GO COLORS!

GO FASHION (INDIA) LIMITED

Our Company was incorporated on September 9, 2010 as a private limited company under the Companies Act, 1956, and was granted a certificate of incorporation by Registrar of Companies, Tamil Nadu at Chennai ("**RoC**"). The name of our Company was subsequently changed to Go Fashion (India) Limited upon conversion to a public limited company pursuant to the special resolution dated July 1, 2021 passed by the shareholders of our Company and a fresh certificate of incorporation was issued by the RoC on July 12, 2021. For details in relation to the changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 176.

Registered Office: Sathak Center, 5th Floor, New No. 4, Old No. 144/2, Nungambakkam High Road, Chennai, Tamil Nadu 600 034
Contact Person: Gayathri Venkatesan, Company Secretary and Compliance Officer; **Tel.**: +91 44 4211 1777;
E-mail: companysecretary@gocolors.com; **Website**: www.gocolors.co.in; **Corporate Identity Number:** U17291TN2010PLC077303

PROMOTERS OF OUR COMPANY: PRAKASH KUMAR SARAOGI, GAUTAM SARAOGI, RAHUL SARAOGI, PKS FAMILY TRUST AND VKS FAMILY TRUST

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF GO FASHION (INDIA) LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SECURITIES PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 1,250 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE BY PKS FAMILY TRUST OF UP TO 745,676 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, VKS FAMILY TRUST OF UP TO 745,676 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (COLLECTIVELY REFERRED TO AS TO THE "PROMOTER SELLING SHAREHOLDERS") AND BY SEQUOIA CAPITAL INDIA INVESTMENTS IV OF UP TO 7,498,875 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, BY INDIA ADVANTAGE FUND S4 I OF UP TO 3,311,478 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION AND BY DYNAMIC INDIA FUND S4 US I OF UP TO 576,684 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (COLLECTIVELY REFERRED TO AS "INVESTOR SELLING SHAREHOLDERS" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS") ("THE OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMs AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED TAMIL DAILY NEWSPAPER, (TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU, WHEREIN THE REGISTERED OFFICE OF OUR COMPANY 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 BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.

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. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders may, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Offer is being made through the Book Building Process, in compliance with Regulation 6(2) of SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company in consultation with the BRLMs (the "**Anchor Investor Portion**"), of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the 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. If at least 75% of the Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors ("**Non-Institutional Category**") and not more than 10% of the Offer shall be available for allocation to Retail Individual Investors ("**Retail Category**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process, and shall provide details of their respective bank account (including UPI ID for Retail Individual Investors using UPI Mechanism) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see '*Offer Procedure*' on page 348.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10. The Offer Price/Floor Price/Cap Price, as determined and justified by our Company and the Selling Shareholders in consultation with the BRLMs in accordance with the SEBI ICDR Regulations and as stated in '*Basis for Offer Price*' on page 96 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to '*Risk Factors*' on page 21.

COMPANY 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 this Offer, which is material in the context of this 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, accept responsibility for and confirm only the statements specifically made by it in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself, and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholder.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) 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 373.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
JM FINANCIAL	DAM CAPITAL	ICICI Securities	KFINTECH
JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel.:** +91 22 6630 3030 **E-mail**: gofashion.ipo@jmfl.com **Investor grievance e-mail:** grievance.ibd@jmfl.com **Contact person:** Prachee Dhuri **Website:** www.jmfl.com **SEBI Registration:** INM000010361	**DAM Capital Advisors Limited** (***Formerly IDFC Securities Limited***) One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Maharashtra, India **Tel:** +91 22 4202 2500 **E-mail**: gofashion.ipo@damcapital.in **Investor grievance e-mail:** complaint@damcapital.in **Contact person:** Gunjan Jain **Website:** www.damcapital.in **SEBI Registration:** MB/INM000011336	**ICICI Securities Limited**^ ICICI Centre, H. T. Parekh Marg, Churchgate, Mumbai 400 020 Maharashtra, India **Tel:** +91 22 2288 2460 **E-mail:** gocolors.ipo@icicisecurities.com **Investor grievance e-mail:** customercare@icicisecurities.com **Contact person:** Monank Mehta/ Shekhar Asnani **Website:** www.icicisecurities.com **SEBI Registration**: INM000011179	**KFin Technologies Private Limited** (*Formerly known as Karvy Fintech Private Limited*) Selenium, Tower B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032, Telangana, India **Tel**: +91 40 6716 2222 **E-mail**: gofashion.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 and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*

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

^*In compliance with the proviso to Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (the "**SEBI Merchant Bankers Regulations**") and Regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited would be involved only in the marketing of the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer.*

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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, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, terms in 'Statement of Tax Benefits', 'Industry Overview', 'Key Regulations and Policies in India', 'Financial Information', 'Outstanding Litigation and Other Material Developments' and 'Main Provisions of the Articles of Association', beginning on pages 99, 104, 173, 206, 320 and 367 will have the meaning ascribed to such terms in those respective sections.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer" or "we", "our" or "us"	Go Fashion (India) Limited, a public limited company incorporated under the Companies Act, 1956, and having its Registered Office at Sathak Center, 5th Floor, New No. 4, Old No. 144/2, Nungambakkam High Road, Chennai, Tamil Nadu 600 034, India

Company Related Terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The 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*' on page 181.
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, Deloitte Haskins & Sells, LLP, Chartered Accountants.
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof). For details, see '*Our Management*' on page 181.
CCCPS	Collectively, Series A CCCPS and Series B CCCPS
Chairperson	The chairperson of the Board of our Company, namely Srinivasan Sridhar. For details, see '*Our Management*' on page 181.
"Chief Executive Officer" or "CEO"	The chief executive officer of our Company, namely Gautam Saraogi. For details, see '*Our Management*' on page 181.
Chief Financial Officer	The chief financial officer of our Company, namely R Mohan. For details, see '*Our Management*' on page 181.
Company Secretary and Compliance Officer	The company secretary of our Company and compliance officer appointed in relation to the Offer, namely Gayathri Venkatesan. For details, see '*Our Management*' on page 181.
CSR Committee	The corporate social responsibility committee of our Board, as described in '*Our Management*' on page 181.
Director(s)	The director(s) on our Board. For details, see '*Our Management*' on page 181.
Executive Directors	The executive directors on the Board of our Company. For details, see '*Our Management*' on page 181.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
Group Company	The company(ies) as described in '*Our Group Company*' on page 202.
Independent Director(s)	Independent Director(s) on our Board. For details, see "*Our Management*" on page 181.
IPO Committee	The committee constituted by our Board for the Offer, as described in '*Our Management*' on page 181.
Key Management/ Managerial Personnel	Key management/ managerial personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as disclosed in '*Our Management*' on page 181.
Managing Director	The managing director of our Company, namely Prakash Kumar Saraogi. For details, see '*Our Management*' on page 181.
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time.
Non-Executive Directors	The non-executive directors on the Board of our Company. For details, see '*Our Management*' on page 181.

Term	Description
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in '*Our Management*' on page 181.
Preference Share	The preference shares of the Company. For details, see '*Capital Structure*' on page 70.
Promoter(s)	The promoters of our Company, namely, Prakash Kumar Saraogi, Gautam Saraogi, Rahul Saraogi, PKS Family Trust and VKS Family Trust
Promoter Group	The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see '*Our Promoters and Promoter Group*' on page 196.
Registered Office	Sathak Center, 5th Floor, New No. 4, Old No. 144/2, Nungambakkam High Road, Chennai, Tamil Nadu 600 034, India
"Registrar of Companies" or "RoC"	The Registrar of Companies, Tamil Nadu at Chennai.
Restated Consolidated Financial Information	Restated consolidated financial information of our Company and our Subsidiary as at and for the year ended March 31, 2019 comprising the restated consolidated statement of assets and liabilities as at March 31, 2019, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the year ended March 31, 2019, the summary statement of significant accounting policies and other explanatory information, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.
Restated Financial Information	Restated financial information of our Company as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 comprising the restated statement of assets and liabilities as at March 31, 2021 and March 31, 2020 and restated standalone statement of assets and liabilities as at March 31, 2019, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated cash flow statement for the years ended March 31, 2021 and 2020 and the restated standalone statements of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone cash flow statement for the year ended March 31, 2019, the summary statement of significant accounting policies and other explanatory information, (collectively referred to as Restated Financial Information), prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.
Series A CCCPS	Series A compulsorily convertible cumulative participatory preference shares of ₹100 each of the Company
Series B CCCPS	Series B compulsorily convertible cumulative participatory preference shares of ₹100 each of the Company
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in '*Our Management*' on page 181.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form.
'Allot' or 'Allotment' or 'Allotted'	Allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	Advice or intimation of Allotment sent to the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom an Allotment is made.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.

Term	Description
Anchor Investor Bid/ Offer Period or Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLMs.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
'ASBA' or 'Application Supported by Blocked Amount'	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII Bidder blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism to the extent of the Bid Amount of the Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in '*Offer Procedure*' on page 348.
Bid(s)	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable. In the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
'Bidder' or 'Applicant'	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[●] Equity Shares.
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, which shall be notified in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders in consultation with the BRLMs, may

Term	Description
	consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date.
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, which shall be notified in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, where our Registered Office is located**)**, each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
'Book Running Lead Managers' or 'BRLMs'	The book running lead managers to the Offer, being JM Financial Limited, DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)* and ICICI Securities Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker, provided that Retail Individual Investors may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. 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 at 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, after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
'CDP' or 'Collecting Depository Participant'	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the lists available on the websites of the BSE and the NSE.
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalised by our Company and the Selling Shareholders in consultation with the BRLMs. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
DAM Capital	DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)*
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account, and funds blocked by the SCSBs and Sponsor Bank are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer.
Designated Intermediary(ies)	Collectively, the Syndicate, Sub-Syndicate Members/ agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by

Term	Description
	SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated August 12, 2021 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.
Eligible NRI	NRI(s) 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 purchase the Equity Shares.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
Escrow and Sponsor Bank Agreement	The agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank, and the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [●].
First or sole Bidder	The 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 thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹1,250 million by our Company.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI 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 BRLMs.
Investor Selling Shareholders	Sequoia Capital India Investments IV, India Advantage Fund S4 I and Dynamic India Fund S4 US I
I-Sec	ICICI Securities Limited.
JM Financial	JM Financial Limited.
Maximum RII Allottees	Maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
Materiality Policy	Policy for identification of material group company, material outstanding civil litigations proceedings of our Company, our Promoters and our Directors and material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated August 9, 2021.
Mutual Fund Portion	[●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Non-Institutional Bidders	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹ 200,000.
Non-Institutional Portion	Not more than [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Offer	Initial public offering of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million. The offer comprises of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹1,250 million and an Offer for Sale by PKS Family Trust of up to 745,676 Equity Shares aggregating up to ₹ [●] million, VKS Family Trust of up to 745,676 Equity Shares aggregating up to ₹ [●] million, Sequoia Capital India Investments IV of up to 7,498,875 Equity Shares aggregating up to ₹ [●] million, India Advantage Fund S4 I of up to 3,311,478 Equity Shares aggregating up to ₹ [●] million and Dynamic India Fund S4 US I of up to 576,684 Equity Shares aggregating up to ₹ [●] million.

Term	Description
Offer Agreement	The agreement dated August 12, 2021 among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale by PKS Family Trust of up to 745,676 Equity Shares aggregating up to ₹ [●] million, VKS Family Trust of up to 745,676 Equity Shares aggregating up to ₹ [●] million, Sequoia Capital India Investments IV of up to 7,498,875 Equity Shares aggregating up to ₹ [●] million, India Advantage Fund S4 I of up to 3,311,478 Equity Shares aggregating up to ₹ [●] million and Dynamic India Fund S4 US I of up to 576,684 Equity Shares aggregating up to ₹ [●] million.
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus.
Offered Shares	Up to 12,878,389 Equity Shares being offered for sale by the Selling Shareholders in the Offer.
Offer Proceeds	The gross proceeds of this Offer based on the total number of Equity Shares Allotted under this Offer and the Offer Price.
Price Band	The price band ranging from the Floor Price of ₹[●] per Equity Share to the Cap Price of ₹[●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company and the Selling Shareholders, in consultation with the BRLMs will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, where our Registered Office is located**)**, each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company and Selling Shareholders in consultation with the BRLMs, will finalise the Offer Price.
Promoter Selling Shareholders	PKS Family Trust and VKS Family Trust
Prospectus	The Prospectus to be filed with the RoC 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, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened.
'QIBs' or 'Qualified Institutional Buyers'	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer.
QIB Portion	[●] Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
QIB Bid/ Offer Closing Date	In the event our Company and the Selling Shareholders in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise it shall be the same as the Bid/Offer Closing Date.
'Red Herring Prospectus' or 'RHP'	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
Registrar Agreement	The agreement dated August 12, 2021 entered into between 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.

Term	Description
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
'Registrar to the Offer' or 'Registrar'	KFin Technologies Private Limited
'RTAs' or 'Registrar and Share Transfer Agents'	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Resident Indian	A person resident in India, as defined under FEMA.
'Retail Individual Bidder(s)' or 'Retail Individual Investor(s)' or 'RII(s)' or 'RIB(s)'	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
Retail Portion	The portion of the Offer being not more than 10% of the Offer consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis.
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 Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
'Self Certified Syndicate Bank(s)' or 'SCSB(s)'	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other websites and updated from time to time.
Selling Shareholders	Collectively, Promoter Selling Shareholders and Investor Selling Shareholders, i.e., PKS Family Trust, VKS Family Trust, Sequoia Capital India Investments IV, India Advantage Fund S4 I and Dynamic India Fund S4 US I
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement.
Share Escrow Agreement	The agreement to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
Sponsor Bank	Bank registered with SEBI which will be appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the Sponsor Bank..
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement to be entered into between our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate.
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations.
'Syndicate' or 'Members of the Syndicate'	the BRLMs and the Syndicate Members.
Technopak Report	Report on 'Women Bottom Wear Apparel in India' dated August 10, 2021 prepared by Technopak Advisors Private Limited
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into between the Underwriters, our Company and the Selling Shareholders, entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021,

Term	Description
	SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank 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 RII to make a Bid in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
Average Capital Expenditure per Store	Average capital expenditure per store refers to cost of interiors, furniture and equipment
Company Adjusted EBITDA	Company Adjusted EBITDA refers to our EBITDA that has been adjusted for the adoption of Ind AS 116
Company Adjusted PAT	Company Adjusted PAT is PAT that has been adjusted for lease contracts and the deferred tax impact on account of adoption of Ind AS 116
Company Adjusted Return on Capital Employed	Company Adjusted Return on Capital Employed is our ROCE that has been adjusted for right of use assets, deferred tax impact and lease liabilities on account of adoption of Ind AS 116
Company Adjusted Return on Equity	Company Adjusted Return on Equity is Company Adjusted PAT divided by total equity
COCO	Company owned and company operated
EBO	Exclusive brand outlet
ERP	Enterprise resource planning
Gross Margin	Gross margin refers to revenue from operations less cost of materials consumed, purchases of stock-in-trade, changes in inventory of finished goods and work-in-progress and subcontracting charges
LFS	Large format stores
Mature Stores	Mature stores refers to stores in existence for a period of more than 12 months
MBO	Multi-brand outlets
Net Worth	Total equity including share capital, reserves and surplus of the Company
Next 6 Cities	Next 6 cities refers to Bangalore, Kolkata, Chennai, Hyderabad, Ahmedabad, and Pune
Remaining Tier I Cities	Remaining tier I cities refers to state capitals
SPSF	Sales per square foot
Same Store Sales Growth	Same-store sales growth represents the period-over-period percentage change in net revenue from operations of all stores which are operational for more than 12 months for the reported Fiscal
SKU	Stock keeping unit
Tier II Cities	Tier II cities refers to cities with a population above 1 million and not in tier I
Tier III Cities	Tier III cities refers to cities with a population more than 0.2 million and less than 1 million
Tier IV Cities	Tier IV cities refers to cities and towns not covered in Top 2 Cities, Next 6 Cities, Remaining Tier I Cities, Tier II Cities and Tier III Cities
Top 2 Cities	Top 2 cities refers to Delhi NCR and Greater Mumbai

Conventional and General Terms or Abbreviations

Term	Description
'Mn' or 'mn'	Million.
AGM	Annual General Meeting.
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
AS or Accounting Standards	Accounting standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
BSE	BSE Limited.
Category II FPI	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable.
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force.
CSR	Corporate Social Responsibility.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder.
DDT	Dividend distribution tax
DIN	Director Identification Number.
DP ID	Depository Participant's Identity Number.
DP or Depository Participant	A depository participant as defined under the Depositories Act.
EGM	Extraordinary General Meeting.
EPS	Earnings Per Share.
FAQs	Frequently asked questions.
FCNR	Foreign currency non-resident account.
FDI	Foreign Direct Investment.
FDI Circular	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instrument) Rules, 2019.
'Financial Year' or 'Fiscal' or 'Fiscal Year' or 'FY'	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations.
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
GDP	Gross domestic product.
GoI or Government or Central Government	The Government of India.
GST	Goods and services tax.
HUF	Hindu undivided family.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
Income Tax Act	Income- Tax Act, 1961, read with the rules framed thereunder.
Income Tax Rules	Income- Tax Rules, 1962.
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015, as amended.
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offering.
IST	Indian Standard Time.
MCA	Ministry of Corporate Affairs, Government of India.

Term	Description
N.A.	Not applicable.
NAV	Net asset value (per Equity Share) means total equity, as restated divided by number of Equity Shares outstanding at the end of the year/ period..
NEFT	National Electronic Fund Transfer.
NRE Account	Non-Resident External account.
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
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 was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number.
PAT	Profit after tax.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RTGS	Real time gross settlement.
Rule 144A	Rule 144A under the U.S. Securities Act.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
State Government	The government of a state in India.
Stock Exchanges	Collectively, the BSE and NSE.
STT	Securities transaction tax.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
TAN	Tax deduction account number.
TDS	Tax deducted at source.
U.S. GAAP	Generally accepted accounting principles of the United States of America.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
VAT	Value added tax.
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations.
Year/ Calendar Year	The 12 month period ending December 31.

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

Page Numbers

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

Currency and Units of Presentation

All references to *"Rupee(s)"*, *"Rs."* or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to *"US$"* or *"U.S. Dollars"* or *"USD"* are to United States Dollars, the official currency of the United States of America. All references to "EUR" or "€" are to Euro, the official currency of the European Union.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

Currency	Exchange rate as on		
	March 31, 2021	**March 31, 2020**	**March 31, 2019***
USD	73.50	75.39	69.17

Source: www.rbi.org.in *and www.fbil.org.in*

* *Exchange rate as on March 29, 2019, as FBIL reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and Saturday, respectively.*

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information. The restated statement of assets and liabilities as at March 31, 2021 and March 31, 2020 and restated standalone statement of assets and liabilities as at March 31, 2019, the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated cash flow statement for the years ended March 31, 2021 and 2020 and the restated standalone statements of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone cash flow statement for the year ended March 31, 2019, the summary statement of significant accounting policies and other explanatory information (collectively referred to as Restated Financial Information), prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.

Certain financial information included in the Draft Red Herring Prospectus is also derived from our Restated Consolidated Financial Information. The restated consolidated statement of assets and liabilities as at March 31, 2019, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the year ended March 31, 2019, the summary statement of significant accounting policies and other explanatory information, prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. 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 financial data. Accordingly, 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.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular fiscal year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**") are to the 12 months period ended March 31 of that particular year, unless otherwise specified.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in '*Risk Factors*', '*Our Business'* and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 21, 149 and 287, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Financial Information and Restated Consolidated Financial Information.

Non- GAAP Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Adjusted EBITDA, Adjusted EBITDA Margin, EBITDA, EBITDA Margin, Gross Margin, Net Worth, Return on Net Worth, NAV per Equity Share, debt equity ratio, Return on Capital Employed, Company Adjusted EBIDTA, Company Adjusted PAT, Company Adjusted Return on Equity and Company Adjusted Return on Capital Employed and certain other statistical information relating to our operations and financial performance that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-Indian GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Industry and Market Data

The industry and market data set forth in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

In accordance with the SEBI ICDR Regulations, '*Basis for Offer Price*' on page 96 includes information relating to our listed peer group companies. Accordingly, no investment decision should be made solely on the basis of such information.

The extent to which industry and market data set forth 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 we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in '*Risk Factors*' on page 21.

This Draft Red Herring Prospectus contains certain industry and market data and statements concerning our industry obtained from Technopak Advisors Private Limited ("**Technopak**"). Further Technopak, vide their letter dated August 10, 2021 ("**Letter**") has accorded their no objection and consent to use the Technopak Report. Technopak, vide their Letter has also confirmed that they are an independent agency, and confirmed that it is not related to our Company, our Directors, our Promoters or our Key Managerial Personnel.

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 have not been and will not be registered under the U.S. Securities Act of 1933, as amended 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) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in reliance on Rule 144A or another available exemption from, or in a transaction 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 compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which include statements with respect to our business strategy, our revenue and profitability, our goals and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, 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 laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- extent to which the Coronavirus disease affects our business and operations in the future;
- all of our products are sold under a single brand, 'Go Colors';
- we may be unable to adequately protect our trademarks;
- risks associated with leasing real estate;
- inability to effectively manage or expand our retail network;
- ability to anticipate and respond to changes in fashion trends and changing customer preferences in a timely and effective manner; and
- current locations of our EBOs may become unattractive, and suitable new locations may not be available for a reasonable price, if at all.

For a further discussion of factors that could cause our actual results to differ from our expectations, see '*Risk Factors*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 21, 149 and 287, 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 gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Selling Shareholders, and the BRLMs or 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. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders 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.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment. Each Selling Shareholder will ensure that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the date of Allotment. Only statements and undertakings which are specifically confirmed or undertaken by each Selling Shareholder, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled 'Risk Factors', 'Our Business', 'Industry Overview', 'Capital Structure', 'The Offer' and 'Outstanding Litigation and Material Developments' beginning on at pages 21, 149, 104, 70, 59 *and* 320 *respectively of this Draft Red Herring Prospectus.*

Summary of Business

We are among the largest women's bottom-wear brands in India, with a market share of approximately 8% in the branded women's bottom-wear market in Fiscal 2020 (*Source: Technopak Report*). We are engaged in the development, design, sourcing, marketing and retailing a range of women's bottom-wear products under the brand, '*Go Colors*'. Our bottom-wear products, including churidars, leggings, dhotis, harem pants, patiala, palazzos, culottes, pants, trousers and jeggings, are sold across multiple categories such as ethnic wear, western wear, fusion wear, athleisure, denims, plus sizes and girls wear making our portfolio 'universal' and for every occasion.

Summary of Industry

Women's bottom-wear market contributed 8.3% of women's apparel market amounting to ₹ 135,470 million in Fiscal 2020. The women's bottom-wear market is expected to grow at a CAGR of 12.4% to reach ₹ 243,150 million by Fiscal 2025 and is among the fastest growing categories in women wear. Women bottom-wear products comprise the ethnic, fusion and western categories. The overall share of bottom-wear category in women's apparel is expected to increase from 8.3% in Fiscal 2020 to 9.6% in Fiscal 2025. The branded women's bottomwear market is expected to see the continued high growth in the future as well. (*Source: Technopak Report*)

Promoters

Our Promoters are Prakash Kumar Saraogi, Gautam Saraogi, Rahul Saraogi, PKS Family Trust and VKS Family Trust.

Offer Size

Offer	[●] Equity Shares, aggregating up to ₹ [●] million
of which	
Fresh Issue(1)	[●] Equity Shares, aggregating up to ₹ 1,250 million
Offer for Sale(2)	Up to 12,878,389 Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholders

(1) Our Board has authorised the Offer, pursuant to their resolution dated August 9, 2021. Our Shareholders have authorised the Offer pursuant to their resolution dated August 9, 2021. Our Board has approved the Fresh Issue size pursuant to its resolution dated August 9, 2021.

