Board of Directors dated August 4, 2025, authorising the Offer and other related matters.

(10) Shareholders' resolution dated August 5, 2025, approving the Offer and other related matters.

(11) Resolution of the Board of Directors dated August 13, 2025 approving this Draft Red Herring Prospectus.

(12) Resolution of the IPO Committee dated August 14, 2025 approving this Draft Red Herring Prospectus.

(13) Resolution of the Board of Directors dated August 13, 2025 taking on record the approval for the Offer for Sale by each of the Selling Shareholders.

(14) Resolutions each dated August 13, 2025 passed by the Audit Committee approving the KPIs for disclosure.

(15) Consent letters and authorisations from each of the Selling Shareholders, as applicable, authorising their participation in the Offer. For further details, see "*The Offer*" beginning on page 73.

(16) Consent dated August 14, 2025 from the Statutory Auditor, Laxminiwas & Co, Chartered Accountants, having firm registration number 011168S holding a valid peer review certificate from the ICAI, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditor, and in respect of their (a) examination report dated August 13, 2025 on the Restated Financial Information, and (b) report on the statement of special tax benefits dated August 14, 2025 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 US Securities Act.

(17) Our Company has received written consent dated August 14, 2025 from Saran Associates Atelier Private Limited, independent architect firm, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an independent architect firm 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.

(18) Copies of the annual reports of our Company for the last three Fiscals.

(19) The examination report dated August 13, 2025 of the Statutory Auditors on our Restated Financial Information.

(20) The statement of special tax benefits dated August 14, 2025 from the Statutory Auditors.

(21) Consents of our Directors, Company Secretary and Compliance Officer, legal counsel to our Company as to Indian law, Bankers to our Company, Banker(s) to the Offer, the BRLMs, Syndicate Members, Registrar to the Offer, Monitoring Agency to act in their specific capacities.

(22) Certificate dated August 14, 2025 issued by Laxminiwas & Co., Statutory Auditors of our Company certifying the KPIs of our Company.

(23) Report titled "Apparel Market in India and South India" dated August 12, 2025 prepared and issued by Technopak which has been commissioned and paid for by our Company exclusively for the purposes of the Offer.

(24) Consent dated August 12, 2025 of Technopak and engagement letter dated November 21, 2024 for appointment of Technopak in respect of the Technopak Report.

(25) Due diligence certificate dated August 14, 2025 addressed to SEBI from the BRLMs.

(26) In-principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.

(27) Final observation letter bearing number [●] dated [●] issued by SEBI.

(28) Tripartite agreement dated October 29, 2024 amongst our Company, NSDL and Registrar to the Offer.

(29) Tripartite agreement dated October 15, 2024 amongst our Company, CDSL and Registrar to the Offer.

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 notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Potti Venkateswarlu
Chairperson and Whole-time Director

Place: Hyderabad.

Date: August, 14, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Seerna Rajamouli
Managing Director

Place: Hyderabad

Date: August, 14, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

T Prasadarao

Tiruveedhula Prasada Rao
Whole-time Director

Place: Hyderabad

Date: August, 14, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Poonam

Poonam Malakondaiah
Non-executive Independent Director

Place: Hyderbad

Date: August, 14, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jagadeeshwar Munigela
Non-executive Independent Director

Place: Hyderabad

Date: August 14, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Salil Nair
Non-executive Independent Director

Place: Mumbai

Date: August 14, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended, or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Thouta Srinivas
Non-executive Independent Director

Place: Hyderabad

Date: August, 14, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines, regulations or rules issued by the Government of India or the guidelines, regulations or rules issued by SEBI, established under Section 3 of the Securities and Exchange Board India Act, 1992, as the case may be, have been complied with, and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992 each as amended or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

RGsankar

R Gowrisankar
Chief Financial Officer

Place: Hyderabad.

Date: August 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Potti Venkateswarlu

Place: Hyderabad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Seerna Rajamouli

Place: Hyderbad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

T Prasada Rao

Signed for and on behalf of Tiruveedhula Prasada Rao

Place: Hyderbad

Date: August 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Potti Venkata Sai Abhinay

Place: Hyderabad

Date: August 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Seerna Suresh

Place: Hydelabad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Tiruveedhula Rakesh

Place: Hyderabad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

T. Keshav Gupta

Signed for and on behalf of Tiruveedhula Keshav Gupta

Place: Hyderbad.

Date: August, 14, 2025.

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

P.V. Sujatha

Signed for and on behalf of Potti Venkata Sujatha

Place: Hyderabad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Maturu Venkata Lakshmi Sindhu

Place: Hyderabad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

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PVLSpandana

Signed for and on behalf of Potti Venkata Lakshmi Spandana

Place: Hydelabad

Date: August, 14, 2021

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

S. Suvarna.

Signed for and on behalf of Seerna Suvarna

Place: Hyderabad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

G. Lalitha

Signed for and on behalf of Gourishetty Lalitha

Place: Hyderbad

Date: August, 14, 2025

DECLARATION BY SELLING SHAREHOLDER

I hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, as a Selling Shareholder for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

P. Malathi Lakshmi Kumari

Signed for and on behalf of Potti Malathi Lakshmi Kumari

Place: Hyderbad

Date: August, 11, 2025