(2) The Equity Shares being offered by each of the Selling Shareholders have been held by it for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus with the SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see 'Other Regulatory and Statutory Disclosures' beginning on page 325.

Objects of the Offer

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

Particulars	Amount (In ₹ million)
Funding roll out of 120 new EBOs	337.34
Funding working capital requirements	613.98
General corporate purposes(1)	[●]
Net Proceeds	[●]

(1) To be determined on finalisation of the Offer Price and updated in the Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Pre-Offer Shareholding of Promoters, Promoter Group and Selling Shareholders

Name of shareholder	Pre-Offer *(on a fully diluted basis)*		Post-Offer	
	No. of Equity Shares	Percentage of pre-Offer capital	No. of Equity Shares	Percentage of post-Offer capital
Promoters				
Prakash Kumar Saraogi	60	Negligible	[●]	[●]
Gautam Saraogi	60	Negligible	[●]	[●]
Rahul Saraogi	60	Negligible	[●]	[●]
Promoter Selling Shareholder				
PKS Family Trust (1)	14,999,880	28.74	[●]	[●]
VKS Family Trust (2)	14,999,880	28.74	[●]	[●]
Total (A)	**29,999,940**	**57.47**	[●]	[●]
Promoter Group				
Vinod Kumar Saraogi	60	Negligible	[●]	[●]
Mohini Devi	-	-	-	-
Pushpa Devi Saraogi	-	-	-	-
Priyanka Vivek Taparia	-	-	-	-
Brijlal Gupta	-	-	-	-
Murali Manohar	-	-	-	-
Rashi Lohia	-	-	-	-
Rekha Gupta	-	-	-	-
Anita Goenka	-	-	-	-
Manju Agarwal	-	-	-	-
Nirmala Shorewala	-	-	-	-
Usha Devi Saraogi	-	-	-	-
Ruchita Saraogi	-	-	-	-
Neha Garodia	-	-	-	-
Abeer Saraogi	-	-	-	-
Miraya Saraogi	-	-	-	-
Nidhi Saraogi	-	-	-	-
Samar Saraogi	-	-	-	-
Ajoy Balkrishna Rathi	-	-	-	-
Nisha Ajoy Rathi	-	-	-	-
Manan Ajoy Rathi	-	-	-	-
Agniti Industrial Parks Private Limited	-	-	-	-
Atyant Capital Advisors Private Limited	-	-	-	-
AVA Living	-	-	-	-
Corona Creatives	-	-	-	-
Corona International	-	-	-	-
Corona Steel Industry Private Limited	-	-	-	-
Brij Lal HUF	-	-	-	-
Credera International LLP	-	-	-	-
Cygni Energy Private Limited	-	-	-	-
Gupta Traders	-	-	-	-
Hulit Resources Private Limited	-	-	-	-
Idea Ki Dukaan	-	-	-	-
Mahalakshmi Electronics Private Limited	-	-	-	-
Manan Ajoy Rathi HUF	-	-	-	-
Meridian Global Ventures Private Limited	-	-	-	-
Meridian Investments	-	-	-	-
Meridian Overseas (Singapore) Pte Limited	-	-	-	-
Murli Manohar HUF	-	-	-	-
Nidhi Trust	-	-	-	-
Rajasthan Cotton Press Private Limited	-	-	-	-

Name of shareholder	Pre-Offer *(on a fully diluted basis)*		Post-Offer	
	No. of Equity Shares	Percentage of pre-Offer capital	No. of Equity Shares	Percentage of post-Offer capital
Rathi Ajay Balkrishna HUF	-	-	-	-
Rathi Engineering LLP	-	-	-	-
Rathi Engineering Solutions Private Limited	-	-	-	-
Renova Enertech Private Limited	-	-	-	-
S.R.V.Home appliances Private Limited	-	-	-	-
Shorewala Paper Industries Private Limited	-	-	-	-
Shorewala Roller Flour Mills Private Limited	-	-	-	-
Unplggd Education LLP	-	-	-	-
Vinmir Resources Private Limited	-	-	-	-
Winwind Power Energy Private Limited	-	-	-	-
Total (B)	**60**	**Negligible**	[●]	[●]
Investor Selling Shareholders				
Sequoia Capital India Investments IV	14,997,750	28.73	[●]	[●]
India Advantage Fund S4 I	6,622,956	12.69	[●]	[●]
Dynamic India Fund S4 US I	576,684	1.10	[●]	[●]
Total (C)	22,197,390	42.53	[●]	[●]
Total (A+B+C)	**52,197,390**	**100.00**	[●]	[●]

(1) Acting through its managing trustee, Gautam Saraogi
(2) Acting through its managing trustee, Rahul Saraogi

Summary of Financial Information derived from our Restated Financial Information

(in ₹ million except per share data)

Particulars	As on March 31, 2021 and for the Fiscal ended March 31, 2021	As on March 31, 2020 and for the Fiscal ended March 31, 2020	As on March 31, 2019 and for the Fiscal ended March 31, 2019
Equity share capital	789.95	789.95	789.95
Net Worth	2,829.36	2,863.02	2,283.34
Revenue from operations	2,506.68	3,920.14	2,852.47
Restated profit/ (loss) for the year	-35.39	526.34	309.41
Restated earnings per share of ₹ 10 each fully paid up	-0.68	10.08	5.93
Net asset value per equity share*	54.21	54.85	43.74
Total borrowings^	104.39	27.90	82.81

** Net asset value (per Equity Share) means total equity as restated divided by number of Equity Shares outstanding at the end of the year.*
^ 'Total borrowings' is calculated as borrowings under total non-current liabilities, plus short term borrowings, plus current maturities of long-term debts.

Qualifications of the Auditors

The Restated Financial Information does not contain any qualification.

Other matters:

For Fiscal 2020, the Statutory Auditor has stated that on account of COVID-19 related lockdown restrictions, management was able to perform year end physical verification of inventories, subsequent to the year end at certain locations. They were not able to physically observe the verification of inventory that was carried out by the management. Consequently, they have performed alternative procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence – Specific Considerations for Selected Items" and have obtained sufficient audit evidence to issue our unmodified opinion on the statement. Their report on the financial statement is not modified in respect of this matter.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings involving our Company, our Promoters, our Directors, and our Group Company as disclosed in this Draft Red Herring Prospectus as per the Materiality Policy, is provided below:

(₹ in million)

Type of Proceedings	Number of cases	Amount*
Cases against our Company		
Criminal proceedings	Nil	Nil
Action by regulatory/statutory authorities	Nil	Nil
Material civil litigation	Nil	Nil
Cases by our Company		
Criminal proceedings	1	0.30
Action by regulatory/statutory authorities	Nil	Nil
Material civil litigation	Nil	Nil
Tax Proceedings involving our Company		
Tax proceedings involving our Company	14	16.48
Cases involving our Directors		
Criminal proceedings	Nil	Nil
Action by regulatory/statutory authorities	Nil	Nil
Tax proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Cases involving our Promoters		
Criminal proceedings	Nil	Nil
Action by regulatory/statutory authorities	Nil	Nil
Tax proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Disciplinary action including penalty imposed by SEBI or stock exchanges	Nil	Nil
Cases against our Group Company that may have a material impact on the Company		
Outstanding litigation that may have a material impact on our Company	Nil	Nil

**Amount to the extent quantifiable*

For further details of the outstanding litigation proceedings, see '*Outstanding Litigation and Material Developments*' beginning on page 320.

Risk Factors

Please see '*Risk Factors*' beginning on page 21. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Contingent Liabilities

As of March 31, 2021, contingent liabilities as per Ind AS 37 as indicated in our Restated Financial Information are as follows:

(in ₹ million)

S. No.	Particulars	As on March 31, 2021
1.	Claims against the Company not acknowledged as debts – Income tax, VAT and GST related matters	11.69

For further details of contingent liabilities as per Ind AS 37 as on March 31, 2021, see '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' and '*Outstanding Litigation and Material Developments*' and '*Financial Information*' beginning on pages 287, 320 and 206, respectively.

Summary of Related Party Transactions

(₹ in million)

Particulars	Nature of transaction	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
Subsidiary				
Go Fashion FZE	Loan written off	-	-	34.55
Go Fashion FZE	Investment written off	-	-	70.73

Particulars	Nature of transaction	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019
Go Fashion FZE	Bad debts	-	-	2.45
KMP and their relatives				
Prakash Kumar Saraogi	Remuneration to KMP	8.68	8.68	8.68
Gautam Saraogi		3.47	3.47	3.47
Mohan R		11.39	13.14	-
Gayathri Venkatesan		1.60	0.66	-
Prakash Kumar Saraogi	Interest Income	-	0.14	-
Ms.Pushpa Saraogi	Sale of finished goods	-	0.05	-
Prakash Saraogi	Loan given	-	61.00	-
Prakash Saraogi	Refund of loan given	-	61.00	-
Enterprises owned or significantly influenced by KMP/ Directors and their relatives				
Meridian Global Ventures Private Limited	Interest Income			0.43
	Advance given	221.00	-	30.00
	Refund of advance	221.00	-	30.00
	Sale of finished goods	-	-	0.01
	Purchase of assets	-	0.03	0.06
	Rent and other expenses	18.58	16.13	14.13
	Subcontracting expenses	-	4.59	-
	Security deposit	-	-	7.20
	Electricity charges	-	0.42	-
	Reimbursement of expenses received	0.13	-	-
	Other income	-	0.28	-

For details of the related party transactions in accordance with Ind AS 24, see *'Related Party Transactions'* on page 204.

Financing Arrangements

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

Weighted average price at which 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

Our Promoters and the Selling Shareholders have not acquired any Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

For further details, see '*Capital Structure*' beginning on page 70.

Average Cost of Acquisition

The average cost of acquisition per Equity Share by our Promoters and the Selling Shareholders, as on the date of this Draft Red Herring Prospectus is:

S. No.	Name of entity	Average Cost of Acquisition per Equity Share (in ₹)*
	Promoters	
1.	Prakash Kumar Saraogi	1.67
2.	Gautam Saraogi	1.67
3.	Rahul Saraogi	1.67

S. No.	Name of entity	Average Cost of Acquisition per Equity Share (in ₹)*
	Promoter Selling Shareholders	
4.	PKS Family Trust [(1)]	Nil
5.	VKS Family Trust [(2)]	Nil
	Investor Selling Shareholders	
6.	Sequoia Capital India Investments IV [(3)]	40.01
7.	India Advantage Fund S4 I [(4)]	148.82
8.	Dynamic India Fund S4 US I [(5)]	134.83

As certified by G. Natesan & Co, Chartered Accountants, by way of their certificate dated August 12, 2021.

** The average cost of acquisition has been calculated based on the cost of equity shares acquired/allotted/purchased (including acquisition pursuant to transfer). However, the equity shares disposed off have not been considered while computing average cost of acquisition.*

(1) Acting through its managing trustee, Gautam Saraogi.

(2) Acting through its managing trustee, Rahul Saraogi.

(3) 2,499,615 Series A CCCPS shall be converted into 14,997,690 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Accordingly, the average cost of acquisition per Equity Share will be re-computed prior to filing of the Red Herring Prospectus with the RoC.

(4) 2,207,634 Series B CCCPS shall be converted into 6,622,902 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Accordingly, the average cost of acquisition per Equity Share will be re-computed prior to filing of the Red Herring Prospectus with the RoC.

(5) 192,226 Series B CCCPS shall be converted into 576,678 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Accordingly, the average cost of acquisition per Equity Share will be re-computed prior to filing of the Red Herring Prospectus with the RoC.

For further details, see '*Capital Structure*' beginning on page 70.

Details of pre-Offer Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

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

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

Split / Consolidation of Equity Shares in the last one year

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

SECTION II - RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 149, 104, 287 and 206, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. 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, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 14.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Financial Information" on page 206. Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to Go Fashion (India) Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Report on Women's Bottom Wear Apparel in India" dated August 10, 2021 (the "Technopak Report"), prepared and issued by Technopak Advisors Private Limited appointed on May 25, 2021, and exclusively commissioned by and paid for by us in connection with the Offer. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 12.

Risks Relating to our Business

1. ***The current and continuing impact of the ongoing COVID-19 pandemic on our business and operations has been significant. The impact of the pandemic on our operations in the future, including its effect on the ability or desire of customers to visit our stores, is uncertain and may be significant and continue to have an adverse effect on our business prospects, strategies, business, operations, our future financial performance, and the price of our Equity Shares.***

The outbreak of the COVID-19 pandemic and its continuing impact, as well as government measures to reduce the spread of COVID-19, have had a substantial impact on our operations since last week of March 2020. The impact of the pandemic on our business, operations and future financial performance have included and may continue to include the following:

- Temporary as well as permanent closures of all physical sales channels including stores, kiosks at malls, and franchise stores, including due to decline in footfalls and sales, and reduced operating hours as mandated by regional regulatory bodies. For instance, revenue from operations declined by 36.06% from ₹ 3,920.14 million in Fiscal 2020 to ₹ 2,506.68 million in Fiscal 2021, and we permanently closed 26 stores in Fiscal 2021 due to significant decline in footfalls on account of COVID-19. Further, stores located in containment zones, as

demarcated by the regional authorities from time to time, may have further restrictions imposed on their operations.

- Temporary decline in availability of workforce due to employees contracting the virus, and restrictions on certain of our employees from commuting to their places of work. As a result, number of employees declined from 2,914 employees as of March 31, 2020 to 2,794 employees as of March 31, 2021.

- Temporary closure of our warehouse including due to limited availability of workforce and in compliance with regulations mandated by regional regulatory bodies.

- Adverse impacts to our sales, profitability and growth rates – particularly as operating expenses do not decrease at the same pace as revenue declines. Many of our expenses are less variable in nature and may not correlate to changes in revenues, such as lease expenses, depreciation, employee benefit expenses and other costs associated with operating and maintaining our stores. Rental expenses and leave and license fees account for a significant portion of our cash outflows, as a result, we entered into renegotiations under various rental arrangements with mall developers, landlords and lessors during the onset of the COVID-19 pandemic in India. While we have re-negotiated certain of our rental arrangements including by receiving certain waivers, there can be no assurance that they would agree to any complete or partial waiver or reduction of rent expenses for the remaining term of the relevant lease. There can also be no assurance that we will be able to obtain such waivers or successfully further renegotiate these arrangements in the future. A continued decline or fluctuation in footfalls, particularly as a result of the second and any subsequent waves in India, may also affect our ability to manage our expenses, particularly rental expenses and employee benefit expenses. Also see "– *We are exposed to all of the risks associated with leasing real estate, and any adverse developments could materially affect our business, results of operations and financial condition.*" on page 24.

- Disruptions of the services we receive from third-parties including vendors and logistics service providers.

- Compliance with evolving government regulations with respect to social distancing measures and sanitization practices. For instance, various state governments have notified restrictions on store operations in terms of timings with respect to opening and closing of establishments, including malls, and allowing visitors in a staggered manner to ensure safe distancing measures are complied with. Although we are currently in compliance with such measure and guidelines, any failure in the future to fully comply or adhere to the measures and guidelines or any other similar regulations could lead to the imposition of penalties, fines or other sanctions, which could have an adverse impact on our business and operations.

In addition, one of our key strategies is the expansion of our store network, which has become increasingly challenging as we have had to delay such expansion plans due to the impact of COVID-19 pandemic. For further information on our store expansion plans, see "*Our Business – Strategies*" on page 159. While we have been able to defer these plans and focus on alternate distribution channels, there can be no assurance that we will be able to successfully achieve this strategy in the event of subsequent waves of the pandemic in India that lead to additional restrictive measures or hamper overall economic recovery. For instance, the second wave of the COVID-19 pandemic in India between March and May 2021 has led to additional restrictive measures such as lockdowns and curfews in certain parts of India, restricting operations at our stores, and exposing our store operators to the increased risk of contagion. In the event of subsequent waves that are not controlled in a timely manner, we may not be able to successfully implement our growth strategy, or operate our stores profitably, or at all.

Our Company has considered internal and certain external sources of information in determining the impact on various elements of the Restated Financial Information and the Restated Consolidated Financial Information. Our Company has used principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, and we expect to fully recover the carrying amount of trade receivables, investments, inventories and other assets. The eventual outcome of impact of COVID-19 pandemic may be different from those estimated. While we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our business or on the Indian or global economy, we expect the negative effects to continue into Fiscal 2022. Notwithstanding measures we have adopted to increase safety and hygiene levels, there can be no assurance that footfalls in our stores will fully recover from the impact of the COVID-19 crisis, as consumers may prefer e-tailing channels to visiting physical stores. Also see, " – *The growth of online retailers and current trends of discounting and pricing strategies may adversely affect our pricing ability, which may have an adverse effect on our results of operations and financial condition.*" on page 34. If footfalls at our stores do not recover as a result of the COVID-19 crisis continuing or worsening, or otherwise, our business and results of operations would be significantly and adversely impacted, which could also adversely impact our market share. There is no certainty if additional restrictions will be put back in place

or if another lockdown would be imposed to control the spread of the pandemic. In addition, if our Key Managerial Personnel or a significant percentage of our workforce is unable to work due to COVID-19 illness, quarantine, limitations on travel or other government restrictions in connection with the COVID-19 pandemic, our operations may be negatively impacted. An outbreak or perceived outbreak of the COVID-19 pandemic connected to one or more of our stores could also cause negative publicity directed at our brand and cause customers to avoid visiting our stores, which could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects.

The financial impact of COVID-19 has had, and is expected to continue to have, an adverse effect on our liquidity, and we continue to monitor and assess our access to appropriate sources of liquidity in order to sustain our business throughout this crisis, and there can be no assurance that additional liquidity from other sources will be available to us on favorable terms, or at all. Also see "*Restated Financial Information – Note 44 – Impact of COVID-19*" on page 246.

2. All of our products are sold under a single brand, 'Go Colors'. An inability to effectively market our products and brand, or any deterioration in public perception of our brand, could affect customer footfall and consequently adversely impact our business, financial condition, cash flows and results of operations.

Brand awareness is essential to our continued growth and financial success, and our operations are influenced by our brand marketing and advertising initiatives. We sell our products under our brand '*Go Colors*' which we believe is well recognized, having been developed to serve the needs of customers across the market for women's bottom wear. Our ability to attract and retain customers is dependent upon public perception and recognition of the quality associated with the '*Go Colors*' brand. Negative reviews from customers regarding the quality of our products, dissatisfaction amongst our suppliers, inability to deliver quality products at competitive prices and accidents, injuries or adverse incidents at our stores could adversely affect public perception. While there have not been any such instances or events in past, there can be no assurance that such events or instances will not occur in future. Also see " – *We may be unable to adequately protect our trademarks, including 'GO COLORS' and* GO COLORS!, *and an inability to protect or use our intellectual property rights may adversely affect our business.*" on page 23.

Maintaining and enhancing our brand may require us to make substantial investments in areas such as store operations, employee training, marketing and advertising. We plan to continue to enhance the brand recall of our products through the use of targeted marketing and public relations initiatives, specifically with respect to new geographies we intend to enter. In Fiscals 2019, 2020 and 2021, our advertisement and sales promotion expenses were ₹ 53.14 million, ₹ 71.20 million and ₹ 63.61 million, or 1.86%, 1.82% and 2.54%, of our revenue from operations, respectively, and may increase this proportion in the future. However, these marketing and advertising campaigns may not be effective to the extent planned or at all and we may, therefore, fail to attract new customers and retain existing customers. In addition, we may fail to penetrate new target markets if these marketing and advertising programs are unsuccessful or not appropriately tailored to appeal to the target market or if other competitor brands increase spending on advertising and promotion or their marketing and advertising campaigns are more effective than ours. If these marketing and advertising campaigns are not as effective as our competitors, our ability to increase our brand awareness and our competitive position could be adversely affected, which would have a material adverse effect on our business, results of operations and financial condition.

3. We may be unable to adequately protect our trademarks, including 'GO GOLORS' and* GO COLORS!*, and an inability to protect or use our intellectual property rights may adversely affect our business.

We have six trademarks pertaining to our brand name, all of which are applied for but are pending registration under the Trade Marks Act, 1999, as amended. Our Company has made applications seeking registration of the trademarks '*Go Colors! – The Art of Dressing Down*', '*GO COLORS!*' and '*GO COLORS!*' applied under class 25. While our Group Company, Meridian Global Ventures Private Limited ("**Meridian**"), had made applications seeking registration of the trademarks '*colors*', '*GO COLORS*', and '*GO COLORS*' under class 25, the rights, title and interest in these trademarks have been assigned perpetually to our Company by way of an assignment deed dated January 10, 2018, entered into between our Company and Meridian. Further, the application for registration of the trademark '*GO COLORS*', under class 25, has been opposed by a third-party on various grounds seeking, *among other things*, refusal of the application to register the trademark.

We believe that trademarks are important assets to our business. In the absence of the trademark registration for the trademarks pertaining to our brand name, such as, '*GO COLORS*' and GO COLORS!, we may not be able to initiate an infringement action against any third party. We cannot assure you that we will be successful in such a challenge nor can we guarantee that eventually the trademark applications will be approved. In the event such

trademark is not approved or if registered in the name of a third-party, it could result in significant monetary loss or prevent us from selling our products under our brand name. In relation to our other pending applications, third-parties may seek to oppose or otherwise challenge these registrations. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted. In addition, our current and future trademarks are subject to expiration and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows. For further details, see "*Government and Other Approvals"* on page 323.

We are also exposed to the risk that other entities may pass off their products as ours by imitating our brand name, packaging material and attempting to create counterfeit products. We believe that there may be other companies or vendors which operate in the unorganized segment using our tradename or brand names. Although there have not been such incidents in the past, any such activities may harm the reputation of our brand and sales of our products, which could in turn adversely affect our financial performance. We rely on protections available under Indian law, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

Further, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. The risk of being subject to intellectual property infringement claims will increase as we continue to expand our operations and product offerings. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. The occurrence of any of the foregoing could result in unexpected expenses. In addition, if we are required to alter our technologies or cease production of affected items, our revenue could be adversely affected.

4. We are exposed to all of the risks associated with leasing real estate, and any adverse developments could materially affect our business, results of operations and financial condition.

We sell our products through exclusive brand outlets ("**EBO**") including franchise stores, large format stores ("**LFS**"), multi-brand outlets ("**MBO**"), and online channels such as online retailers and our websites. As of March 31, 2019, 2020 and 2021, we had a network of 333, 448 and 449 EBOs (including franchise stores) while as of May 31, 2021, we operated 450 EBOs (including franchise stores). As our EBOs operate on leased properties, we are exposed to the market conditions of the retail rental market. We generally enter into lease agreements with initial terms varying between 11 months to nine years. Most of our lease agreements contain an early termination clause that permits us to terminate the lease agreement early for the reasons specified therein. While we have renewal options for certain of our leases, we typically need to renegotiate the terms of renewal with the lessor, who may insist on a significant modification to the terms and conditions of the lease agreement.

The rent under the majority of our current store lease agreements is generally payable in one of three ways: (i) fixed rent; (ii) the higher of a fixed base rent or a percentage of the store's monthly sales revenue; or (iii) a percentage of the store's monthly sales revenue. In addition to increases in rent resulting from fluctuations in annual sales revenue, certain of our lease agreements include provisions specifying fixed increases in rental payments over the respective terms of the lease agreements. While these provisions have been negotiated and are specified in the lease agreement, they will increase our costs of operation and therefore may materially and adversely affect our results of operation if we are not able to pass on the increased costs to our customers.

Where we do not have an option to renew a lease agreement, we must negotiate the terms of renewal with the lessor, who may insist on a significant modification to the terms and conditions of the lease agreement. If a lease agreement is renewed at a rate substantially higher than the existing rate, or if any existing favorable terms granted by the lessor are not extended, we must determine whether it is desirable to renew on such modified terms. If we are unable to renew leases for our stores on acceptable terms or at all, we will have to close or relocate the relevant stores, which would eliminate the sales that those stores would have contributed to our revenues during the period of closure, and could subject us to renovation and other costs and risks. For instance, we have permanently closed

46 stores and relocated 28 stores in the last three Fiscals, primarily due to termination or non-renewal of leases and other commercial reasons, including closure of under-performing stores.

As part of our store roll out process, we enter into letters of intent or term sheets and submit deposits to the relevant owners of the properties where a new store will be located once we have identified a site to develop. The letters of intent or term sheets are typically subject to a definitive lease agreement in the form of a lease deed or leave and license agreement being entered into between the parties within a specified time period or they terminate 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, which may result in us not being able to recover deposits placed with relevant owners. Further, 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. We may also be subject to disputes with landlords of our stores, or in the event our stores are jointly owned, our operations may be adversely affected in case of any disputes by the owners of such property. In addition, lease agreements are required to be duly registered and adequately stamped under Indian law and if any of our lease agreements are not duly registered and adequately stamped, we may face challenges in enforcing them and they may be inadmissible as evidence in a court in India subject to penalties along with the requisite stamp duty prescribed under applicable Indian law being paid.

5. Our inability to effectively manage or expand our retail network may have an adverse effect on our business, results of operations and financial condition.

Our ability to expand and grow our sales significantly depends on the reach and effective management of our retail network. For instance, we intend to open approximately 120 EBOs in the next two Fiscals. We have also not placed any order for purchase of fit-outs, information technology and utilities related items (amounting to ₹ 217.34 million) for 120 EBOs we plan to open. For further information, see "*Objects of the Offer*" on page 83. Our Company has to compete with other retailers to lock in locations for our stores on a continuous basis. We may be unable to identify suitable locations or properties or enter into agreements with landlords/ mall developers/ lessors, on favorable terms, in order to open additional EBOs. Our ability to effectively obtain quality commercial property to relocate existing EBOs or open new EBOs depends on the availability of commercial property that meets our criteria for customer traffic, square footage, lease economics, demographics and other factors, including our ability to negotiate terms that meet our financial targets. In addition, rising real estate prices may restrict our ability to lease new desirable locations.

Any new EBOs that we establish requires significant resources in terms of fixed lease costs, fit-outs and refurbishments, to align the store with our preferred format, and may not be profitable immediately upon its opening or may take time to break even, and failure to do so within a reasonable period may adversely affect our profitability. Our ability to reduce our payback periods depends on our ability to negotiate commercially reasonable terms, based on the store format and the location for such format, that is subject to various assumptions on demand for our products from the particular demographic at the location. An inability to appropriately identify suitable locations, or to negotiate commercially reasonable lease terms, or to accurately assess demand for our products based on our assumptions, may increase our payback periods, result in store-closures, and adversely affecting our results of operations and financial condition. In addition, new stores could impact the sales of our existing stores nearby, and there can be no assurance that sales cannibalization will not occur or become more significant in the future as we increase our presence in existing markets.

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

- the inability to identify or the unavailability of suitable sites on acceptable leasing terms or to compete effectively for these suitable sites;
- the negotiation of acceptable lease or purchase terms for new locations;
- rising real estate prices, particularly in metro cities;
- unavailability of financing on reasonable terms;
- issues with fit-outs/ renovations, including lack of suitable contractors, delays and costs exceeding budgeted amounts;
- difficulties in relation to the implementation of the systems, procedures and control measures required at new and different store locations;
- the inability to obtain all necessary governmental or local authority permits and approvals and other requisite licenses and permits in time;
- underperformance of the newly developed stores;

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

We cannot assure you that we will be able to expand and grow at the rate at which we may desire to, as we may not be able to obtain lease at such locations that we believe will be necessary for implementing our expansion plans and at prices that are viable for our business. If we are not able to obtain the locations at favourable lease rentals or lease period or at the time and place that we desire, the same may have a material adverse impact on our results of operation. In addition, we also plan to increasingly utilize modern trade channels such as LFSs and online platforms. Certain LFSs, MBOs or online retailers may have exclusivity arrangements with our competitors or they may launch their own competing women's apparel brands, and may be unable to, or decline to, stock and distribute our products, which in turn may limit our ability to expand our retail network. We cannot assure you that we will be able to expand our retail network in accordance with our business plans, or at all, which may adversely affect our business, results of operations and financial condition.

6. Our continued success is contingent in part on our ability to anticipate and respond to changes in fashion trends and changing customer preferences in a timely and effective manner. If we fail to do so, demand for our products may decline, resulting in an adverse effect on our business, results of operations and prospects.

We are a women's branded bottom-wear company and our business is characterized by rapidly changing customer preferences. Our results of operations are dependent on our ability to anticipate, gauge and respond to such changes in customer preferences and design new products or modify our existing products in line with changes in fashion trends as well as customer demands and preferences. It is difficult to predict consistently and successfully the consumption patterns of the customers. If we are unable to do so, we may lose, or fail to attract customers, our inventory may become obsolete and we may be subject to pricing pressure to sell our inventory at a discount. A decline in demand for our products or an error in judgment on our part could lead to lower sales, excess inventories and higher markdowns, each of which may have an adverse effect on our results of operations and financial condition.

Moreover, we incur expenses in the design and development of our products and we cannot guarantee that all our designs and products will be well received by our customers, or that we will be able to recover costs incurred in designing and developing such products. If the products that we launch are not as successful as we anticipate, our business, results of operations and prospects may be adversely affected.

7. Current locations of our exclusive brand outlets may become unattractive, and suitable new locations may not be available for a reasonable price, if at all.

The success of any EBO depends in part on its location. We cannot assure you that current locations of our EBOs will continue to be attractive or profitable as demographic patterns change, or as leases are renewed/ extended on terms less favourable to us. Neighborhood or economic conditions where EBOs are located could decline in the future, thus resulting in reduced sales in those locations. Alternatively, neighborhoods could continue to improve and escalate real estate prices, which may not be proportionate to the sales we are able to carry out. In the event real estate prices increase or if we are unable to renew lease agreements for our existing stores on terms favorable to us, such store locations may not be profitable for our business, and we may be compelled to reassess the feasibility of such EBOs. Also see, " – *We are exposed to all of the risks associated with leasing real estate, and any adverse developments could materially affect our business, results of operations and financial condition*" on page 24.

We periodically close EBOs which are not profit making or if we are able to relocate to locations that have higher footfalls or which we determine are not adhering to our internal standards and business plans. We closed 15, 18 and 41 EBOs in Fiscals 2019, 2020 and 2021. While we were able to relocate some of these stores, we may not be able to do so in the future. If we are unable to obtain alternate locations at reasonable prices our ability to affect our growth strategy will be adversely affected.

8. There are outstanding litigation proceedings against our Company. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of

operations and cash flows.

There are outstanding legal proceedings against our Company, which are pending at various levels of adjudication before various courts, tribunals and other authorities.

The summary of outstanding matters set out below includes details of tax proceedings and statutory and regulatory actions (as detailed in the section "*Outstanding Litigation and Other Material Developments*" on page 320) involving our Company.

Type of proceeding	Number of cases	Amount, to the extent quantifiable *(₹ million)*
Criminal proceedings initiated by our Company	1	0.30
Tax proceedings involving our Company	14	16.48

For further information, see "*Outstanding Litigation and Other Material Developments*" beginning on page 320.

There can be no assurance that these legal proceedings will be decided in our favor or in favor of our Company. In addition, we cannot assure you that no additional liability will arise out of these proceedings. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition. For further information on contingent liabilities, see "- *We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialize, may adversely affect our financial condition*." on page 37.

9. If we are unable to identify customer demand accurately and maintain an optimal level of inventory, our business, results of operations and financial condition may be adversely affected.

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. Any error in our forecast could result in either surplus stock, which we may be unable to sell in a timely manner, or at all, or under-stocking, which will affect our ability to meet customer demand. We plan our inventory and commence our design process prior to launch and estimate our sales based on the forecast, demand and requirements for the forthcoming seasons. We have inventory manufactured and stored at our warehouse ahead of an upcoming season. 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 at our EBOs and for sale through our other retail channels.

Ensuring availability of our products requires prompt turnaround time and a high level of coordination amongst raw material procurement teams, manufacturers, warehouse management and retail stores and staff. While we aim to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. If we under-stock inventory, our ability to meet customer demand may be impaired. If we over-stock inventory, our capital requirements may increase and we may incur additional financing costs. Any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations and financial condition.

10. We do not currently own any manufacturing facilities and engage job workers for manufacturing all our products. We may not be able to obtain sufficient quantities or desired quality of products from job workers in a timely manner or at acceptable prices, which may adversely affect our business, financial condition and results of operations.

We engage job workers to manufacture all our products and do not own any manufacturing facilities. As of May 31, 2021, we had ongoing arrangements with 42 job workers, a significant majority of whom are located in Tamil Nadu. Expenditure incurred by us in relation to job workers i.e., subcontracting charges was ₹ 204.52 million, ₹275.83 million and ₹ 118.19 million, and represented 7.17%, 7.04% and 4.72%, respectively, of our revenue from operations in Fiscal 2019, 2020 and 2021, respectively. We are dependent on a few key job workers, and expenses incurred towards our top five job workers represented 2.35%, 2.99% and 2.10% of our revenue from operations in Fiscal 2019, 2020 and 2021, respectively. We may be unable to replace our existing job workers at short notice, or at all, and may face delays in production and added costs as a result of the time required to train new job workers to undertake manufacturing in accordance with our standard processes and quality control standards.

We enter into purchase orders with such job workers, and do not pre-book any minimum capacity with them. There can therefore be no assurance that our job workers will, at all times, have sufficient capacity to meet our orders, or be able to fulfil their obligations, including those in relation to maintenance of quality standards in a manner acceptable to us, or at all. From time to time we may have to cease working with certain job workers, for reasons including delay or insufficiency in delivery and quality defects.

Our ability to maintain optimum inventory at our stores and distribution centers to control our working capital requirements relies on an efficient supply chain channel. Ensuring shelf availability for our products warrants quick turnaround time and high level of coordination with suppliers. Our inability or failure to maintain a balance between optimum inventory levels and our product offering at our stores may adversely impact our business. Any shortfall in supply of products from our job workers, or insufficiency in the quality and consistency of the products supplied may result in decrease in supply of our products, lower stock at our stores and consequently lower sales. If our products are not manufactured in accordance with our supply schedule, or at all, we may not be able to procure alternate sources of supply in time to meet the demands of our customers or maintain our inventory levels. While there have not been any instances or events in the past that has resulted in any shortfall in supply of our products, we cannot assure you that such incidents will not occur in the future. We may also be unable to control the costs of production of job workers, which may increase in the future, including due to increase in the cost of labor and other utilities. Our inability to obtain sufficient quantities or desired quality of products from job workers in a timely manner or at acceptable prices may adversely affect our business, financial condition and results of operations.

11. If we are unable to procure raw materials and finished products of the required quality and quantity, at competitive prices, our business, results of operations and financial condition may be adversely affected.

We are dependent on third party suppliers for printed fabric, processed fabric and trim materials, which are the primary raw materials used in the manufacture of our products. We also procure certain finished products from third-parties in India and outside India. In Fiscal 2021, we sourced raw materials from approximately 73 suppliers and finished products from approximately five suppliers. Purchases from our top five fabric suppliers amounted to ₹ 667.73 million, ₹ 707.33 million and ₹ 287.72 million and represented 72.03%, 66.19% and 65.92% of our total raw material costs in Fiscal 2019, 2020, and 2021, respectively. In addition, purchases from our top raw material supplier were ₹ 667.73 million, ₹ 707.33 million and ₹ 287.72 million and represented 26.84%, 21.53% and 10.08% of our total expenses in Fiscal 2019, 2020 and 2021, respectively. Thus, if we experience significant increased demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all.

We have not entered into formal arrangements or contracts with third-party traders, mills or weavers from whom we procure our raw materials and issue purchase orders to source our raw materials on an as-needed basis. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Further, the amount of raw materials procured and the price at which we procure such materials, may fluctuate from time to time. In addition, the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in Government policies and regulations, including those relating to the textile industry in general. Although there have not been any instances in the past where we have faced a shortage of raw materials, we cannot assure you that we will always be able to meet our raw material requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of raw materials to our customers. Any inability on our part to procure sufficient quantities of raw materials, on commercially acceptable terms, may lead to a decline in our sales volumes and profit margins and adversely affect our results of operations.

12. Our business, results of operations and financial condition may be adversely affected if operations at the manufacturing facilities of our job workers or raw material suppliers are disrupted.

The manufacturing facilities of our job workers and raw material suppliers are subject to various operating risks, including some of which are beyond their control, such as the breakdown and failure of equipment, industrial accidents, employee unrest, severe weather conditions and natural disasters. Further, since a significant majority of our job workers' facilities are located in a particular region in India, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting this region may adversely affect operations at our job workers' facilities. Further, if our suppliers or third-party manufacturers fail to comply with applicable laws, including environmental laws, they risk having their facilities shut down, which may adversely affect our operations.

We also source raw materials and certain garments from vendors outside India. Although we have not faced significant disruptions in the procurement of raw materials in the past, the COVID-19 pandemic temporarily affected our ability to source raw materials from vendors outside India who were unable to transport raw materials to us. In particular, purchase of raw materials from our suppliers outside India may be hampered due to supply chain issues, change in government policies, and international geo-political situations or any other circumstances, which are beyond our reasonable control. The occurrence of any such event may adversely affect our business, results of operations and financial condition.

We cannot assure you that we will always be able to arrange for alternate manufacturing capacity, or alternate sources of our raw materials, at prices acceptable to us, or at all, or that we will be able to pass on any increase in cost to our customers, although we endeavor to do so. Any inability on our part to arrange for alternate manufacturing capacity or sources for raw materials, on commercially acceptable terms, may have an adverse effect on our business, results of operations and financial condition.

13. We have incurred losses in Fiscal 2021. In the event we incur net loss in the future, our business and financial condition may be adversely affected.

We reported a loss before tax of ₹ 31.35 million in Fiscal 2021. Our losses in Fiscal 2021 were primarily on account of the impact of COVID-19 on our operations. Our operating costs and other expenses may be greater than we anticipate, and our investments to make our business and our operations more efficient may not be successful. Increases in our costs, expenses and investments may reduce our margins and materially adversely affect our business, financial condition and results of operations. Our failure to generate profits may adversely affect the market price of our Equity Shares, restrict our ability to pay dividends and impair our ability to raise capital and expand our business.

14. We carry out our operations from a single warehouse located in Southern India. Any disruption in the operation of our warehouse, including due to adverse developments in the region, may have an adverse effect on our business and prospect.

Our warehouse is currently located in Southern India and any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting this region may adversely affect operations. Further, our warehouse may be subject to operating risks, such as performance below expected levels of efficiency, labor disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. We also rely on our automated inventory system that streamlines operations across our warehouse, for efficient inventory management, and any defects or operational challenges in such system may disrupt our operations at our warehouse and consequently at our stores. We rely significantly on the timely delivery of our products and our ability to have an uninterrupted supply of our products is critical to our business. Any disruption of operations of our warehouse could result in delayed delivery of our product, which in turn may lead to inventory challenges at our stores, such as inability to meet demand and carry out sales as anticipated, compelling us to forego some sales had such products been available at the stores. Although no such disruptions have occurred in the past, we cannot assure you that such incidents will not occur in the future. While our strategic objectives include geographical expansion across India, in the event that we are unable to make available our products in a prompt manner and within the requisite timelines or if there is a lapse in coordination across stores located countrywide, our business, financial condition and prospects may be adversely affected.

15. We are dependent on sales through large format stores, multi-brand outlets, our franchisees, and online retailers for a significant portion of our revenues. Our business, results of operations and financial condition could suffer if we fail to maintain relationships with such third parties.

We rely on third parties such as LFSs, franchisees, distributors for MBOs and online retailers, for a significant portion of our sales and revenues. Sales of products through LFSs, franchisees, MBOs and online retailers, represented 22.00%, 1.31%, 2.86% and 4.76%, respectively, of our total revenue from operations in Fiscal 2021.

We enter into agreements with LFSs, franchisees, and online retailers to sell our products. Counter-parties under these agreements typically have the right to terminate agreements without cause. Further, we generally do not have exclusivity arrangements with LFSs and online retailers, and accordingly, they may also retail products of our competitors. Under the terms of our arrangements with LFS, the inventory risk associated with our products is borne by us, and our outlets within the LFS are managed by our personnel.

We cannot assure you that we will be able to continue to renew the arrangements with these third parties on terms that are commercially acceptable to us, or at all. We cannot assure you that such third parties shall fulfil their obligations under such agreements entirely, or at all, shall not breach certain terms of their arrangements with us, including with respect to payment obligations or quality standards, or shall not choose to terminate their arrangements with our Company. We may have to initiate litigation in respect of any breach by such third parties, and such litigation could divert the attention of our management from our operations, and be decided against us, which may adversely affect our business, financial condition and results of operations.

16. Any failure in our quality control processes may have an adverse effect on our business, results of operations and financial condition.

Our products may contain quality issues or undetected errors or defects, especially when first introduced or when new products are developed, resulting from the design or manufacture of the product or raw materials used in the product. We have implemented quality control processes and regularly conduct inspections of raw materials sourced from suppliers and finished products manufactured by job workers on the basis of our internal quality standards. However, we cannot assure you that our job workers will always adhere to such standards and that our quality control processes will not fail or the quality tests and inspections conducted by will be accurate at all times. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality assurance procedures, negligence, human error or otherwise, may damage our products and result in deficient products. We have, from time to time, exchanged products sold to our customers due to quality defects, or otherwise, in accordance with our exchange and returns policy. In the event the quality of our products is not in accordance with our standards or our products are defective, our customers may return our products or we may be required to recall or exchange such products at an additional cost. Such incidents may impact our reputation, 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 various entities including customers, LFSs, MBOs and online retailers, for defective products sold. 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.

17. We generated a majority of our sales from our exclusive brand outlets located in Southern and Western India and any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

We have a pan-India network of EBOs across 23 states and union territories in India as of May 31, 2021, and a significant number of our stores are located in Southern and Western India. As of May 31, 2021, we operated 312 stores in Southern and Western India, which comprised 69.33% of our total network of stores. Further, we generated revenues of ₹ 1,257.39 million, ₹ 2,020.99 million and ₹ 1,459.10 million or 78.48%, 75.77% and 72.78% of our revenue from operations from these regions in Fiscals 2019, 2020 and 2021, respectively. 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. The concentration of our operations in these states heightens our exposure to adverse developments related to competition and other changes, which may adversely affect our business prospects, financial conditions and results of operations. In the event of a regional slowdown in the economic activity in these regions, or any other developments including political or civil unrest, disruption or sustained economic downturn that reduce the demand for our products in these regions, could adversely affect our business, financial condition and results of operations, which are largely dependent on the performance and other prevailing conditions affecting the economies of these regions. 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.

Additionally, while opening new stores, we consciously follow a cluster-based approach which leads to concentration of our business in a relatively small area rather than a widespread presence. More than one store located close to each other in a cluster may lead to each such store eating into the sales of the other stores in the cluster leading to falling sales in each of such stores.

18. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition.

We have experienced considerable growth over the past three Fiscals and we have expanded our operations and product portfolio. We cannot assure you that our growth strategies will continue to be successful or that we will be able to continue to expand further, or at the same rate.

Our plans to expand our store base may not be successful and the implementation of these plans may not result in an increase in our revenues even though they increase our costs. For instance, we previously set-up a subsidiary, Go Fashion FZE in Dubai, to expand our operations and establish a presence in UAE. However, the subsidiary was liquidated with effect from February 4, 2019, as it was no longer operationally viable. Additionally, new stores that we open may place increased demands on our existing financial, operational, managerial and administrative resources, which could cause us to operate less effectively. Our new stores may not be immediately profitable and, as such, we may incur losses until these stores become profitable. Any failure to successfully open and operate new stores would adversely affect our results of operations. Further, in the event our stores do not meet the performance expectations, it may result in closure of such stores.

In addition, our growth strategy also includes increased focus on sales through digital channels and digital marketing efforts. In the event, we are unable to adapt with evolving online channels and the e-tailing market, it may have an adverse effect on our business.

Our inability to execute our growth strategies in a timely manner, or within budget estimates, or our inability to meet the expectations of our customers and other stakeholders, could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations. The development of such future business could be affected by many factors, including general political and economic conditions in India, government policies or strategies in respect of specific industries, prevailing interest rates and price of equipment and raw materials. Further, in order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Failure to manage growth effectively could have an adverse effect on our business and results of operations.

19. If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected.

Our operations, including the manufacturing operations by job workers, are subject to extensive laws and government regulations. See "*Key Regulations and Policies*" on page 173. There is a risk that we or such job workers may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. We are also subject to laws and regulations governing relationships with employees, including as to minimum wages and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labor, work permits, and maintenance of regulatory and statutory records.

In addition, we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. A majority of these approvals are granted for a limited duration and require renewal. We have in the past received show cause notices from local and state authorities in relation to our failure to obtain registration under shops and commercial establishment legislations of relevant states and our failure to update human resource records in accordance with applicable laws. Recently, we received a notice dated June 26, 2021 ("**Notice**") from the Municipal Corporation of Gurugram directing us to apply for the business license within seven days of the receipt of the Notice. The Notice further stated that any commercial activity under the municipal limit of Municipal Corporation, Gurugram, without obtaining the necessary business license is illegal. While our Company has received the said business license, we cannot assure that we will not receive such notices in future or no adverse action will be taken against us. While we make all efforts to comply with relevant regulations and currently there are no pending notices against us, we may, in future, be held liable for any regulatory lapses or non-compliance, and potentially incur costs or be subject to penalties. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. We are also in the process of obtaining professional tax registrations in the states of Punjab, Madhya Pradesh and Odisha. In states where our leased stores and kiosks are located, we obtain registrations under the respective shops and commercial establishment acts of those states, wherever enacted or in force. We also obtain trade licenses from the respective municipal authorities of areas where

our leased stores are located and where local laws require such trade licenses to be obtained. Similarly, for our warehouse in Tirupur, Tamil Nadu, we have obtained a registration under the Tamil Nadu Shops and Commercial Establishments Acts, 1947 and a no objection certificate from the Fire and Rescue Services Department, Tirupur. If we do not receive such approvals or are unable to renew the approvals in a timely manner, our business and operations may be adversely affected.

For details of such approvals, including the approvals and registrations that we have applied for and are pending renewal or have not applied for see "*Government and Other Approvals*" on page 323.

If we fail to comply with the laws and regulations governing our operations, or the consents and approvals granted to us, or fail to apply for and renew such approvals in a timely manner, or at all, we may be involved and potentially even be held liable in, litigation or other proceedings, 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 results of operations.

20. We are dependent on third-party transportation providers for the supply of raw materials and delivery of our products.

As an apparel manufacturing business, our success depends on the uninterrupted supply and transportation of the various raw materials required in the manufacture of our products and of our products from manufacturing facilities to our customers, or intermediate delivery points such as our warehouse and stores, that are subject to various uncertainties and risks. We transport our raw materials and our finished products by road. We rely on our suppliers, third party logistic companies and freight forwarders to deliver our raw materials and finished products. We enter into contractual relationships with such logistic companies which are not typically per consignment, but are of a fixed duration of two to three years. Transportation strikes may therefore have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products which may also affect our business and results of operation negatively. A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

21. We are dependent on our Promoters and a number of Key Managerial Personnel and persons with technical expertise and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are dependent on our Promoters, Directors and other Key Managerial Personnel as well as persons with technical expertise for setting our strategic business direction and managing our business. We believe that the inputs and experience of our Promoters are valuable for the development of our business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals. The loss of the services of any key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to attract and retain qualified personnel, our results of operations may be adversely affected.

22. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions principally include remuneration to executive Directors and Key Managerial Personnel. For further information relating to our related party transactions, see "*Restated*

Financial Information – Related party disclosure" on page 238. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might not have obtained more favorable terms had such transactions been entered into with unrelated parties.

While we shall endeavour to conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. The Company will endeavour to duly address such conflicts of interest as and when they may arise. We cannot assure you that these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects or may potentially involve any conflict of interest.

In Fiscals 2019, 2020 and 2021, the aggregate amount of such related party transactions was ₹ 141.71 million, ₹ 47.58 million, and ₹ 43.85 million, respectively. The percentage of the aggregate value of such related party transactions to our revenue from operations in Fiscals 2019, 2020 and 2021 was 4.97%, 1.21% and 1.75%, respectively. For further information on our related party transactions, see "*Summary of the Offer Document – Related Party Transactions*" on page 18.

23. We operate our Registered Office, and warehouse on a leasehold basis. If we are unable to comply with the terms of the leases, renew our agreements or enter into new agreements on favorable terms, or at all, our business, results of operations and financial condition may be adversely affected.

As of May 31, 2021, we operate our Registered Office on leasehold basis, and have one warehouse and office located in Tirupur, Tamil Nadu on a leasehold basis. Rent and hire charges were ₹ 24.08 million, ₹ 25.88 million and ₹ 25.96 million or 0.84%, 0.66%, and 1.04%, respectively, of our revenue from operations, for Fiscals 2019, 2020 and 2021, respectively. Our rent and hire charges, including as a percentage of our revenue from operations, may increase in the future as we seek to expand our warehousing operations and due to contractual escalation of rents payable in accordance with the lease agreements entered into by us.

The term of our lease agreements for our offices ranges from three years to 10 years, and the current lease agreement for our warehouse is valid up to 2030. We cannot assure you that we will be able to fully comply with all the terms of the lease deed, renew such lease or enter into new lease in the future, on terms favorable to us, or at all. We are subject to a lock-in provision under majority of our leases which may restrict our ability to terminate such leases, including in the event the location of the leased premises is no longer profitable. Further, generally the lessors are entitled to terminate the lease deeds prior to the end of their tenure including due to our non-compliance with its terms or non-payment of rent for over a specified period. 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 these lease/ leave and license agreements and there is no assurance that we will be able to identify suitable locations to re-locate our operations. Although no such incidents have occurred in the past, we cannot assure you that such instances will not occur in future.

Additionally, we may be required to expend time and financial resources to locate suitable premises to set up alternate warehouse and may also be unable to relocate to an alternate location in a timely manner, or at all. Further, if the vacated premises is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect, our market share for a particular location, and our business, financial condition and results of operations. Also see, " – *We are exposed to all of the risks associated with leasing real estate, and any adverse developments could materially affect our business, results of operations and financial condition*" on page 24.

24. We may be unable to grow our business in additional domestic regions, which may adversely affect our business prospects and results of operations.

We have an extensive retail network, which covers 31 states and union territories in India, as of May 31, 2021. We have traditionally grown our operations in the Southern and Western regions of India and as of May 31, 2021, 69.33% of our stores were located in these regions. We intend to grow the sales of our products to customers through expanding our store network in other parts of India, particularly Northern and Eastern regions in India, since we believe that these markets offer a significant growth opportunity for us. However, we cannot assure you that we will be able to successfully grow our business in these markets. Infrastructure and logistical challenges in these regions may prevent us from expanding our presence or increasing the penetration of our

products. Further, customers may be price conscious and we may be unable to compete effectively with the products of our competitors. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations and financial condition may be adversely affected.

25. Our industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

The women's apparel industry in India is fragmented and competes with several regional brands and retailers present in local markets across the country. The women's apparel market in India has historically been dominated by the unorganized sector. Our products compete with local retailers, non-branded products, economy brands and products of other established brands. We also face competition from in-house brands launched by LFSs including those launched by LFSs through which we retail our products. Any increase in sale of such in-house brands launched by LFSs or preference given to such brands by our LFS partners may have an adverse impact on our business and results of operations.

Some of our competitors may be larger than us or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have products with better brand recognition than ours. Competitors that offer an entire range of women clothing may also have greater reach and sales, may be able to procure raw materials at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with products at more competitive prices. Certain regional and national competitors have rapidly expanded value fashion formats in untapped new markets. Since these towns are experiencing quality retail for the first time, the nature of these retail offerings might commoditize trends in the apparel industry for the customers. As a result, we will need to create brands and propositions that provide access to high value products but also create a customer connect to our brand identity. In addition, international bottom-wear companies may be able to capitalize on their overseas experience to compete in the Indian market.

Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our market share. Our competitors may significantly increase their advertising expenses to promote their brands and products, which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which may have an adverse effect on our business, results of operations and financial condition. See "*Industry Overview*" on page 104.

26. The growth of online retailers and current trends of discounting and pricing strategies may adversely affect our pricing ability, which may have an adverse effect on our results of operations and financial condition.

In Fiscals 2019, 2020 and 2021, sales from online channels represented 1.26%, 0.97% and 4.76% of our revenue from operations in such periods, respectively. In recent years, India has witnessed the emergence and growth of such online retailers and the market penetration of online retail in India is likely to continue to increase. This has led to current trends of discounting and deep price competition amongst ecommerce players. Online retailers sell multiple brands on their platforms, providing customers the ability to compare products and prices across brands. While we believe this provides us with an opportunity to increase the visibility of our brand, it also increases the negotiating position of such online retailers. We cannot assure you that we will always be able to negotiate agreements on favorable terms or at all, with such online retailers, particularly in relation to pricing or credit terms. If our customers perceive that prices of our products are not in line with the quality of our products, our sales may be directly impacted. We may not always be able to offer our products at prices which represent value for money. Further, some of our competitors may be able to negotiate better or more favorable terms with such online retailers as they enjoy pricing advantages due to large scale operations and multiple distribution channels. Any inability on our part to enter into agreements and on terms favorable to us, may have an adverse effect on our pricing and margins, and consequently adversely affect our results of operations and financial condition.

27. If any new products or brands that we launch are not as successful as we anticipate, our business, results of operations and financial condition may be adversely affected.

We currently operate under a single brand but intend to expand our product portfolio. We may launch additional brands in the future in order to effectively market a wider range of apparel or other products. However, we cannot assure you that any new products or brands we launch will be successful or find traction with our customers or retail partners, or that we will be able to recover costs we incurred in developing such products and brands. If the

products and brands that we launch are not as successful as we anticipate, our brand equity may suffer and our business, results of operations and financial condition may be adversely affected. Further, such expanded product offerings place a strain on our management, operational and financial resources, as well as our information systems.

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

Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of actions, any of which could adversely affect our business and financial condition. Our Company is required to obtain prior approval from and provide prior information to our lenders for, among other things: change in capital structure or constitutional documents; change in effective beneficial ownership or control of our Company; material change in the management of the business of our Company; raising of new loans or creating of fresh charge on any of our assets.

Any failure in the future to satisfactorily comply with any condition or covenant under our financing agreements (including technical defaults) may lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities, and enforcement of events of default as well as cross-defaults under certain of our other financing agreements, any of which may adversely affect our business, financial condition and results of operations. Although we have not defaulted on our financial obligations and have been in compliance with covenants in the past, we cannot assure you that we will be able to comply with all such financial obligations and covenants in the future.

Further, we have granted security interests over certain of our assets, including charge on our present and future current assets and on our present and future movable and immovable fixed assets, in order to secure our borrowings, and any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets, which may adversely affect our business, financial condition and results of operations. For further details of our indebtedness, see "*Financial Indebtedness*" on page 318.

29. Failures in internal control systems could cause operational errors which may have an adverse impact on our 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 its assets, optimal utilization of resources, reliability of its 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. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. These factors may have an adverse effect on our reputation, business, results of operations, cash flows and financial condition.

30. Quality and consistency in customer service at our stores are critical for our success, which depend on our ability to attract and retain skilled personnel. Any failure in this respect could materially and adversely impact our reputation, business, financial condition, cash flows and results of operations.

Our business is manpower intensive and the success of our business depends on maintaining high standards of customer service in our stores. This is dependent on our ability to attract, hire, train, and retain skilled personnel particularly for design and sales functions, monitor them continuously on key service parameters and guide them regularly. We had 2,668 employees as of May 31, 2021, including 10 employees in our design team, and 2,376 employees who are front-end staff at our EBOs and LFSs. We rely on our design team comprising of skilled designers and craftsmen both for textile and fabric design as well as for clothes styling. Further, in the retail industry, the level and quality of sales personnel and customer service are key competitive factors. As we seek to offer new products and designs and expand our retail network, we need experienced manpower that has relevant

knowledge of our target customers and of the local market and the retail industry to operate our stores, respectively.

Across our operations, we experienced attrition of 6.82% for Fiscal 2019, 5.69% for Fiscal 2020 and 4.27% for Fiscal 2021. We may not always be able to retain our personnel or find and hire personnel with the necessary experience or expertise. We may need to increase compensation and other benefits in order to attract and retain personnel in the future and that may affect our costs and profitability. There can be no assurance 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, 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.

31. Significant disruptions of information technology systems or breaches of data security could adversely affect our business.

Our business is dependent upon information technology systems, including internet-based systems, to support business processes. For instance, our facilities are connected to our central IT network that facilitates monitoring of our operations and management of supply chain. We also utilize an enterprise resource planning solution which covers production, finance, sales, marketing logistics, purchase and inventory, across all our manufacturing facilities. The complexity of our computer systems may make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. For instance, our Company was a victim of a cyber-crime in 2019, when one of our suppliers' email address was hacked. An email with the details of a fake bank account was sent to our email address from the suppliers' email address requesting to make the balance payment for the order placed earlier with the supplier. Our Company paid the order amount to the fake bank account and considered the order payment closed. Subsequently, upon further correspondence with the supplier, it was found that the bank details were fake and that the amount paid to the fake bank account was untraceable. We had also lodged a complaint with the Cyber Crime Cell, Chennai in this regard. While we have since obtained cyber-crime insurance, there can be no assurance that such insurance will cover all losses incurred due to such incidents. In particular, there can be no assurance that we will not encounter disruptions to our information technology systems in the future and any such disruption may result in the loss of key information or disruption of our business processes, which could adversely affect our business and results of operations. In addition, our systems are potentially vulnerable to data security breaches that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Any such security breaches could have an adverse effect on our business and reputation.

32. Our sales are subject to seasonal variations that could result in fluctuations in our results of operations.

As an apparel retailer, we see an increase in our business before Diwali and during end of season sales. We are therefore impacted by seasonal variations in sales volumes, which may cause our revenues to vary between different quarters in a Fiscal. Our results of operations and cash flows across quarters in a Fiscal may not be comparable and any such comparisons may not be meaningful or may not be indicative of our annual financial results or our results in any future quarters or periods.

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. In addition, the cyclical nature of the retail apparel business requires us to carry a significant amount of inventory, especially prior to peak selling seasons when we build up our inventory levels. As a result, we will be vulnerable to demand and pricing shifts and to suboptimal selection and timing of merchandise production. If sales do not meet expectations, too much inventory may lower planned margins. Our brand image may also suffer if customers believe we are no longer able to offer the latest fashion. The occurrence of these events could adversely affect our cash flows, financial condition and business operations.

33. If we are subject to any fraud, theft, or embezzlement by our employees, contractors or dealers, it could adversely affect our reputation, results of operations and financial condition.

Our business and the industry we operate in is subject to incidents of vendor/ dealer/ employee fraud, theft, or embezzlement. While there have been certain instances where our employees have engaged in pilferage of our products, however, none of these instances have been material or had any financial impact on our operations. Although we have set up various security measures such as deployment of security guards and operational processes such as periodic stock taking and have obtained relevant insurance in relation to the same, and are also

entitled to recover shortages from our employees, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future or be able to successfully claim under such insurance policies on the occurrence of any such events, which could adversely affect our reputation, results of operations and financial condition.

34. Strikes, work stoppages, increased wage demands or other employee disputes could adversely affect our operations.

We believe our employees and personnel, including personnel at our retail stores are critical to maintain our competitive position. Although we have not experienced any material labor unrest, we cannot assure you that we will not experience disruptions in work or our retail operations due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labor unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are very difficult for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

35. Any delay or default in payment from third-parties may adversely impact our profits and affect our cash flows.

Our operations involve extending credit for periods of time, for up to 70 days, to third-parties including LFSs and online retailers, and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we may have high levels of outstanding receivables. As on March 31, 2019, 2020 and 2021 our trade receivables were ₹ 400.77 million, ₹ 556.37 million and ₹ 471.39 million, respectively. If such third-parties delay or default in making payments in the future, our profits margins and cash flows may be adversely affected.

36. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.

Our operations are subject to various risks inherent to the retail industry including defects, malfunction and failure of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents and natural disasters. Our insurance may not be adequate to completely cover any or all of our risks and liabilities. There can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our insurance cover for property, plant and equipment as of March 31, 2019, 2020 and 2021 was ₹ 1,109.89 million, ₹ 1,052.80 million and ₹1,156.72 million, respectively, while our net block of property, plant and equipment and capital work-in-progress was ₹ 492.67 million, ₹ 683.73 million and ₹ 669.66 million as of March 31, 2019, 2020 and 2021, respectively. Consequently, our insurance cover as a percentage of net block of property, plant and equipment and capital work-in-progress was 225.28%, 153.98% and 172.73%, as of March 31, 2019, 2020 and 2021, respectively. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 170.

37. We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialize, may adversely affect our financial condition.

As of March 31, 2021, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for were as follows:

Particulars	Amount (₹ million)
Contingent Liabilities and Commitments	
(a) Claims against the Company not acknowledged as debts	11.69
(b) Commitments	5.97
Estimated amount of contracts remaining to be executed on capital account and not provided	**17.66**

If a significant portion of these liabilities materialise, it could have an adverse effect on our business, financial condition and results of operations. For further information on our contingent liabilities, see "*Restated Financial Information – Note 36*" on page 235.

38. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 83 of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our stores at favourable terms and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the Offer in a timely or an efficient manner, it may affect our business and results of operations.

39. We may require additional equity or debt in the future in order to continue to grow our business, which may not be available on favorable terms or at all.

Our strategy to grow our business and maintain our market share may require us to raise additional funds or refinance our existing debt for our working capital or long term loans. We cannot assure you that such funds will be available on favorable terms or at all. Additional debt financing may increase our financing costs. Our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our indebtedness. If we are unable to raise additional funds on favorable terms or at all as and when required, our business, financial condition, results of operations and prospects could be adversely affected.

40. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our Company has not declared dividends on equity shares in the past three Fiscals or in the current Fiscal. For further information, see "*Dividend Policy*" on page 205. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013, together with the applicable rules issued thereunder. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements 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 our Equity Shares will appreciate in value.

41. Our Company will not receive any proceeds from the Offer for Sale portion.

The Offer comprises of an offer for sale of up to 12,878,389 Equity Shares by the Selling Shareholders. The proceeds from the Offer for Sale will be transferred to the each of the Selling Shareholders, which includes PKS Family Trust, VKS Family Trust, Sequoia Capital India Investments IV, India Advantage Fund S4 I and Dynamic India Fund S4 US I, in proportion to its respective portion of the Offered Shares transferred by each of them in the Offer for Sale and will not result in any creation of value for us or in respect of your investment in our Company. Our Company will not receive any such proceeds. For further information, see "*Objects of the Offer*" on page 83.

42. Certain Promoters and Directors are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

In addition to regular remuneration or benefits and reimbursement of expenses, certain Promoters and Directors of our Company are interested in our Company, to the extent of their shareholding in our Company, their rights to the extent of any dividends, bonuses or other distributions on such Equity Shares. Further, our Promoter Directors, Prakash Kumar Saraogi, Gautam Saraogi and Rahul Saraogi may also deemed to be interested in the warehouse taken on lease by our Company from one of our Group Companies, Meridian Global Ventures Private Limited, where they are Directors. We cannot assure you that our Promoters and Directors will exercise their rights to the benefit and best interest of our Company. As shareholders of our Company, our Promoters or Directors may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 181 and 196, respectively.

43. After the completion of the Offer, our Promoters along with the Promoter Group will continue to collectively hold substantial shareholding in our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group held 57.48% of the share capital of our Company on fully diluted basis, for details of their shareholding pre and post Offer, see "*Capital Structure*" on page 70. After the completion of the Offer, our Promoters along with the Promoter Group will continue to collectively hold substantial shareholding in our Company, and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, 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. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. Further, some of our lenders require that our Promoters provide personal guarantees in order to secure debt availed by us. We cannot assure that our Promoters will be amenable to provide such security in future. The interests of the Promoters as our controlling shareholder could conflict with our interests or the interests of its other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favor and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further details in relation to the interests of our Promoters in the Company, please see *"Our Promoters and Promoter Group", "Our Management"* and *"Financial Information"* on pages 196, 181 and 206 respectively.

44. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Technopak exclusively commissioned and paid for by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have availed the services of an independent third-party research agency, Technopak Advisors Private Limited appointed by our Company on May 25, 2021, to prepare an industry report titled "*Report on Women's Bottom Wear Apparel in India*" dated August 10, 2021, for purposes of inclusion of such information in this Draft Red Herring Prospectus. This report is subject to various limitations and based upon certain assumptions that are subjective in nature. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. 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.

45. We have in this Draft Red Herring Prospectus included certain Non-GAAP Measures 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 Indian retail industry, 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 Measures and certain other industry measures relating to our operations and financial

performance have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP 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 companies engaged in the Indian retail industry, many of which provide such Non-GAAP 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 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 are not measures of operating performance or liquidity defined by generally accepted accounting principles, 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 retailers in India. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on pages 292 to 295.

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

We propose to utilize the Net Proceeds towards funding roll out of 120 new EBOs, funding working capital requirement and general corporate purposes. For further information of the proposed objects of the Offer, see "*Objects of the Offer* "on page 83. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. 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 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.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the 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 the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

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

47. We have had an instance of non-compliance under the Companies Act, 2013. We cannot assure you that we will not be subjected to any liability on account of such non-compliances in future.

In the past, we have had an instance of non-compliance under the Companies Act, 2013, where there was an inadvertent delay in holding a Board meeting which led to non-compliance by our Company in holding two board meeting within the maximum gap of 120 days as prescribed under Section 173 of the Companies Act, 2013. In this regard, we have filed a compounding application with the RoC. We cannot assure you that, in future, we will not be subjected to any liability on account of such non-compliances. If we are subject to any such liability, it may have a material adverse effect on our reputation, financial condition and results of operations.

48. We have had instances in the past where we could not spend the total amount allocated towards CSR activities for the respective years.

The Companies Act 2013 stipulates the requirement of formulation of a corporate social responsibility policy and mandates our Board of Directors 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 its CSR policy. While our Company had made profits and had accordingly allocated certain portion of such profits towards CSR activities formulated under our CSR policy, our Company had not incurred the requisite portion of the expenditure towards such activities in Fiscals 2019 and 2020 due to delays in identifying and finalizing tie-ups with non-government organizations for discharging these CSR obligations. We cannot assure you that, in future, we will be able to successfully spend the amount allocated in that respective year or at all. We may be subject to imposition of notices or penalties under the Companies Act, 2013 from the Ministry of Corporates Affairs, Government of India for non-compliance in relation to our CSR expenditure, which could adversely affect our reputation and business. For further information, see "*Restated Financial Information – Note 33(b): Corporate social responsibility*" on page 232.

49. Our customers may engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We provide services to our customers, who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. Although we believe we have compliance systems in place that are sufficient to block prohibited transactions, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. Although we do not believe that we are in violation of any applicable sanctions, if it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our customers' dealings in or with countries or with persons that are the subject of U.S. sanctions.

External Risk Factors

Risks Relating to India

50. Political, economic, regulatory or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

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. There have been periods of slowdown in the economic growth of India. Demand for our products 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.

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

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, 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 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 property or inventory 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 or countries to who we export our products 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. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 virus or a similar contagious disease could adversely affect the Indian economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

52. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

53. 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. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. 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. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions and economic developments globally could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. 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. Following the United Kingdom's exit from the European Union ("**Brexit**"), there remains significant uncertainty around the terms of their future relationship with the European Union and, more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, regulators implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation.

54. If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies from 30% to 22% (exclusive of applicable health and education cess and surcharge). Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Finance Act, 2020 ("**Finance Act**"), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax (**"DDT**") will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, a draft of the Personal Data Protection Bill, 2019 has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017 and all subsequent changes and amendments thereto.

Further, the Government of India has notified the Finance Act, 2021, which has introduced various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Act, 2021 may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

55. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our clients thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular,

we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our clients. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

56. Rights of shareholders under Indian laws 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 and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

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

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

58. Investors may not be able to enforce a judgment of a foreign court against us.

Our Company is a company incorporated under the laws of India. A majority of our Company's Directors and officers are residents of India and a substantial portion of our assets and such persons are located in 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 judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, 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, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favor a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

Risks Relating to the Equity Shares and this Offer

59. The trading volume and market price of the Equity Shares may be volatile following the Offer.

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

60. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The Offer Price of the Equity Shares will be determined by our Company in consultation with the Book Running Lead Manager through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 96 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 you will be able to resell their Equity Shares at or above the Offer Price.

61. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, 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.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the 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, among others:

• the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance
by analysts;
• the 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;
• developments affecting fiscal, industrial or environmental regulations;
• the public's reaction to our press releases and adverse media reports; and
• general economic conditions.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

62. 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.

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 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.

63. Investors may be subject to Indian taxes arising out of income arising on the sale of 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. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India as well as STT.

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 ("**MLI**"), 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 upon the sale of the Equity Shares.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of a resident individuals and HUF.

Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non –delivery basis is specified at 0.003% of the consideration amount. These amendments were notified on December 10, 2019 and have come into effect from July 1, 2020.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

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

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 with the Equity Shares 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 this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately six Working Days from the Bid 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 six Working Days of the Bid 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 any delay in commencing 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.

65. 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 through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, 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 sales of our Equity Shares by the Promoters 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. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

66. 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 certain 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. 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. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 365.

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

Our Restated Financial Information for Fiscals 2019, 2020 and 2021, 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 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.

68. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay 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 withdraw their Bids until the Bid/ Offer Closing Date. 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 at any stage after the submission of their bids.

69. Investors 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, 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 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.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company 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 our Company makes 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 such 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-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

70. The requirements of being a publicly listed company may strain our resources.

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will, among other things, require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

71. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

72. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

There can be no assurance that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION III – INTRODUCTION
SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information as of and for the Fiscal Years ended March 31, 2021, March 31, 2020 and March 31, 2019 and Restated Consolidated Financial Information as of and for the Fiscal Year ended March 31, 2019.

The summary financial information presented below should be read in conjunction with '*Financial Information*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' beginning on pages 206 and 287, respectively.

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Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of assets and liabilities

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
ASSETS			
Non-current assets			
Property, plant and equipment	583.81	602.89	473.03
Capital work-in-progress	85.85	80.84	19.64
Intangible assets	5.13	7.32	4.91
Right-of-use assets	2,006.14	1,947.14	1,377.37
Financial assets			
Other financial asset	236.57	203.07	179.44
Deferred tax assets (net)	76.47	56.12	31.68
Other non-current assets	7.86	12.60	1.92
Total non-current assets	**3,001.83**	**2,909.98**	**2,087.99**
Current assets			
Inventories	809.45	1,058.56	694.95
Financial assets			
Investments	464.09	88.55	234.47
Trade receivables	471.39	556.37	400.77
Cash and cash equivalents	132.03	0.98	106.13
Bank balances other than cash and cash equivalents	264.83	324.24	330.42
Other financial asset	71.14	55.43	17.50
Current tax assets (net)	-	17.97	14.56
Other current assets	268.91	179.78	154.52
Total current assets	**2,481.84**	**2,281.88**	**1,953.32**
Total assets	**5,483.67**	**5,191.86**	**4,041.31**
EQUITY AND LIABILITIES			
Equity			
Share capital	789.95	789.95	789.95
Other equity	2,039.41	2,073.07	1,493.39
Total equity	**2,829.36**	**2,863.02**	**2,283.34**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	2,173.18	1,794.28	1,440.27
Provision	21.05	14.20	7.24
Total non-current liabilities	**2,194.23**	**1,808.48**	**1,447.51**
Current liabilities			
Financial liabilities			
Borrowings	104.39	27.90	82.81
Lease liabilities	45.86	273.66	15.43
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	1.74	2.54	0.13
Total outstanding dues of creditors other than micro and small enterprises	105.59	102.10	138.01
Other financial liabilities	34.07	29.14	15.78
Current tax liabilities (net)	18.23	-	-
Other current liabilities	116.48	53.16	48.84
Provisions	33.72	31.86	9.46
Total current liabilities	**460.08**	**520.36**	**310.46**
Total liabilities	**2,654.31**	**2,328.84**	**1,757.97**
Total equity and liabilities	**5,483.67**	**5,191.86**	**4,041.31**

Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of profit and loss

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Income			
Revenue from operations	2,506.68	3,920.14	2,852.47
Other income	315.84	48.25	57.32
Total income [1]	**2,822.52**	**3,968.39**	**2,909.79**
Expense			
Cost of materials consumed	488.97	1,062.06	835.37
Purchases of stock-in-trade	218.17	604.59	284.08
Changes in inventories of finished goods and work-in-progress	214.45	(367.14)	(174.75)
Subcontracting Charges	118.19	275.83	204.52
Employee benefit expense	614.87	619.54	419.63
Finance costs	205.69	164.72	113.78
Depreciation and amortisation expenses	604.99	465.72	321.28
Other expenses	388.54	460.21	483.74
Total expenses [2]	**2,853.87**	**3,285.53**	**2,487.65**
Restated (Loss)/ profit before tax [3]= [1-2]	**(31.35)**	**682.86**	**422.14**
Tax expenses			
Current tax	26.00	204.65	136.78
Tax related to earlier years	(1.01)	(1.58)	(2.79)
Deferred tax	(20.95)	(46.55)	(21.26)
Total tax expense [4]	**4.04**	**156.52**	**112.73**
Restated (Loss)/ profit after tax [5]= [3-4]	**(35.39)**	**526.34**	**309.41**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurements of the defined benefit plans [(gain)/ loss]	(2.38)	2.83	(5.07)
Income tax relating to above	0.60	(0.71)	1.48
Total other comprehensive income [6]	**(1.78)**	**2.12**	**(3.59)**
Restated Total comprehensive (loss)/ income for the year [5+6]	**(33.61)**	**524.22**	**313.00**
Earnings per equity share of ₹ 10 each (face value)			
Basic	(0.68)	10.08	5.93
Diluted	(0.68)	10.08	5.93

Restated statement of cashflows

	Particulars	As at		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
	Cash flows from operating activities			
	(Loss) / profit before tax for the year	**(31.35)**	**682.86**	**422.14**
	Adjustments for			
	Depreciation of property, plant and equipment and amortisation of intangible assets	90.36	71.27	47.79
	Liquidation of subsidiary	-	-	70.73
	Loan to subsidiary written off	-	-	34.55
	Property, plant and equipment written off	25.95	19.34	-
	Provision for inventory	31.15	17.85	7.77
	(Gain)/ loss on disposal of property, plant and equipment	-	0.78	(0.05)
	Interest on fixed deposits	(11.85)	(22.79)	(13.28)
	Income from investment on mutual funds	(4.45)	(9.63)	(28.69)
	Finance costs	1.15	0.84	0.18
	Unrealized forex exchange loss (net)	-	0.29	0.06
	Interest recognized on lease liability	202.89	163.88	113.60
	Depreciation recognized on lease assets	514.63	394.45	273.49
	Interest recognized on interest free lease deposits	(294.95)	(12.73)	(9.80)
	Other income from lease accounting	(255.24)	-	-
	Operating profit before working capital changes	**268.29**	**1,306.41**	**918.49**
	Working capital adjustments for:			
	(Increase) / decrease in inventories	217.98	(381.46)	(266.39)
	(Increase) / decrease in trade and other receivables	84.98	(165.06)	(102.24)
	(Increase) / decrease in loans and advances and other assets	252.35	198.62	(133.99)
	(Decrease) / increase in trade payables and other current liabilities	73.39	(215.77)	80.68
	(Decrease) / increase in provisions	1.86	31.86	3.75
	Cash generated from operations	**898.85**	**774.60**	**500.30**
	Income tax paid (net of refunds)	(0.32)	(202.49)	(167.44)
	Net cash flow from operating activities [A]	**898.53**	**572.11**	**332.86**
	Cash flows from investing activities			
	Purchase of mutual funds	(934.45)	(1,524.62)	(403.68)
	Sale of mutual funds	560.65	1,680.17	933.69
	Purchase of Property, plant and equipment and capital work in progress	(99.33)	(280.89)	(260.54)
	Purchase of Intangible asset	(0.95)	(4.06)	(4.44)
	Proceeds from disposal of property, plant and equipment	0.24	0.08	0.25
	Bank deposits opened during the year	(56.92)	(576.84)	(329.26)
	Bank deposits matured during the year	116.33	583.90	-
	Interest received on fixed deposits	11.46	21.90	10.98
	Security deposit placed	(69.61)	(84.29)	-
	Net cash flow used in investing activities [B]	**(472.58)**	**(184.65)**	**(53.00)**
	Cash flows from financing activities			
	Finance costs paid	(1.15)	(0.12)	(0.18)
	Principal repayment of lease liability	(167.29)	(273.66)	(195.16)
	Interest expense on lease rental discounting	(202.90)	(163.87)	(113.60)
	Dividends and dividend distribution tax paid	(0.05)	(0.05)	(0.04)
	Net cash flow used in financing activities [C]	**(371.39)**	**(437.70)**	**(308.98)**
	Net increase / (decrease) in cash and cash equivalents [A+B+C]	**54.56**	**(50.24)**	**(29.12)**
	Cash and cash equivalents at the beginning of the year	(26.92)	23.32	52.44
(a)	**Cash and cash equivalents at the end of the year**	**27.64**	**(26.92)**	**23.32**

Restated statement of cashflows

	Particulars	As at		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
(a)	**Comprises**			
	Cash in hand	132.03	0.98	106.13
	Less: Cash credit facility from bank	(104.39)	(2.83)	(82.81)
	Less: Bank overdraft facility from bank	-	(25.07)	-
	Total	**27.64**	**(26.92)**	**23.32**

Restated consolidated statement of assets and liabilities

Particulars	As at 31-Mar-2019
ASSETS	
Non-current assets	
Property, plant and equipment	473.03
Capital work-in-progress	19.64
Intangible assets	4.91
Right-of-use assets	1,377.37
Financial assets	
Other financial asset	179.44
Deferred tax assets (net)	31.68
Other non-current assets	1.92
Total non-current assets	**2,087.99**
Current assets	
Inventories	694.95
Financial assets	
Investments	234.47
Trade receivables	400.77
Cash and cash equivalents	106.13
Bank balances other than cash and cash equivalents	330.42
Other financial asset	17.50
Current tax assets (net)	14.56
Other current assets	154.52
Total current assets	**1,953.32**
Total assets	**4,041.31**
EQUITY AND LIABILITIES	
Equity	
Share capital	789.95
Other equity	1,493.39
Total equity	**2,283.34**
Liabilities	
Non-current liabilities	
Financial liabilities	
Lease liabilities	1,440.27
Provision	7.24
Total non-current liabilities	**1,447.51**
Current liabilities	
Financial liabilities	
Borrowings	82.81
Lease liabilities	15.43
Trade payables	
Total outstanding dues of micro enterprises and small enterprises	0.13
Total outstanding dues of creditors other than micro and small enterprises	138.01
Other financial liabilities	15.78
Other current liabilities	48.84
Provisions	9.46
Total current liabilities	**310.46**
Total liabilities	**1,757.97**
Total equity and liabilities	**4,041.31**

Restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated consolidated statement of profit and loss

Particulars	For the year ended 31-Mar-2019
Income	
Revenue from operations	2,852.47
Other income	64.77
Total income [1]	**2,917.24**
Expense	
Cost of materials consumed	835.37
Purchases of stock-in-trade	284.08
Changes in inventories of finished goods and work-in-progress	(174.75)
Subcontracting Charges	204.52
Employee benefit expense	419.63
Finance costs	113.78
Depreciation and amortisation expenses	321.28
Other expenses	389.33
Total expenses [2]	**2,393.24**
Restated (Loss)/ profit before tax [3]= [1-2]	**524.00**
Tax expenses	
Current tax	136.78
Tax related to earlier years	(2.79)
Deferred tax	(21.26)
Total tax expense [4]	**112.73**
Restated (Loss)/ profit after tax [5]= [3-4]	**411.27**
Other comprehensive income	
Items that will not be reclassified to profit or loss	
Re-measurements of the defined benefit plans [(gain)/ loss]	(5.07)
Income tax relating to above	1.48
Total other comprehensive income [6]	**(3.59)**
Restated Total comprehensive (loss)/ income for the year [5+6]	**414.86**
Earnings per equity share of ₹ 10 each (face value)	
Basic	7.88
Diluted	7.88

Restated consolidated statement of cashflows

	Particulars	As at 31-Mar-2019
	Cash flows from operating activities	
	(Loss) / profit before tax for the year	**524.00**
	Adjustments for	
	Depreciation of property, plant and equipment and amortisation of intangible assets	47.79
	Provision for inventory	7.77
	(Gain)/ loss on disposal of property, plant and equipment	(0.05)
	Interest on fixed deposits	(13.28)
	Income from investment on mutual funds	(28.69)
	Finance costs	0.18
	Unrealized forex exchange gain (net)	(9.61)
	Bad debts Written Off	13.09
	Interest recognized on lease liability	113.60
	Depreciation recognized on lease assets	273.49
	Interest recognized on interest free lease deposits	(9.80)
	Operating profit before working capital changes	**918.49**
	Working capital adjustments for:	
	(Increase) / decrease in inventories	(266.39)
	(Increase) / decrease in trade and other receivables	(102.24)
	(Increase) / decrease in loans and advances and other assets	(133.99)
	(Decrease) / increase in trade payables and other current liabilities	80.68
	(Decrease) / increase in provisions	3.75
	Cash generated from operations	**500.30**
	Income tax paid (net of refunds)	(167.44)
	Net cash flow from operating activities [A]	**332.86**
	Cash flows from investing activities	
	Purchase of mutual funds	(403.68)
	Sale of mutual funds	933.69
	Purchase of Property, plant and equipment and capital work in progress	(260.54)
	Purchase of Intangible asset	(4.44)
	Proceeds from disposal of property, plant and equipment	0.25
	Bank deposits opened during the year	(329.26)
	Interest received on fixed deposits	10.98
	Net cash flow used in investing activities [B]	**(53.00)**
	Cash flows from financing activities	
	Finance costs paid	(0.18)
	Principal repayment of lease liability	(195.16)
	Interest expense on lease rental discounting	(113.60)
	Dividends and dividend distribution tax paid	(0.04)
	Net cash flow used in financing activities [C]	**(308.98)**
	Net increase / (decrease) in cash and cash equivalents [A+B+C]	**(29.12)**
	Cash and cash equivalents at the beginning of the year	52.44
(a)	**Cash and cash equivalents at the end of the year**	**23.32**

Restated consolidated statement of cashflows

	Particulars	As at 31-Mar-2019
(a)	**Comprises**	
	Cash in hand	106.13
	Less: Cash credit facility from bank	(82.81)
	Less: Bank overdraft facility from bank	-
	Total	**23.32**

THE OFFER

The following table summarises the Offer details:

Offer of Equity Shares	Up to [●] Equity Shares aggregating up to ₹ [●] million
Of which:	
Fresh Issue[(1)]	Up to [●] Equity Shares aggregating up to ₹ 1,250 million
Offer for Sale[(2)] by Selling Shareholders	Up to 12,878,389 Equity Shares aggregating up to ₹ [●] million
The Offer consists of:	
A. QIB Portion[(3) (4)]	Not more than [●] Equity Shares
Of which:	
Anchor Investor Portion	Up to [●] Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B. Non-Institutional Portion[(4)]	Not less than [●] Equity Shares
C. Retail Portion[(4)]	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (prior to conversion of CCCPS)*	30,000,120 Equity Shares
Equity Shares outstanding prior to the Offer (post conversion of CCCPS)*	52,197,390 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See '*Objects of the Offer*' on page 83 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

**The outstanding CCCPS will be converted to Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.*

(1) *Our Board has authorised the Fresh Issue, pursuant to its resolution dated August 9, 2021. Our Shareholders have authorised the Fresh Issue pursuant to their resolution dated August 9, 2021.*

(2) *Each Selling Shareholder has authorised the inclusion of its respective portion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale, see 'Other Regulatory and Statutory Disclosures' beginning on page 325.*

(3) *Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see 'Offer Procedure' on page* 348.

(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 at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, Equity Shares will be Allotted under the Offer for Sale in proportion to the Offered Shares being offered by the Selling Shareholders. If there remains any balance valid Bids in the Offer, post Allotment of all the Offered Shares, the Allotment for the balance valid Bids will be made towards the Fresh Issue. For further details, see, 'Terms of the Offer' on page* 340.

Allocation to Bidders in all categories, except the Retail Portion and Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. For further details, see '*Offer Procedure*' beginning on page 348.

GENERAL INFORMATION

Our Company was incorporated as Go Fashion (India) Private Limited on September 9, 2010, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 9, 2010 issued by the RoC. The name of our Company was further changed to Go Fashion (India) Limited upon conversion to a public limited company pursuant to the special resolution dated July 1, 2021 passed by the Shareholders of our Company and a fresh certificate of incorporation was issued by the RoC on July 12, 2021. For details, see '*History and Certain Corporate Matters'* on page 176.

Registration Number: 077303
Corporate Identity Number: U17291TN2010PLC077303

Registered and Corporate Office of our Company

Go Fashion (India) Limited
Sathak Center, 5th Floor
New No.4, Old No.144/2
Nungambakkam High Road
Chennai 600 034
Tamil Nadu, India

Address of the Registrar of Companies

Our Company is registered with the RoC located at the following address:

Registrar of Companies
Block No. 6, B Wing 2nd Floor
Shastri Bhawan 26,
Haddows Road,
Chennai 600 034
Tamil Nadu, India

Board of Directors

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

Name	Designation	DIN	Address
Prakash Kumar Saraogi	Managing Director	00496255	Flat No. 6 A, Nithyashree Apartments, Chamiers Road, RA Puram, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028
Gautam Saraogi	Executive Director and Chief Executive Officer	03209296	Flat No. 6 A, Nithyashree Apartments, 51, Chamiers Road, RA Puram, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028
Rahul Saraogi	Non-Executive Director	00496259	Flat No. 5 A, Nithyashree Apartments, 51, Chamiers Road, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028
Ravi Shankar Ganapathy Agraharam Venkataraman	Non-Executive Nominee Director*	02604007	Villa GW09, 77 Degree East, 77 Town Center, Yemlur Main Road, Yemlur, Marathalli, Bengaluru 560 037
Srinivasan Sridhar	Chairperson and Independent Director	00004272	D 905, Ashok Towers, Dr SS Rao Road, Mumbai, Parel, Mumbai, Maharashtra 400 012
Rohini Manian	Independent Woman Director	07284932	No. 3, Venus Colony, 2nd Street, Alwarpet, Chennai, Tamil Nadu 600 018
Dinesh Madanlal Gupta	Independent Director	00126225	445, Gokhale Cross Road, Model Colony, Behind Mafatlal Bunglow, Shivajinagar Pune, Maharashtra 411 016

**Nominee of Sequoia Capital India Investments IV*

For brief profiles and further details in respect of our Directors, see '*Our Management*' on page 181.

Company Secretary and Compliance Officer

Gayathri Venkatesan is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Gayathri Venkatesan
Sathak Center, 5th Floor
New No.4, Old No.144/2
Nungambakkam High Road
Chennai 600 034
Tamil Nadu, India
Tel: (+91) 7358799393
E-mail: companysecretary@gocolors.com

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Investors may also write to the BRLMs.

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(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application 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 Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries 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 where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: (+ 91 22) 66303030
E-mail: gofashion.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance E-mail:
grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

DAM Capital Advisors Limited
(*Formerly IDFC Securities Limited***)**
One BKC, Tower C
15th Floor, Unit No. 1511
Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India
Tel: (+91 22) 42022500
E-mail: gofashion.ipo@damcapital.in
Website: www.damcapital.in
Investor Grievance E-mail:
complaint@damcapital.in
Contact Person: Gunjan Jain
SEBI Registration No.: MB/INM000011336

ICICI Securities Limited[^]
ICICI Centre, H.T. Parekh Marg
Churchgate, Mumbai 400 020
Maharashtra, India
Tel: (+91 22) 2288 2460
E-mail: Gocolors.ipo@icicisecuirties.com
Website: www.icicisecurities.com
Investor Grievance E-mail:
customercare@icicisecurities.com
Contact Person: Monank Mehta/ Shekher Asnani
SEBI Registration No.: INM000011179

*^In compliance with the proviso to Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (the "**SEBI Merchant Bankers Regulations**") and Regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited would be involved only in the marketing of the Offer. ICICI Securities Limited has signed the due diligence certificate and has been disclosed as a BRLM for the Offer*

Statement of inter-se allocation of responsibilities among the Book Running Lead Managers

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

Sr. No	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/ management/ business plans/ legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	JM Financial and DAM Capital	JM Financial
2.	Drafting and approval of all statutory advertisement.	JM Financial and DAM Capital	JM Financial
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc.	JM Financial, DAM Capital and ICICI Securities	ICICI Securities*
4.	Appointment of Registrar to the Offer, Advertising Agency and Printer to the Offer including co-ordination for their agreements.	JM Financial and DAM Capital	JM Financial
5.	Appointment of all other intermediaries including co-ordination for all other agreements.	JM Financial and DAM Capital	DAM Capital
6.	Preparation of the road show presentation and FAQs for the road show team.	JM Financial, DAM Capital and ICICI Securities	ICICI Securities*
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedules	JM Financial, DAM Capital and ICICI Securities	ICICI Securities*
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedules	JM Financial, DAM Capital and ICICI Securities	DAM Capital
9.	Conduct retail marketing of the Offer, which will cover, *inter-alia*: • Formulating marketing strategies, preparation of publicity budget	JM Financial, DAM Capital and ICICI Securities	ICICI Securities*

Sr. No	Activity	Responsibility	Co-ordination
	• Finalising media, marketing and public relations strategy; • Arranging for selection of underwriters and underwriting agreement; • Finalising collection centers; • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material		
10.	Conduct non-institutional marketing of the Offer, which will cover, *inter-alia*: • Finalising media, marketing and public relations strategy; and • Finalising centres for holding conferences for brokers, etc	JM Financial, DAM Capital and ICICI Securities	JM Financial
11.	Managing anchor book related activities and submission of letters to regulators post completion of anchor allocation, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange.	JM Financial and DAM Capital	DAM Capital
12.	Managing the book and finalization of pricing in consultation with the Company.	JM Financial and DAM Capital	JM Financial
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, unblocking of application monies 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 Shareholder 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. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI.	JM Financial and DAM Capital	DAM Capital

**In compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations, read with the proviso to Regulation 23(3) of the SEBI ICDR Regulations, ICICI Securities Limited will be involved only in marketing of the Offer as the BRLM.*

Syndicate Members

[●]

Legal Counsel to the Company and the Promoter Selling Shareholders as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020, India
Tel: (+91 11) 4159 0700

Legal Counsel to the Book Running Lead Managers as to Indian Law

IndusLaw
#1502B, 15th Floor
Tower – 1C, "One World Centre"
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: (+91 22) 4920 7200

International Legal Counsel to Offer as to International Law

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049 321
Tel: (+65) 6538 0900

Legal Counsel to Sequoia Capital India Investments IV as to Indian Law

Khaitan & Co
Embassy Quest
3rd Floor
45/1 Magrath Road
Bengaluru 560 025
Karnataka, India
Tel: +91 80 4339 7000

Legal Counsel to India Advantage Fund S4 I and Dynamic India Fund S4 US I as to Indian Law

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Tel: +91 22 4341 8600

Registrar to the Offer

KFin Technologies Private Limited
Selenium, Tower B, Plot No – 31 and 32
Financial District, Nanakramguda
Hyderabad, Rangareedi 500 032 Telangana, India
Tel: + 91 40 6716 2222
E-mail: gofashion.ipo@kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
Website: www.kfintech.com
SEBI Registration No: INR000000221

Escrow Collection Bank(s)

[●]

Public Offer Account Bank
[●]

Refund Bank

[●]

Sponsor Bank

[●]

Bankers to our Company

RBL Bank Limited
Bannari Amman Towers
1st Block, 7th Floor
No. 29, Radhakrishnan, Salai
Mylapore, Chennai 600 004
Tamil Nadu, India
E-mail: ganesh.jagannathan@rblbank.com, Suresh.Pandian@rblbank.com
Website: www.rblbank.com
Contact Person: Ganesh Jagannathan and Suresh Pandian
Tel: +91 99620 88551, +91 44 46701151 and +91 44 46701144

ICICI Bank Limited
ICICI Bank Towers
Bandra Kurla Complex, G Block
Bandra East, Mumbai 400 051
Maharashtra, India
E-mail: satyajeet.rai@icicibank.com
Website: www.icicibank.com
Contact Person: Satyajeet Rai
Tel: +91 99202 81645

Self Certified Syndicate Banks

The list of SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which a Bidder (other than an Anchor Investor), 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?doRecognised=yes on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

SCSBs enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and 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 Branches

In relation to Bids (other than Bids by Anchor Investors) 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 or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Broker Centres/Designated CDP Locations/Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP

Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. The list comprising the details of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time.

Statutory Auditors of our Company

M/s Deloitte Haskins & Sells LLP, Chartered Accountants
ASV N Ramana Towers
52, Venkatnarayana Road
T Nagar, Chennai 600 017
Tamil Nadu, India
Tel: +91 44 6688 5000
E-mail: mumuralidhar@deloitte.com
Firm Registration Number: 117366W/W100018
Peer Review Number: 013179

Changes in Auditors

There has been no change in the statutory auditors of our Company during the last three years.

Expert

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

(i) Our Company has received written consent from the Statutory Auditors namely, M/s Deloitte Haskins & Sells LLP, holding a valid peer review certificate from ICAI, to include their name in this Draft Red Herring Prospectus as required under Section 26 of the Companies Act, 2013 and as an "expert" as defined under Section 2 (38) of the Companies Act, 2013 to the extent and in their capacity as the Statutory Auditor of our Company and in respect of (i) their examination reports on our Restated Financial Information, dated August 12, 2021; (ii) their examination reports on our Restated Consolidated Financial Information dated August 12, 2021 and (iii) statement of possible special tax benefits dated August 12, 2021 and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

(ii) Our Company has received written consent from an independent architect, namely, Anuradha Desikan, founder architect of ADVA Architects & Consultants (membership no. CA/2005/35797) to include her name 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 architect, in relation to the certificate dated August 9, 2021 issued by them, certifying, among others, expenses which are to be incurred by the Company towards purchase of fit-outs, information technology and utilities for the proposed stores and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations.

Grading of the Offer

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

Appraising Entity

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

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Debenture trustees

As the Offer is of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Draft Red Herring Prospectus

This Draft Red Herring Prospectus is being filed with SEBI 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 (East) Mumbai 400 051 Maharashtra,
India

A copy of this Draft Red Herring Prospectus has been filed electronically on the SEBI's online portal and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*".

The Red Herring Prospectus and Prospectus will be filed, along with the material contracts and documents referred to in the Red Herring Prospectus at:

The Registrar of Companies

Tamil Nadu
Registrar of Companies
Block No. 6, B Wing 2nd Floor
Shastri Bhawan 26,
Haddows Road,
Chennai 600034
Tamil Nadu, India

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band and minimum Bid lot which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and advertised in **[●]** editions of [●] (a widely circulated English national daily newspaper), **[●]** editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Offer Price shall be determined by our Company and Selling Shareholders, in consultation with the BRLMs after the Bid/Offer Closing Date.

All investors, other than Retail Individual Investors and Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Individual Investors shall participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or using 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 Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid

Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. For further details on method and process of Bidding, see *'Offer Procedure'* and '*Offer Structure*' on page 348 and 345 respectively.

The Book Building Process and the bidding process are subject to change, from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Offer.

Investors should note the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

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

Underwriting Agreement

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

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

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC

(in ₹ million)

Name, address, telephone and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) 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 Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

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

Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below.

(In ₹, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at offer price*
(A)	**AUTHORISED SHARE CAPITAL**(1)		
	60,900,000 shares	1,050,000,000	-
	Comprising:		
	56,000,000 Equity Shares of face value of ₹10 each	560,000,000	-
	2,500,000 Series A CCCPS of face value of ₹100 each	250,000,000	
	2,400,000 Series B CCCPS of face value of ₹100 each	240,000,000	-
(B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER, PRIOR TO CONVERSION OF CCCPS**		
	Comprising:		
	30,000,120 Equity Shares of face value of ₹ 10 each	300,001,200	-
	2,499,615 Series A CCCPS of face value of ₹100 each(2)	249,961,500	
	2,399,860 Series B CCCPS of face value of ₹100 each(3)	239,986,000	
(C)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER, POST CONVERSION OF CCCPS**		
	Comprising:		
	52,197,390 Equity Shares of face value of ₹ 10 each	521,973,900	
(D)	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares(4)	[●]	[●]
	Comprising:		
	Fresh Issue of up to [●] Equity Shares	1,250,000,000	[●]
	Offer for Sale of up to 12,878,389 Equity Shares by the Selling Shareholders(5)	[●]	[●]
(E)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**+		
	[●] Equity Shares of face value of ₹ 10 each	Up to [●]	-
(F)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (in ₹ million)		85,7926,181
	After the Offer* (in ₹ million)		[●]

* *To be included upon determination of the Offer Price.*

\+ *Assuming full subscription in the Offer*

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see 'History and Certain Corporate Matters - Amendments to our Memorandum of Association' on page 176.*

(2) *2,499,615 Series A CCCPS shall be converted to 14,997,690 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.*

(3) *2,399,860 Series B CCCPS shall be converted to 7,199,580 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.*

(4) *Our Board has authorised the Offer, pursuant to their resolution dated August 9, 2021. Our Shareholders have authorised the Offer pursuant to special resolution dated August 9, 2021.*

(5) *Each of the Selling Shareholder confirms that its respective portion of Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and accordingly, are eligible for being offered for sale in the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization by each of the Selling Shareholders in relation to its respective Offered Shares, see 'Other Regulatory and Statutory Disclosures' on page 325.*

Notes to Capital Structure

1. Share Capital History

A. History of Equity Share capital of our Company

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

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Offer price per Equity Share (₹)	Form of consideration	Nature of allotment	Name of the allottee(s)	Cumulative number of Equity Shares	Cumulative paid-up Equity Share Capital (₹)
September 9, 2010	50,000	10	10	Cash	Subscription to the Memorandum of Association	25,000 Equity Shares each were allotted to: (i) Rahul Saraogi; and (ii) Gautam Saraogi	50,000	500,000
July, 1, 2011	4,950,000	10	10	Cash	Preferential Allotment	2,475,000 Equity Shares each were allotted to: (i) Rahul Saraogi; and (ii) Gautam Saraogi	5,000,000	50,000,000
December 2, 2014	10	10	240.04	Cash	Rights Issue	Sequoia Capital India Investments IV(1)	5,000,010	50,000,010
March 31, 2017	5,000,010	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:1	(i) 2,499,990 Equity Shares each were allotted to Rahul Saraogi and Gautam Saraogi; and (ii) 10 Equity Shares each were allotted to Vinod Kumar Saraogi, Prakash Kumar Saraogi and Sequoia Capital India Investments IV	10,000,020	100,000,200
January 16, 2018	20	10	416.69	Cash	Private Placement	India Advantage Fund S4 I	10,000,040	100,000,400
October 20, 2018	20,000,080	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:2	(i) 9,999,960 Equity Shares each were allotted to Rahul Saraogi and Gautam Saraogi; (ii) 40 Equity Shares each were allotted to Vinod Kumar Saraogi, Prakash Kumar Saraogi and Sequoia Capital India Investments IV; (iii) 36 Equity Shares were allotted to India Advantage Fund S4 I; and (iv) 4 Equity Shares were allotted to Dynamic India Fund S4 US I	30,000,120	300,001,200

(1) Pursuant to declination letters each dated November 1, 2014 received from Gautam Saraogi and Rahul Saraogi, 10 equity shares were allotted to Sequoia Capital India Investments IV under Section 62(1)(a)(iii) of the Companies Act

B. History of Preference Share Capital of our Company

The history of the Preference Share capital of our Company is provided in the following table:

Date of allotment	Number of CCCPS allotted	Face value (₹)	Offer price per CCCPS (₹)	Form of consideration	Nature of allotment	Name of the Allottee	Cumulative number of CCCPS	Cumulative paid-up CCCPS capital (₹)
December 2, 2014	1,874,709	100	240.04	Cash	Rights Issue (1)	Sequoia Capital India Investments IV	1,874,709	187,470,900
September 21, 2015	624,906	100	240.04	Cash	Rights Issue	Sequoia Capital India Investments IV	2,499,615	249,961,500
January 16, 2018	2,399,860	100	416.69	Cash	Private Placement	India Advantage Fund S4 I	4,899,475	489,947,500

(1) 1,874,709 Series A CCCPS were allotted to Sequoia Capital India Investments IV under Section 62(1)(a)(iii) of the Companies Act.

As on the date of this Draft Red Herring Prospectus, 2,499,615 Series A CCCPS and 2,399,860 Series B CCCPS are outstanding. Such CCCPS will be converted into 22,197,270 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations and a portion of which will be offered in the Offer for Sale.

C. *Shares issued for consideration other than cash or out of revaluation reserves*

Except as stated below, our Company has not issued any Equity Shares for consideration other than cash, since its incorporation. Further, our Company has not issued any Preference Shares for consideration other cash or out of revaluation reserves or any Equity Shares out of revaluation of reserves since its incorporation.

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Offer price per Equity Share (₹)	Form of consideration	Nature of allotment	Name of the allottee(s)	Benefits accrued to our Company
March 31, 2017	5,000,010	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:1	(i) 2,499,990 Equity Shares each were allotted to Rahul Saraogi and Gautam Saraogi; and (ii) 10 Equity Shares each were allotted to Vinod Kumar Saraogi, Prakash Kumar Saraogi and Sequoia Capital India Investments IV.	N.A.
October 20, 2018	20,000,080	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:2	(i) 9 999,960 Equity Shares each were allotted to Rahul Saraogi and Gautam Saraogi; (ii) 40 Equity Shares each were allotted to Vinod Kumar Saraogi, Prakash Kumar Saraogi and Sequoia Capital India Investments IV; (iii) 36 Equity Shares were allotted to India Advantage Fund S4 I; and (iv) 4 Equity Shares were allotted to Dynamic India Fund S4 US I	N.A.

D. Issue of Equity Shares or Preference Shares pursuant to schemes of arrangement

Our Company has not allotted any Equity Shares or Preference Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013, as applicable.

E. Issue of Equity Shares or Preference Shares at a price lower than the Offer Price in the last year

Our Company has not issued any Equity Shares or Preference Shares during the period of one year preceding the date of this Draft Red Herring Prospectus.

F. Issue of Equity Shares under employee stock option schemes

Our Company does not have any employee stock option schemes as on date of this Draft Red Herring Prospectus.

G. History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding (including Promoters' contribution)

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate, 29,999,940 Equity Shares, which constitute 57.47% of the issued, subscribed and (paid-up) Equity Share capital (on a fully diluted basis) of our Company. The details regarding our Promoter's shareholding is set out below:

a) Build-up of Promoter's shareholding in our Company

Set forth below is the build-up of our Promoter's shareholding since the incorporation of our Company:

(I.) Equity Shares

Date of allotment/ transfer	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer Equity Share capital (on a fully diluted basis)	% of the post-Offer share capital
Prakash Kumar Saraogi							
December 2, 2014	10	10	100	Cash	Transfer of Equity Shares from Gautam Saraogi	Negligible	[●]
March 31, 2017	10	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:1	Negligible	[●]
October 20, 2018	40	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:2	Negligible	[●]
Total (A)	**60**					**Negligible**	[●]
Gautam Saraogi							
September 9, 2010	25,000	10	10	Cash	Subscription to the Memorandum of Association	Negligible	[●]
July 1, 2011	2,475,000	10	10	Cash	Preferential Allotment	4.74	[●]
December 2, 2014	(10)	10	100	Cash	Transfer of Equity Shares to Prakash Kumar Saraogi	Negligible	[●]
March 31, 2017	2,499,990	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:1	4.79	[●]
October 20, 2018	9,999,960	10	N.A	N.A.	Bonus Issue of Equity Shares in the ratio of 1:2	19.16	[●]
January 31, 2020	(14,999,880)	10	N.A.	N.A.	Transfer by way of gift to Prahlad Rai	28.74	[●]
Total (C)	**60**					**Negligible**	[●]
Rahul Saraogi							
September 9, 2010	25,000	10	10	Cash	Subscription to the Memorandum of Association	Negligible	[●]
July 1, 2011	2,475,000	10	10	Cash	Preferential	4.74	[●]

Date of allotment/ transfer	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer Equity Share capital (on a fully diluted basis)	% of the post-Offer share capital
					Allotment		
December 2, 2014	(10)	10	100	Cash	Transfer of Equity Shares to Vinod Kumar Saraogi	Negligible	[●]
March 31, 2017	2,499,990	10	N.A.	N.A.	Bonus Issue of Equity Shares in the ratio of 1:1	4.79	[●]
October 20, 2018	9,999,960	10	N.A	N.A.	Bonus Issue of Equity Shares in the ratio of 1:2	19.16	[●]
January 31, 2020	(14,999,880)	10	N.A.	N.A.	Transfer by way of gift to Prahlad Rai	28.74	[●]
Total (D)	**60**					**Negligible**	[●]
PKS Family Trust (acting through its managing trustee, Gautam Saraogi)							
January 31, 2020	14,999,880	10	N.A.	N.A.	Transfer by way of gift from Prahlad Rai	28.74	[●]
Total (E)	**14,999,880**					**28.74**	[●]
VKS Family Trust (acting through its managing trustee, Rahul Saraogi)							
January 31, 2020	14,999,880	10	N.A.	N.A.	Transfer by way of gift from Prahlad Rai	28.74	[●]
Total (F)	**14,999,880**					**28.74**	[●]
Total (A+B+C+D+E+F)	**29,999,940**					**57.47**	[●]

Except as stated below, as of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered:

Our Promoters, VKS Family Trust and PKS Family Trust, have pledged their shares aggregating to 16.56% of the paid-up Equity Share Capital (on a fully diluted basis) of the Company against a facility availed from Tata Capital Financial Services Limited amounting to ₹ 400 million. For further details, see '*History and Certain Corporate Matters' on page* 176.

b) ***Shareholding of our Promoters and the members of our Promoter Group***

Set forth below is the equity shareholding of our Promoters and Promoter Group as on the date of this Draft Red Herring Prospectus:

Name of shareholder	Pre-Offer		Post-Offer	
	No. of Equity Shares	Percentage of pre-Offer capital (on a fully diluted basis)	No. of Equity Shares	Percentage of post-Offer capital
Promoters				
Prakash Kumar Saraogi	60	Negligible	[●]	[●]
Gautam Saraogi	60	Negligible	[●]	[●]
Rahul Saraogi	60	Negligible	[●]	[●]
PKS Family Trust (acting through its managing trustee, Gautam Saraogi)	14,999,880	28.74	[●]	[●]
VKS Family Trust (acting through its managing trustee, Rahul Saraogi)	14,999,880	28.74	[●]	[●]

Name of shareholder	Pre-Offer		Post-Offer	
	No. of Equity Shares	Percentage of pre-Offer capital (on a fully diluted basis)	No. of Equity Shares	Percentage of post-Offer capital
Total (A)	**29,999,940**	**28.74**	[●]	[●]
Promoter Group				
Vinod Kumar Saraogi	60	Negligible	[●]	[●]
Mohini Devi	-	-	-	-
Pushpa Devi Saraogi	-	-	-	-
Priyanka Vivek Taparia	-	-	-	-
Brijlal Gupta	-	-	-	-
Murali Manohar	-	-	-	-
Rashi Lohia	-	-	-	-
Rekha Gupta	-	-	-	-
Anita Goenka	-	-	-	-
Manju Agarwal	-	-	-	-
Nirmala Shorewala	-	-	-	-
Usha Devi Saraogi	-	-	-	-
Ruchita Saraogi	-	-	-	-
Neha Garodia	-	-	-	-
Abeer Saraogi	-	-	-	-
Miraya Saraogi	-	-	-	-
Nidhi Saraogi	-	-	-	-
Samar Saraogi	-	-	-	-
Ajoy Balkrishna Rathi	-	-	-	-
Nisha Ajoy Rathi	-	-	-	-
Manan Ajoy Rathi	-	-	-	-
Agniti Industrial Parks Private Limited	-	-	-	-
Atyant Capital Advisors Private Limited	-	-	-	-
AVA Living	-	-	-	-
Brij Lal HUF	-	-	-	-
Corona Creatives	-	-	-	-
Corona International	-	-	-	-
Corona Steel Industry Private Limited	-	-	-	-
Credera International LLP	-	-	-	-
Cygni Energy Private Limited	-	-	-	-
Gupta Traders	-	-	-	-
Hulit Resources Private Limited	-	-	-	-
Idea Ki Dukaan	-	-	-	-
Mahalakshmi Electronics Private Limited	-	-	-	-
Manan Ajoy Rathi HUF	-	-	-	-
Meridian Global Ventures Private Limited	-	-	-	-
Meridian Investments	-	-	-	-
Meridian Overseas (Singapore) Pte Limited	-	-	-	-
Murli Manohar HUF	-	-	-	-
Nidhi Trust	-	-	-	-
Rajasthan Cotton Press Private Limited	-	-	-	-
Rathi Ajay Balkrishna HUF	-	-	-	-
Rathi Engineering LLP	-	-	-	-
Rathi Engineering Solutions Private Limited	-	-	-	-
Renova Enertech Private Limited	-	-	-	-
S.R.V.Home appliances Private Limited	-	-	-	-
Shorewala Paper Industries Private Limited	-	-	-	-

Name of shareholder	Pre-Offer		Post-Offer	
	No. of Equity Shares	Percentage of pre-Offer capital (on a fully diluted basis)	No. of Equity Shares	Percentage of post-Offer capital
Shorewala Roller Flour Mills Private Limited	-	-	-	-
Unplggd Education LLP	-	-	-	-
Vinmir Resources Private Limited	-	-	-	-
Winwind Power Energy Private Limited	-	-	-	-
Total (B)	60	Negligible	[●]	[●]
Total (A+B)	**30,000,000**	**57.47**	[●]	[●]

c) ***Details of minimum Promoters' contribution locked in for three years or any other period as may be prescribed under applicable law***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of three years or any other period as may be prescribed under applicable law, from the date of Allotment ("**Promoter's Contribution**"). Our Promoter's shareholding in excess of 20% shall be locked in for a period of one year from the Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold 29,999,940 Equity Shares, constituting 57.47 % of our Company's issued, subscribed and paid-up Equity Share capital (on a fully diluted basis), all of which are eligible for Promoters' Contribution.

Our Promoters have given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of 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. Details of Promoters' Contribution are as provided below:

Name of the Promoter	No. of Equity Shares held	No. of Equity Shares** locked-in	Date of allotment/transfer#	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share (₹)	Nature of transaction	% of the fully diluted post-Offer paid-up Capital	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.
 # Equity Shares were fully paid-up on the date of allotment/acquisition.
*** Subject to finalisation of Basis of Allotment.*

The Equity Shares that are being locked-in for computation of Promoters' Contribution are not and will not be in-eligible under Regulation 15 of the SEBI ICDR Regulations. In particular, these Equity Shares do not and shall not consist of:

(i) Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoters' Contribution;

(ii) Equity Shares acquired during the one year preceding 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;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm; and

(iv) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

d) ***Details of share capital locked-in for one year or any other period as may be prescribed under applicable law***

In terms of the SEBI ICDR Regulations, except for:

(i) the Promoters' Contribution which shall be locked in as above; and

(ii) the Equity Shares successfully transferred by the Selling Shareholders pursuant to the Offer for Sale.

the entire pre-Offer Equity Share capital of our Company (including those Equity Shares held by our Promoters in excess of Promoter's Contribution), shall, unless otherwise permitted under the SEBI ICDR Regulations, be locked in for a period of one year from the date of Allotment or any other period as may be prescribed under applicable law. In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or a foreign venture capital investor shall not be locked-in for a period of one year from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least one year from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor. Any unsubscribed portion of the Offered Shares being offered by the Selling Shareholders would also be locked-in as required under the SEBI ICDR Regulations. 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.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to Promoters or members of the Promoter Group or to any new Promoters, 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 Promoters and locked-in for a period of one year from the date of Allotment in the Offer or any other period as may be prescribed under applicable law, may be transferred to any other person holding Equity Shares which are locked -in, subject to the continuation of the lock-in the hands of the transferee for the remaining period and compliance with the provisions of the Takeover Regulations.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters 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: (i) in case of Equity Shares locked-in for three years, such Equity Shares may be pledged only if the loan has been granted to our Company, 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; and (ii) in case of Equity Shares locked-in for a period of one year or any other period as may be prescribed under applicable law, the pledge of the Equity Shares is one of the terms of the sanctioned loan. Provided that the lock-in of Equity Shares shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

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

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

f) ***Sales or purchases of Equity Shares or other specified securities of our Company by our Promoter, the members of our Promoter Group and/or our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.***

None of our Promoter, members of our Promoter Group, and/or our Directors and their relatives have sold or purchased any Equity Shares or other specified securities of our Company during the six months immediately preceding the date of this Draft Red Herring Prospectus.

H. Shareholding Pattern of our Company

(i) The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity 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 Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized 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 eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group	6	30,000,000	-	-	30,000,000	99.99	30,000,000	-	30,000,000	99.99	-	57.47	-	-	8,643,888	28.81	30,000,000
(B)	Public	3	120	-	-	120	0.01	120	-	120	0.01	22,197,270	42.53	-	-	-	-	120
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	9	30,000,120	-	-	30,000,120	100	30,000,120	-	30,000,120	100	22,197,270	100	-	-	8,643,888	28.81	30,000,120*

**2,499,615 Series A CCCPS and 2,399,860 Series B CCCPS which are outstanding as on date of this Draft Red Herring Prospectus and which shall be converted prior to filing of the Red Herring Prospectus with the RoC, are also held in dematerialised form.*

(ii) As on the date of this Draft Red Herring Prospectus, our Company has 9 shareholders of Equity Shares.

I. Shareholding of Directors and Key Managerial Personnel in our Company

Except as stated below, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company.

S. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each held	Percentage of Equity Share Capital held (%)
1.	Prakash Kumar Saraogi	60	Negligible
2.	Gautam Saraogi	60	Negligible
3.	Rahul Saraogi	60	Negligible
	Total	**180**	**Negligible**

J. *Details of shareholding of the major Shareholders of our Company*

Equity Shares held by the Shareholders holding 1% or more of the paid-up capital of our Company

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held *(on a fully diluted basis)*	Percentage of pre-Offer share capital *(on a fully diluted basis)*
1.	PKS Family Trust (1)	14,999,880	28.74
2.	VKS Family Trust (2)	14,999,880	28.74
3.	Sequoia Capital India Investments IV (3)	14,997,750	28.73
4.	India Advantage Fund S4 I (4)	6,622,956	12.69
5.	Dynamic India Fund S4 US I (5)	576,684	1.1
	Total	**52,197,150**	**99.99**

(1) Acting through its managing trustee, Gautam Saraogi.
(2) Acting through its managing trustee, Rahul Saraogi.
(3) Assuming conversion of the 2,499,615 Series A CCCPS into 14,997,690 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(4) Assuming conversion of the 2,207,634 Series B CCCPS into 6,622,902 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(5) Assuming conversion of the 192,226 Series B CCCPS into 576,678 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.

The Shareholders holding 1% or more of the equity paid-up capital of our Company ten days prior to the filing of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held *(on a fully diluted basis)*	Percentage of pre-Offer share capital *(on a fully diluted basis)*
1.	PKS Family Trust (1)	14,999,880	28.74
2.	VKS Family Trust (2)	14,999,880	28.74
3.	Sequoia Capital India Investments IV (3)	14,997,750	28.73
4.	India Advantage Fund S4 I (4)	6,622,956	12.69
5.	Dynamic India Fund S4 US I (5)	576,684	1.1
	Total	**52,197,150**	**99.99**

(1) Acting through its managing trustee, Gautam Saraogi.
(2) Acting through its managing trustee, Rahul Saraogi.
(3) Assuming conversion of the 2,499,615 Series A CCCPS into 14,997,690 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(4) Assuming conversion of the 2,207,634 Series B CCCPS into 6,622,902 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(5) Assuming conversion of the 192,226 Series B CCCPS into 576,678 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on one year prior to the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held *(on a fully diluted basis)*	Percentage of pre-Offer share capital *(on a fully diluted basis)*
1.	PKS Family Trust (1)	14,999,880	28.74

Sr. No.	Shareholder	Number of Equity Shares held *(on a fully diluted basis)*	Percentage of pre-Offer share capital *(on a fully diluted basis)*
2.	VKS Family Trust (2)	14,999,880	28.74
3.	Sequoia Capital India Investments IV (3)	14,997,750	28.73
4.	India Advantage Fund S4 I (4)	6,622,956	12.69
5.	Dynamic India Fund S4 US I(5)	576,684	1.1
	Total	**52,197,150**	**99.99**

(1) Acting through its managing trustee, Gautam Saraogi.
(2) Acting through its managing trustee, Rahul Saraogi.
(3) Assuming conversion of the 2,499,615 Series A CCCPS into 14,997,690 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(4) Assuming conversion of the 2,207,634 Series B CCCPS into 6,622,902 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(5) Assuming conversion of the 192,226 Series B CCCPS into 576,678 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on two years prior to filing of this Draft Red Herring Prospectus is as follows:

Sr. No.	Shareholder	Number of Equity Shares held *(on a fully diluted basis)*	Percentage of pre-Offer share capital *(on a fully diluted basis)*
1.	Gautam Saraogi	14,999,880	28.74
2.	Rahul Saraogi	14,999,880	28.74
3.	Sequoia Capital India Investments IV (1)	14,997,750	28.73
4.	India Advantage Fund S4 I (2)	6,622,956	12.69
5.	Dynamic India Fund S4 US I(3)	576,684	1.1
	Total	**52,197,150**	**99.99**

(1) Assuming conversion of the 2,499,615 Series A CCCPS into 14,997,690 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(2) Assuming conversion of the 2,207,634 Series B CCCPS into 6,622,902 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.
(3) Assuming conversion of the 192,226 Series B CCCPS into 576,678 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.

1. Except as disclosed below, none of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered, as on the date of this Draft Red Herring Prospectus:

   Our Promoters, VKS Family Trust and PKS Family Trust, have pledged their shares aggregating to 16.56% of the paid-up Equity Share Capital (on a fully diluted basis) of the Company against a facility availed from Tata Capital Financial Services Limited amounting to ₹400 million . For further details, see '*History and Certain Corporate Matters'* on page 176.

2. Our Company, our Directors and the BRLMs have not made or entered into any buy-back arrangements for the purchase of Equity Shares.

3. Except as disclosed below, neither the BRLMs and nor their respective associates as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus:

S.No.	Name of the shareholder	Number of Equity Shares held (on a fully diluted basis)
1.	India Advantage Fund S4 I*	6,622,956

** Assuming conversion of the 2,207,634 Series B CCCPS into 6,622,902 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance Regulation 5(2) of the SEBI ICDR Regulations.*

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

5. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

6. All the shares held by our Promoters and Directors and are in dematerialised as on the date of the Draft Red Herring Prospectus.

7. Except for outstanding CCCPS, which shall be converted into Equity Shares prior to filing of the Red Herring Prospectus with the RoC, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus**.**

8. Except for the Equity Shares to be allotted pursuant to (i) the Fresh Issue; and (ii) Offer for Sale, our Company presently does not intend or propose or is under negotiation or consideration to alter 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 for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares.

9. Except for the allotment of Equity Shares pursuant to the (i) Fresh Issue, (ii) Offer for Sale, and (iii) conversion of CCCPS, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc, as the case may be.

10. During the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus, no financing arrangements existed whereby our Promoter, members of our Promoter Group, our Directors and their relatives may have financed the purchase of securities of our Company by any other person (other than in the normal course of the business of the relevant financing entity).

11. Our Promoters and members of our Promoter Group will not submit Bids, or otherwise participate in this Offer.

12. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

13. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group, if any, during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue and the Offer for Sale.

Offer for Sale

Each of the Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale after deducting its proportion of Offer expenses and relevant taxes thereon. 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.

Objects of the Fresh Issue

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

1. Funding roll out of 120 new EBOs;

2. Funding working capital requirements; and

3. General corporate purposes.

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's brand name amongst our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are proposed to be raised by our Company through the Fresh Issue.

Net Proceeds

The following table sets forth details of the Net Proceeds:

Particulars	Estimated Amount (in ₹ million)[(1)]
Gross proceeds from the Fresh Issue	1,250.00
Less Offer related expenses to be borne by our Company [(1) (2)]	[●]
Net proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company ("**Net Proceeds**") [(1)]	[●]

(1) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.
(2) See 'Offer related expenses' below.

Proposed schedule of implementation and utilization of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

S. No.	Particulars	Total estimated amount/ expenditure	Amount to be deployed from the Net Proceeds in Fiscal 2023	Amount to be deployed from the Net Proceeds in Fiscal 2024
1.	Funding roll out of 120 new EBOs	337.34	168.67	168.67
2.	Funding working capital requirements	613.98	613.98	-
2.	General corporate purposes*	[●]	[●]	[●]
	Total Net Proceeds	[●]	[●]	[●]

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*

The above-stated fund requirements and the deployment of funds for funding roll out of new EBOs, funding the working capital requirements and general corporate purposes from the Net Proceeds are based on our current business plan, management estimates, current market conditions, certificate from independent chartered architect and chartered accountants (as applicable), and have not been appraised by any bank or financial institution or other independent agency. For details in regard to risks associated, see, '*Risk Factors - Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations*' on page 38. Given the nature of our business, 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, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable law. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Fresh Issue in accordance with the SEBI ICDR Regulations.

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. If the Net Proceeds are not utilized (in full or in part) for the objects of the Offer during the period stated above due to factors such as (i) economic and business conditions; (ii) the timing of completion of the Offer; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

Further, in case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects, our Company may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the general corporate purposes for which funds are being raised in this Offer. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt, as required subject to compliance with applicable law. Further, our Company may, during the period of scheduled deployment, consider to set-up additional EBOs over and above the number of EBOs proposed to be set-up from the proposed utilisation of the Net Proceeds. The requirement of funds for setting-up of such additional EBOs will be met by way of internal accruals, by seeking additional debt from existing and future lenders, surplus funds, if any, remaining after utilization of the Net Proceeds for the aforementioned objects or such other means as available to our Company. Our Company may also utilise any portion of the Net Proceeds, towards the aforementioned objects of the Offer, ahead of the estimated schedule of deployment specified above.

Details of the Objects

1. Funding roll out of 120 new EBOs

As of May 31, 2021, we had 450 EBOs located across 115 cities. Our store count has grown from 333 to 449 in terms of number of stores over the last three Fiscals. We have strengthened our existing presence in certain regions by opening new stores within a radius of few kilometres of our existing stores. We have, in the past, expanded our stores through a cluster-based expansion model and intend to continue to expand our presence by setting up new EBOs. We intend to follow the COCO model that will ensure better operational control over our stores. As part of our growth strategy, we intend to further enhance our presence across pan India by increasing our market penetration and expanding our store network. The growth of our Company has been facilitated by a well-defined new store roll out process that enables it to identify locations and build out stores quickly, consistently and efficiently. For further details, see '*Our Business – Strategies – Continue to expand retail network with a focus on EBOs*' on page 160.

Our Company proposes to utilise a portion of the Net Proceeds i.e., ₹ 337.34 million, towards funding roll out of 120 new EBOs in India during Fiscals 2023 and 2024. The details of the funding and the estimated costs proposed to be funded from the Net Proceeds are described below.

The costs for setting-up 120 new EBOs primarily comprises of the following establishment costs:

(a) Capital expenditure; and

(b) Rental deposits.

Methodology for computation of estimated costs:

The size of our stores varies across regions and is dependent on various factors such as availability of suitable locations, addressable market, lease rentals etc. Our Company proposes to open 120 new EBOs across pan India as considered necessary and appropriate by our management with an estimated aggregate built up area of 500 sq. ft. per store ("**Average Size**"). The premises for the proposed new EBOs are expected to be taken on leasehold basis in line with the Company's business practices. Our estimate of costs mentioned above are based on (i) quotations received from our empanelled contractors or from vendors from whom our Company has purchased similar items for our stores in the past, current quotations, industry standards, prevailing market rates, rate contracts and historical costs; (ii) average areas for EBOs and (iii) our internal estimates for specifications and item requirements based on our prior experience of setting-up EBOs.

The table below sets forth the total estimated costs for setting-up of 120 new EBOs of Average Size:

Particulars	Estimated Amount (in ₹ million)
Capital expenditure	217.34
Rental deposits	120.00
Total estimated costs	**337.34**

The table below sets forth the total estimated costs for one store of Average Size:

Particulars	Estimated Amount (in ₹ million)
Capital expenditure	1.81
Rental deposits	1.00
Total estimated costs	**2.81**

The detailed break-up of these estimated costs on a unit basis is as below:

(a) *Capital expenditure*:

The capital expenditure would include, *inter alia*, the costs in relation to the fit-outs, information technology and utility cost. The table below sets forth the basis of our estimation for the capital expenditure.

Particulars	Estimated Amount (in ₹ million)
Fit-outs	1.60
Information technology	0.06
Utilities	0.15
Total estimated costs per unit store	1.81

(i) The fit-outs for our stores primarily include interior work (which includes, among others, civil work, paint work, ceiling and partition work, furniture and display, glass work, electrical work) and services work (which includes, among others, installation of pipe and ducts, smoke detectors, fire alarms and rolling shutters). Based on the Architect Certificate, the estimated costs of various items are set out below for one proposed store of an Average Size.

S.No	ITEM DESCRIPTION	Unit	Qty	RATE	AMOUNT (in ₹)
	Interior work				
A	**Civil Works**				
1	P/F of Kajaria brand tiles with laying charges	SQFT	495	140	69,300.00
2	PCC work 3" Depth	SQFT	495	55	27,225.00
B	**Paint Work**				-
1	Paint on Wall & Ceiling :P / A 3 or more coats of ASIAN premium emulsion paint (Washable, Low VOC) - roller finish (matt), shade as approved by architect, to all walls, ceiling / plastered surfaces, applied evenly to produce uniform even surface to approved finish including cleaning and preparing the surface, puttying as per manufacturer's specifications, applying a coat of approved primer, including scaffolding, etc., complete all level	SQFT	475	22	10,450.00

S.No	ITEM DESCRIPTION	Unit	Qty	RATE	AMOUNT (in ₹)
2	Synthetic Enamel Paint for rolling shutter Work to be completed as per the instruction ofsite incharge(Metallic Black Matches to the ACP) ASIAN/DULUX/BERG	SQFT	20	16	320.00
C	**Ceiling & Partition work**				-
1	False ceiling:Gypsum Board false ceiling (12mm Gypsum board of make india gypsum/saint gobain complete with Gyproc GI channels, cost inclusive of erection including transportation	SQFT	476	65	30,940.00
2	Wooden partition for Trail Room & shelf::providing and fixing the partiton using wooden frame both side 12mm plywood fixing finish with 1mm laminate on both side ete.	SQFT	108.54	350	37,989.00
3	Trail room above storage & Doors with 19 mm ply and both side 1mm laminate	SQFT	27.28	225	6,138.00
4	Trail room above 19mm ply fixed ceiling	SQFT	26	225	5,850.00
5	Trap door with 19 mm ply with one side laminate and paint finish	SQFT	16	225	3,600.00
7	Cash counter door & Storages	SQFT	22.6	250	5,650.00
9	36mm vertical partition	SQFT	125	350	43,750.00
10	Shutter back side boxing 19mm ply	SQFT	62	220	13,640.00
11	Keyboard tray	L/S	1	800	800.00
12	TV cabinet	SQFT	80	225	18,000.00
13	Wall cladding of 19 mm ply with frame & Laminate	SQFT	700.00	225	1,57,500.00
14	P/F of wooden door with all required hardware fittings/mirror.	NOS	2	8,500	17,000.00
15	65mm partition with wooden frame and 12mm ply with laminate finish	SQFT	49	370	18,130.00
16	150mm partition wooden frame and 12mm ply with laminate finish	SQFT	32	415	13,280.00
D	**Furniture & display work**				-
1	Providing and fixing the bottom platform 3" height with laminate and front will be in SS Laminate 1mm and edge binding onthe top sheet,all plywood edge with edge binding.	SQFT	82	220	18,040.00
E	**Glass Work**				-
1	Glass Self- Work: Supplying and fixing 8mm toughened glass shelves all around beveling and polishing.	SQFT	700	200	1,40,000.00
2	Murror : P/F 6mm mirror of ASAI / Modi Guard / Saint Gobain make.Cost include procurement silicon filling and finishing	SQFT	80.5	150	12,075.00
4	Lacquered glass	SQFT	64	400	25,600.00
5	Lacquered glass hole for signage letter	L/S	1	2,500	2,500.00
F	**Electrical work**				
1	Electrical work:Electrical Work: 2.5mm thick FRLS copper wiring (Finolex/polycab) with PVC conduit inclusive of cat 6 cable for telephone and power point provision, MDB with MCB (cost includes) all light fitting fixing ,signage,inverter circuit,A/C power point Back light frames.	SQFT	490	150	73,500.00
2	Ahuja 25w speaker	NOS	2	1,000	2,000.00
G	**Mis. Item**				
1	Dumping & removing ofall debris from site premises and also deep cleaning including laminate, glass shelves, facade glass and flooring	L/S	1	5,000	5,000.00
2	Letter fixing	NOS	2	3,000	6,000.00
3	Out side signage boxing	SQFT	43	250	10,750.00

S.No	ITEM DESCRIPTION	Unit	Qty	RATE	AMOUNT (in ₹)
4	Furniture fixing Installation ofall fixtures including lights, mannequines hanging,display stand, cash box, trial room stools.	L/S	1	7,000	7,000.00
5	Graphic Display Box Installation of graphic display box, supply and fixing 3mm white ACP sheet at backside of frame.	SQFT	71	150	10,650.00
6	Pebble boxing	Rft	8	50	400.00
7	Out Station Charges	L/S	1	25,000	25,000.00
8	SS Skriting - Main Entrance & Bottom TV BOX	RFT	24	150	3,600.00
9	Ply Above Ceiling At Mannaquin area (39" X 6") & (57" X 6")	Sqft	5	225	1,125.00
	TOTAL AMOUNT (A)				**8,22,802.00**
	Services work				
A	**AHU**				
1	Installation & Connection of AHU with Pipe & Duct	Lum	1	6,000	6,000.00
2	Supply, Installation, Testing & Commissioning of Chilled Water Pipe (32mm)	Rft	0	1,120	-
3	P/F of Drain Pipe with Insulation	Rft	18	200	3,600.00
4	Digital Thermostate	Nos	1	2,700	2,700.00
B	**Ducting**				
1	24G Ducting with Thermal Insulation of 25mm aluminium coated glass wool with installation	SQFT	228	85	19,380.00
2	Supply and fixing Aluminium Extruder powder coating grill supply and return	Nos	6	600	3,600.00
3	Supply and fixing of Volume Control Damper (20G)	Nos	3	500	1,500.00
4	Supply and fixing Duct Insulation 9mm	SQFT	228	65	14,820.00
5	P/F of Butterfly Valve (32mm)	Nos	2	2,250	4,500.00
6	P/F of Pressure Gauge	Nos	2	2,000	4,000.00
C	**Smoke Detectors**				
1	Providing and Fixing smoke detectors (AGNEE-Make)	Nos	5	2,750	13,750.00
2	Smoke Detectors with FRLS Cabel 1.5 Sq.mm armounred firm alarm Lower	RMT	55	130	7,150.00
3	Supply, Installation, Testing & Commissioning of MCP	Nos	1	1,500	1,500.00
D	**Fire Alarm**				
1	Fire (Zone wise) 2 Zone Panel with Battery Back Up (AGNEE-Make)	Nos	1	17,000	17,000.00
2	Supply,Installation,Testing & Commisioning of Sprinkler	Nos	2	2,200	4,400.00
E	Pest Control Work	SQFT	500	8	4,000.00
F	**Additional Works**				
1	Main Cable (4C x 16 Sq.mm)	MTR	4	250	1,000.00
2	4 Pole MCB Isolatar	Qty	1	1,500	1,500.00
3	MCB Box Under Cash Counter	Qty	1	1,250	1,250.00
G	**Rolling shutter work**				-

S.No	ITEM DESCRIPTION	Unit	Qty	RATE	AMOUNT (in ₹)
	Supply and installation of Pollycarbonate rolling shutter	SFT	150.37	550	82,703.50
	Supply and installation of 600kg motorist system chain fear and remote stater	Nos	1	28,000	28,000.00
	Supply of U-channel - 15foot	Nos	2	2,500	5,000.00
	Shutter transportation	LUM	1	1,500	1,500.00
	TOTAL AMOUNT (B)				**2,28,853.50**
	TOTAL AMOUNT A+B				**10,51,655.50**
	ADDING 18% GST				1,89,297.99
	NET TOTAL(1) (A)				**12,40,953.49**
	Fixed and Variable materials(2) including OD Signage, LED spot light, surface LED strip, fabric channels, brackets, hanger rod, folding table, mannequins, fire extinguisher and carpentary charges **(B)**	Nos.	682	As specified in the quotations	**3,57,521.88**
	Total (A+B)				**₹ 1,598,475.37 (₹ 1.6 million)**

(1) *Based on quotations received from Retail Experts dated July 27, 2021 with a validity of 90 days.*

(2) *Based on quotations received from Chanlong Manufacturing & Trading Private Limited, Brite Corporation, Seetu Lighting, P.M. Electro Auto Pvt. Ltd., Jindal Aluminium Limited, Kesar Steels, S.S. Fabricators, Acme Business Solutions, Kingcom Electronic Company Limited, Kothari Furniture, Ceasefire Industries Pvt Ltd., Manchu Toughend Glass (P) Ltd and Bhagyashree Interior each dated July 28, 2021 and each with validity of 90 days*.

(ii) The cost to be incurred towards information technology include cost of purchasing and installing laptop, scanner, printer and software. Based on the Architect Certificate, the estimated costs of various items are set out below.

Item	Description	Vendor	Date of Quotation	Validity	Rate (in ₹)	Quantity	Total Cost for Average Size (In ₹ Million)
Laptop	Dell-Latitude 3510	Gets Infoteck	July 25, 2021	90 days	39,700	1	0.04
Scanner	LS- 1203	Devaraj Computers (P) Limited	July 17, 2021	90 days	3,100	1	0.003
Printer	EPSON – TM- T 82	Devaraj Computers (P) Limited	July 17, 2021	90 days	11,741	1	0.01
Software	Wondersoft	Wondersoft Private Limited	August 2, 2021	90 days	11,800	1	0.01
Total estimated costs per unit store (₹ Million)							0.06

(iii) The cost to be incurred towards utilities include purchase and installation of camera, television sets and steamer. Based on the Architect Certificate, the estimated costs of various items are set out below.

Item	Vendor	Date of Quotation	Validity	Rate (in ₹)	Quantity	Total Cost for Average Size (In ₹ Million)
DVR with hard disk and camera	Pragati Enterprise	July 25, 2021	90 days	28,556	1	0.03

Item	Vendor	Date of Quotation	Validity	Rate (in ₹)	Quantity	Total Cost for Average Size (In ₹ Million)
TV 65"	LP Flex Signs Systems	July 25, 2021	90 days	1,15,200	1	0.12
Steamer	Kingcom Electronic	July 28, 2021	90 days	2,624	1	0.003
Total estimated costs per unit store (₹ Million)						**0.15**

(b) *Rental deposits*:

The premises for the proposed 120 new EBOs are expected to be taken on leasehold basis. As per the Architect Certificate, the estimated average built up area per unit store is approximately 500 sq. ft. Based on the certificate from G. Natesan & Co, Membership No. 204378 ("**Independent Chartered Accountant**"), the estimated average cost per sq.ft. for rental deposit is ₹ 2,000 aggregating to ₹ 120 million for the 120 new EBOs of Average Size. These rental deposit estimates have been computed by the Independent Chartered Account as certified in its certificate dated August 12, 2021 on the basis of average rental deposit expenditures incurred by our Company in the past and as well as current market conditions.

Our Company may have not entered into any definitive agreements with any or all of these contractors/vendors and there can be no assurance that the same contractors/vendors would be engaged to eventually supply the materials.

2. Funding working capital requirements

We fund a majority of our working capital requirements in the ordinary course of business from banks and internal accruals. As on June 30, 2021, our Company has total sanctioned limit of working capital facilities of ₹650.00 million, including fund-based and non-fund based sub-limits. For details, see '*Financial Indebtedness*' on page 318. We propose to utilise ₹ 613.98 million from the Net Proceeds to fund the working capital requirements of our Company in Fiscal Years 2023.

(a) Existing working capital

Our Company's existing working capital based on the Restated Financial Information along with sources of funding is as stated below:

(In ₹ million)

Particulars	As at March 31		
	2021	2020	2019
(A) Current assets			
a) Inventories	809.45	1,058.56	694.95
b) Financial assets			
i. Trade receivables	471.39	556.37	400.77
ii. Margin Money Deposit	63.38	46.15	28.73
iii. Other financial assets	71.14	55.43	17.50
c) Other current assets	268.91	179.78	154.52
Total current assets (A)	**1,684.27**	**1,896.29**	**1,296.47**
(B) Current liabilities			
a) Financial liabilities			
i. Trade payables	107.33	104.64	138.14
ii. Other financial liabilities	34.07	29.14	15.78
b) Provisions	33.72	31.86	9.46
c) Other current liabilities	116.48	53.16	48.84
d) Current tax liabilities (net)	18.23	-	-
Total current liabilities (B)	**309.83**	**218.80**	**212.22**
(C) Total working capital requirements (C=A-B)	**1,374.44**	**1,677.49**	**1,084.25**
(D) Funding Pattern			
Working capital funding from banks	104.39	27.90	82.81
Internal accruals and Equity	1,270.05	1,649.59	1,001.44
Total	**1,374.44**	**1,677.49**	**1,084.25**

(b) Future working capital requirements

On the basis of our existing working capital requirements and the projected working capital requirements, our Board, pursuant to their resolution dated August 12, 2021, has approved the projected working capital requirements for Fiscal Years 2022 and 2023 and the proposed funding of such working capital requirements as stated below:

(In ₹ million)

Particulars	As at March 31	
	2023	2022
(A) Current assets		
a) Inventories	1,477.56	1,051.95
b) Financial assets		
i. Trade receivables	789.04	498.63
ii. Margin Money Deposit	63.38	63.38
iii. Other financial assets	71.14	71.14
c) Other current assets	268.91	268.91
Total current assets (A)	**2,670.04**	**1,954.01**
(B) Current liabilities		
a) Financial liabilities		
(i) Trade payables	147.95	95.89
(ii) Other financial liabilities	34.07	34.07
b) Provisions	33.72	33.72
c) Other current liabilities	116.48	116.48
Total current liabilities (B)	**332.21**	**280.16**
(C) Total working capital requirements (C=A-B)	**2,337.83**	**1,673.85**
(D) Funding Pattern		
Working capital funding from banks (D)	4.39	4.39
Internal accruals and Equity (E)	1,719.46	1,669.46
Net working capital requirements (F= C-D-E)	**613.98**	**0.00**
Amount proposed to be utilised from Net Proceeds (G)	613.98	-0.00

Note: As certified by the Independent Chartered Accountant by way of its certificate dated August 12, 2021.

Assumptions for working capital requirements:

The following table sets forth the details of the holding period (with days rounded to the nearest) considered:

Particulars	No of days for the Fiscal ended				
	March 31, 2019 (Actual)	March 31, 2020 (Actual)	March 31, 2021 (Actual)	March 31, 2022 (Assumed)	March 31, 2023 (Assumed)
A. Current Assets					
a) Inventory	89	99	118	110	90
b) Financial assets					
i. Trade receivables	51	52	69	52	48
ii. Margin Money deposit	4	4	9	7	4
iii. Other financial assets	2	5	10	7	4
iv. Other current assets	20	17	39	28	16
B. Current Liabilities					

Particulars	No of days for the Fiscal ended				
	March 31, 2019 (Actual)	March 31, 2020 (Actual)	March 31, 2021 (Actual)	March 31, 2022 (Assumed)	March 31, 2023 (Assumed)
a) Financial liabilities					
i. Trade payables	18	10	16	10	9
ii. Other financial liabilities	2	3	5	4	2
b) Provisions	1	3	5	4	2
c) Other current liabilities	6	5	17	12	7
d) Current tax liabilities	0	0	3	0	0

Note: As certified by the Independent Chartered Accountant by way of its certificate dated August 12, 2021.

The working capital projections made by the Company are based on certain key assumptions, as set out below:

Particulars	Assumptions and Justifications
Current Assets	
Inventories	Raw materials: We maintain raw material inventory for 22 - 17 days between March 31, 2020 to March 31, 2021. This is required to ensure uninterrupted production. Accordingly, we have assumed 22 - 20 days of raw material inventory for the Fiscal ended March 31, 2022 and 2023. Finished goods: In order to achieve cost competitiveness and shorter lead times through constant innovation, we need to maintain efficient finished goods inventory levels. From March 31, 2020 to March 31, 2021 our finished goods days ranged between 77 - 101 days, which we assume to continue on the levels of 88-70 days for the Fiscal ended March 31, 2022 and 2023.
Trade receivables	Our Company had 52 - 69 days of receivables between March 31, 2020 to March 31, 2021, which we assume to be maintained at levels of 52-48 days for Fiscal ended March 31, 2022 and 2023.
Margin Money Deposit	Margin Money deposits are computed from the Restated Financial Information. Our Company has assumed the holding level for margin money deposits as 4 and 9 days of revenue from operations for the Fiscal ended March 31, 2020 and March 31, 2021, respectively. Margin Money Deposits have been maintained in line with projected sale for the Fiscals 2022 and 2023.
Other financial assets	Other financial assets are computed from the Restated Financial Information. Our Company has assumed the holding level for other financial assets as 5 and 10 days of revenue from operations for the Fiscal ended March 31, 2020 and March 31, 2021, respectively. Other financial assets have been maintained in line with the projected business activity for the Fiscals 2022 and 2023.
Other current assets	Other current assets are computed from the Restated Financial Information. Our Company has assumed the holding level for other current assets as 17 and 39 days of revenue from operations for the Fiscal ended March 31, 2020 and March 31, 2021, respectively. Other current assets have been maintained in line with the projected business activity for the Fiscals 2022 and 2023.
Current liabilities	
Trade payables	Our trade payables have a direct correlation to our business growth. Holding levels for trade payables is computed from the Restated Financial Information. Our Company has assumed the holding level for trade payables as 10 and 16 days of revenue from operations for the Fiscal ended March 31, 2020 and March 31, 2021, respectively. Trade payables levels have been projected in line with projected sale for the Fiscals 2022 and 2023.
Other financial liabilities	Other financial liabilities are computed from the Restated Financial Information. Our Company has assumed the holding level for other financial liabilities as 3 and 5 days of revenue from operations for the Fiscal ended March 31, 2020 and March 31, 2021, respectively. Other financial liabilities have been maintained in line with the projected business activity for the Fiscals 2022 and 2023.
Provisions	Provisions are computed from the Restated Financial Information. Our Company has assumed the holding level for provisions as 4 and 2 days of revenue from operations for the Fiscals 2022 and 2023, respectively.
Other current liabilities	Other current liabilities are computed from the Restated Financial Information. Our Company has assumed the holding level for other current liabilities as 5 and 17 days of revenue from operations for the Fiscal ended March 31, 2020 and March 31, 2021,

Particulars	Assumptions and Justifications
	respectively. Other current liabilities have been maintained in line with the projected business activity for the Fiscals 2022 and 2023.
Current tax liabilities	Current tax liabilities (net) are computed from the Restated Financial Information. Our Company has assumed the holding level for current tax liabilities (net) as 0 and 0 days of revenue from operations for the Fiscals 2022 and 2023, respectively.

Note: As certified by the Independent Chartered Accountant by way of its certificate dated August 12, 2021.

3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount 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 strategic initiatives and acquisitions and meeting exigencies, strengthening our marketing capabilities, meeting expenses incurred by our Company in the ordinary course of business and any other purpose, as may be decided by our Company in accordance with applicable law.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board or a duly constituted committee thereof, 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.

Appraisal of the Objects and Bridge Financing

The objects of the Fresh Issue have not been appraised by any bank, financial institution or agency and we have not raised any bridge loans against the Net Proceeds.

Means of Finance

The entire requirements of the objects detailed above are intended to be funded from the Net Proceeds. Accordingly, we confirm that there is no need for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulation, through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for (i) listing fees and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which shall be borne solely by the Company; and (ii) the stamp duty payable on transfer of Offered Shares which shall be borne solely by the respective Selling Shareholder, all Offer expenses will be shared, between our Company and the Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Selling Shareholder in the Offer for Sale, respectively, as may be mutually agreed and in accordance with applicable law. Any expenses paid by our Company on behalf of the Selling Shareholder in the first instance will be reimbursed to our Company, by the Selling Shareholder to the extent of its respective proportion of Offer related expenses.

The estimated Offer related expenses are as follows:

(₹ in million)

S. No	Activity	Estimated amount[(1)] (₹ in million)	As a % of total estimated Offer Expenses[(1)]	As a % of Offer Size[(1)]
1.	BRLMs fees and commissions (including underwriting commission)	[●]	[●]	[●]
2.	Brokerage, selling commission, bidding charges, processing fees and bidding charges for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs [(2)(3)(4)(5)(6)]	[●]	[●]	[●]
3.	Advertising and marketing expenses for the Offer	[●]	[●]	[●]
4.	Other expenses (i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees, (ii) Other regulatory expenses, (iii) Printing and stationery expenses (iv) Fees payable to the legal counsel (v) Fees payable to other advisors to the Offer (vi) Miscellaneous	[●] [●] [●]	[●] [●] [●]	[●] [●] [●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

(1) *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price*

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

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

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

No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

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

Portion for Retail Individual Bidders	*₹[●] per valid application (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹[●] per valid application (plus applicable taxes)*

(4) *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

Members of the Syndicate / RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*[●] per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank 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*

(5) *Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

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

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

(6) *Bidding charges of ₹ [●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Investors using the UPI mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured and bid by them.*

(7) *Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and, Non-Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●] 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. 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.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company and Selling Shareholders shall be as mutually agreed amongst the Book Running Lead Manager, their respective Syndicate Members, our Company and Selling Shareholders before the opening of the Issue.

Monitoring of Utilisation of Funds

Our Company has appointed [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such Financial Years as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Financial Years, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) 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; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Interim use of Net Proceeds

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

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

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, members of the Promoter Group, our Directors or our Key Managerial Personnel.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoters, Directors, or Key Managerial Personnel in relation to the utilisation of the Net Proceeds. Further, there are no existing or anticipated interest of such individuals and entities in the objects of the Offer except as set out above.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act, 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Tamil, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal, to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of proving of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections '*Risk Factors*', '*Our Business*', '*Financial Information*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations'* on pages 21, 149, 206 and 287 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:

- among the largest women's bottom-wear brand in India with well-diversified product portfolio and first mover advantage;
- multi-channel pan-India distribution network with a focus on EBOs, enhancing brand visibility;
- strong unit economics with efficient operating model;
- extensive procurement base with highly efficient and technology-driven supply chain management;
- in-house expertise in developing and designing products; and
- demonstrated track record of strong financial performance.

For further details, please see '*Our Business – Strengths*' on page 152.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Information. For details, see '*Financial Information*' beginning on page 206.

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

1. Basic and Diluted Earnings Per Equity Share ("EPS")[(1) (2)], as per Restated Financial Information

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2021	-0.68	-0.68	3
Financial Year ended March 31, 2020	10.08	10.08	2
Financial Year ended March 31, 2019	5.93	5.93	1
Weighted Average	4.01	4.01	

(1) *Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period.*

(2) *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/period.*

Notes

1. *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'.*

2. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

3. *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]*

4. *The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in the section titled 'Financial Information' on page* 206.

2. Price to Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E ratio at the lower end of the Price Band (number of times)*	P/E ratio at the higher end of the Price Band (number of times)*
Based on Basic EPS for the financial year ended	[●]	[●]

Particulars	P/E ratio at the lower end of the Price Band (number of times)*	P/E ratio at the higher end of the Price Band (number of times)*
March 31, 2021		
Based on Diluted EPS for the financial year ended March 31, 2021	[●]	[●]

will be populated in the Prospectus

Industry Peer Group P/E ratio

Particulars	P/E Ratio
Highest	106.35
Lowest	NA
Industry Composite	106.35

Notes:

1. *The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below.*
2. *P/E figures for the peer are computed based on closing market price as on August 9, 2021 on BSE, divided by Basic EPS (on consolidated basis) for the Financial Year ending March 31, 2021.*

3. Return on Net Worth (RoNW)

Financial Period	RoNW, as derived from the Restated Financial Information (%)	Weightage
Financial Year ended March 31, 2021	-1.25	3
Financial Year ended March 31, 2020	18.38	2
Financial Year ended March 31, 2019	13.55	1
Weighted Average	**7.76**	

** Not annualized*

(1) *Return on Net Worth (%) = Restated profit or loss for the year divided by Total Equity at the end of the year.*

(2) *Total Equity has been computed as the aggregate of equity share capital and other equity.*

(3) *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

(4) *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]*

4. Net Asset Value per Equity Share

Fiscal/ Period Ended	NAV derived from the Restated Financial Information (₹)
As on March 31, 2021	54.21
After the completion of the Offer*	At the Floor Price: [●] At the Cap Price: [●]
Offer Price*	[●]

**will be populated in the Prospectus. Not derived from the Restated Financial Information.*

Notes:

(1) *Offer Price per Equity Share will be determined on conclusion of the Book Building Process.*

(2) *Net Asset Value Per Equity Share = Total Equity as per the Restated Financial Information/ number of equity shares outstanding as at the end of year/period*

(3) *Total Equity has been computed by aggregating equity share capital and other equity*

5. Comparison of Accounting Ratios with Listed Industry Peers

Name of the company	Total Income (₹ in million)	Face Value (₹)	P/E	EPS (Basic) (₹)	EPS (Diluted)(₹)	RoNW (%)	NAV per equity share (₹)
Go Fashion (India) Limited*	2,822.52	10	NA	-0.68	-0.68	-1.25%	54.21
Listed Peers							
Page Industries Limited	28,524.34	10	106.35	305.35	305.35	38.5%	793.34
Trent Limited	27,946.60	1	NA^	-4.11	-4.11	-7.7%	66.32

Bata India Limited	18,026.65	5	NA^	-6.95	-6.95	-5.1%	136.74
Aditya Birla Fashion & Retail Limited	53,223.20	10	NA^	-8.23	-8.23	-27.5%	29.24#
TCNS Clothing Company Limited	6,845.25	2	NA^	-8.85	-8.85	-9.2%	99.47

**Financial information for Go Fashion (India) Limited is derived from the Restated Financial Information for the year ended March 31, 2021*

 # For the purpose of the NAV calculation for Aditya Birla Fashion and Retail Limited, the number of shares as of March 31, 2021 have been calculated as the number of fully paid up equity shares (84,76,21,159) plus 75% (basis the calls made as of March 31, 2021) of the number of partly paid up shares outstanding (9,02,77,042)

1. *All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports as available of the respective company for the year ended March 31, 2021.*
2. *P/E ratio is calculated as closing share price (as of August 9, 2021 - BSE) divided by/Diluted EPS for year ended March 31, 2021.*
3. *Basic and Diluted EPS as reported in the annual report of the company for the year ended March 31, 2021.*
4. *Return on net worth (%) = Net profit/(loss) after tax attributable to equity shareholders divided total equity net of minority interest*
5. *Net asset value per share (in ₹) = Total equity net of minority interest divided by Total number of equity shares outstanding at the end of the year.*
6. *Total Equity has been computed as sum of paid-up share capital and other equity.*

^ Not applicable since EPS is negative

The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with '*Risk Factors*', '*Our Business*', '*Financial Information*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 21, 149, 206 and 287, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the '*Risk Factors*' beginning on page 21 and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO GO FASHION (INDIA) LIMITED ("THE COMPANY"), AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE TAX LAWS IN INDIA

Date: 12th August 2021

To

The Board of Directors
Go Fashion (India) Limited
Sathak Centre
5th Floor, New No. 4, Old No., 144/2,
Nungabakkam High Road
Chennai - 600034

Subject: Statement of Possible Special Tax Benefits available to the Company, and the shareholders of the company under the direct and indirect tax laws

Dear Sirs,

We Deloitte Haskins & Sells LLP, the statutory auditors of Go Fashion (India) Limited refer to the proposed initial public offering of equity shares of **Go Fashion (India) Ltd** ("the Company" and such offering the "Offer"). We enclose herewith the statement (the "Annexure") showing the current position of special tax benefits available to the Company and the shareholders of the Company as per the provisions of the Indian direct and indirect tax laws, including the Income Tax Act 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the "Taxation Laws"), including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws and the Foreign Trade Policy 2015-2020 (which has been extended now i.e., up to 30th September 2021 vide Notification no 48/2015-2020 dated 31 March 2021] and applicable to the assessment year 2022-23 relevant to the financial year 2021-22 for inclusion in the Draft Red Herring Prospectus ("DRHP") for the proposed initial public offering of shares of the Company, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations")

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws, including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the Offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

- The Company or its shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;

We hereby give our consent to include this report and the enclosed Annexure regarding the special tax benefits available to the Company, and the shareholders of the Company in the DRHP for the Offer, which the Company intends to submit to the Securities and Exchange Board of India and the stock exchanges (National Stock Exchange of India Limited and Bombay Stock Exchange Limited) where the equity shares of the Company are proposed to be listed, provided that the below statement of limitation is included in the DRHP.

LIMITATIONS

Our views expressed in the enclosed Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the Annexure is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed Offer relying on the Annexure.

This statement has been prepared solely in connection with the Offer under the ICDR Regulations.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
ICAI Firm Registration Number: 0117366W / W-100018

Partner: Chandraprakash Surana R
Membership No. 215526
UDIN: 21215526AAAAAT2281
City: Chennai

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO GO FASHION (INDIA) LIMITED ("THE COMPANY") AND THE COMPANY'S SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company, and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current tax /laws presently in force. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfill. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement. The statement below covers only relevant special direct and indirect tax law benefits and does not cover benefits under any other law.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, AND TO THE SHAREHOLDERS OF THE COMPANY

Under the Income Tax Act, 1961 (the Act)

I. Special tax benefits available to the Company

A. Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified deductions or set–off of losses, depreciation etc., and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set – off. The options needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. Further, if the conditions mentioned in section 115BAA are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years, and the other provisions of the Act shall apply as if the optionunder section 115BAA had not been exercised.

The company has represented to us that they have opted section 115BAA of the Actfor the Assessment Year 2020-21

B. Deductions from Gross Total Income

Deduction in respect of employment of new employees:

Subject to the fulfillment of prescribed conditions, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) 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 under section 80JJAA of the Act.

Deduction in respect of inter-corporate dividends – Section 80M of the Act

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April 2020 is liable to tax in the hands of the shareholder, other than dividend on which tax under section 115-O has been paid. The company is required to deduct Tax at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (ifany).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub- section (1) of section 139 of the Act.

II. Special direct tax benefits available to Shareholders

There are no special tax benefits available to the shareholders under the provisions of the Income-tax Act, 1961.

Notes:

1. The benefits in I and II above are as per the current tax law as amended by the Finance Act, 2021.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.

4. We understand that the Company has opted for concessional income tax rate under section 115BAA of the Act. Accordingly, surcharge shall be levied at the rate of 10% irrespective of the amount of total income.

5. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of tax payers.

6. We understand that the Company has opted for concessional tax rate under section 115BAA of the Act. Hence, it will not be allowed to claim any of the following deductions:

    - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
    - Deduction under clause (iia) of sub-section (1) of section 32 (Additionaldepreciation)

- Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
- Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub- section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
- Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
- Deduction under section 35CCD (Expenditure on skill development)
- Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA and section 80M;
- No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
- No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above

7. Further, it is also clarified in section 115JB(5A) that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

8. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

STATEMENT OF SPECIAL POSSIBLE INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, AND THE SHAREHOLDERS OF THE COMPANY

I. Special tax benefits available to the Company

- The company has export of goods. However, refund under zero rated supply is not applied since Input Tax Credit is fully utilized against domestic supplies liability.

- The company is importing materials from unrelated suppliers; however, they are not availing any Free Trade Agreement (FTA) benefits.

- Rebate of State & Central Taxes and Levies (RoSCTL) or Merchandise Exports from India Scheme (MEIS) is not applicable for the export supplies made by the company [Product HSN 56049000]

- On exports made by the company, duty drawback is availed by the company under the Customs Act,1962

II. Special tax benefits available to Shareholders

- There are no special tax benefits available to the shareholders under the provisions of the GST Act, 2017

Notes:

The above statement of possible indirect tax benefits sets out the provisions of law ina summary manner only and is not a complete analysis or listing of all potential tax consequences.

SECTION IV – ABOUT OUR COMPANY
INDUSTRY OVERVIEW

Unless otherwise indicated, the information in this section is obtained or extracted from the independent report titled "Women's Bottom Wear Apparel in India" dated August 10, 2021, prepared and released by Technopak Advisors Private Limited appointed by us on May 25, 2021, and exclusively commissioned, and paid for by our Company. Technopak Advisors Private Limited is not in any way related to our Company, our Directors or Promoters. This Technopak Report shall be part of the material documents available for inspection.

The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. Unless otherwise specified, all references to a particular year refers to the calendar year.

Overview of the Indian Economy

India GDP and GDP Growth

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

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

The country wise GDP of key countries is given in the table below:

Country Wise GDP (US$ trillion)

Country	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2025P	CAGR (2019-2025)
USA	15	15.5	16.2	16.8	17.5	18.2	18.7	19.5	20.5	21.4	22.1	0.6%
China	6.1	7.6	8.5	9.6	10.4	11	11.1	12.1	13.6	14.3	17.6	3.5%
Japan	5.7	6.2	6.2	5.2	4.9	4.4	4.9	4.9	5.0	5.1	4.9	-0.7%
Germany	3.4	3.7	3.5	3.7	3.9	3.4	3.5	3.7	3.9	3.8	3.8	0.0%
UK	2.5	2.6	2.7	2.8	3	2.9	2.7	2.6	2.8	2.8	2.8	0.0%
India*	0.9	1	1.2	1.4	1.7	1.7	1.9	2.3	2.4	2.7	4.1	7.0%
Brazil	2.2	2.6	2.5	2.5	2.5	1.8	1.8	2.1	1.9	1.8	2.0	1.8%
Russia	1.5	2.1	2.2	2.3	2.1	1.4	1.3	1.6	1.7	1.7	1.5	-2.1%

Country	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2025P	CAGR (2019-2025)
Indonesia	0.8	0.9	0.9	0.9	0.9	0.9	0.9	1.0	1.0	1.1	1.3	2.8%
Turkey	0.8	0.8	0.9	1.0	0.9	0.9	0.9	0.9	0.8	0.8	1.1	5.5%
Saudi Arabia	0.5	0.7	0.7	0.7	0.8	0.7	0.6	0.7	0.8	0.8	NA	NA
South Africa	0.4	0.4	0.4	0.4	0.4	0.3	0.3	0.3	0.4	0.4	0.4	0.0%

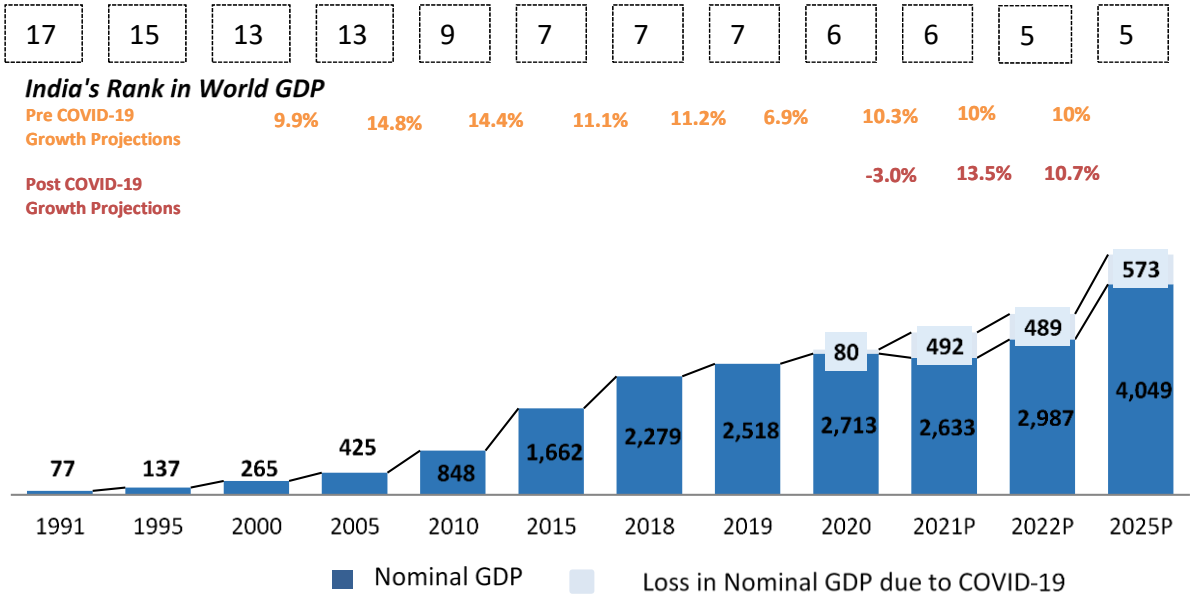
Source: India Data from RBI, Up to 2019 data from World Bank, Future growth rate from OECD Data, Technopak Analysis
1US$ = ₹ 75 (for 2019 India numbers)
** For India, 2019 means Fiscal 2020*

India's GDP Growth

Since Fiscal 2005, Indian economy's growth rate has been twice as that of the world economy and it is expected to sustain this growth momentum in the long term. In the wake of COVID-19, India's real GDP has contracted by 7.3%, while nominal GDP has contracted by approximately 3% in Fiscal 2021and is expected to bounce back and reach US$ 4 Tn by Fiscal 2025.

Several structural factors are likely to contribute to economic growth in the long run. These include favorable demographics, reducing dependency ratio, rapidly rising education levels, steady urbanization, growing young and working population, IT revolution, increasing penetration of mobile and internet infrastructure, increasing aspirations and affordability etc.

India's Nominal GDP in Fiscal (US$ billion)



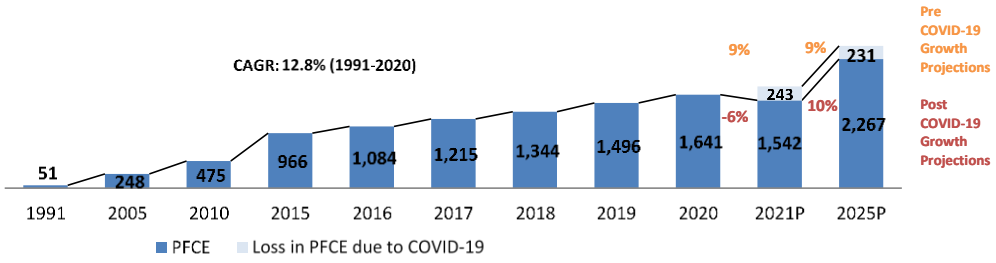
1 US$=₹ 75
White boxes at the top refer to India's GDP rank on a global basis
**2012- GDP Spike in Real growth rate due to change of base from 2004-05 to 2011-12. Hence excluded from decadal growth rate as well*

Domestic Consumption

High share of domestic consumption in Private Final Consumption Expenditure (PFCE)

India's share of domestic consumption, measured as private final consumption expenditure, in its GDP was approximately 60.5% in Fiscal 2020. This private consumption expenditure includes final consumption expenditures of households and non-profit institutions serving households, and comprises both goods (food, lifestyle, home, pharmacy etc.) and services (food services, education, healthcare etc.). High share of private consumption to GDP has the advantage of insulating India from volatility in the global economy. It also implies that sustainable economic growth directly translates into sustained consumer demand for goods and services. India's domestic consumption has grown at a CAGR of 11.1% between Fiscal 2014 and Fiscal 2019, compared to 4.3% and 8.2% in the United States and China, respectively.

India's Private Final Consumption Expenditure (In US$ billion)

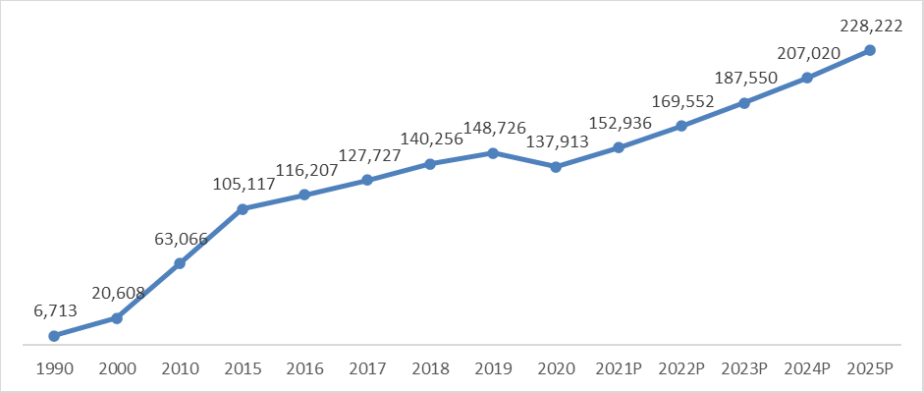


Source: Technopak Analysis, RBI Data; Year indicates Financial Year

The annual growth rate for Fiscal 1991-2005 was approximately 12% and this increased to approximately 14% for Fiscal 2020. While in the short term, consumption will suffer a setback, it is expected to reach to approximately US$ 2.27 Tn by Fiscal 2025.

Per Capita Income Growth

India's GDP Per Capita (₹) (Current Prices)



Source: IMF projections
Note: Year indicates CY; Numbers for 2021-2025 are Provisional

The per capita income of India has been showing an increasing trend since 2012; growing at a healthy CAGR of approximately 10%, the per capita income reached ₹1,48,726 in 2019. Given the impact of COVID-19, it is projected to decrease to ₹1,37,913 in 2020. However, it is expected to bounce back to ₹1,52,936 in the subsequent year and continue its growth journey at a CAGR of 10.5%.

Growth Drivers

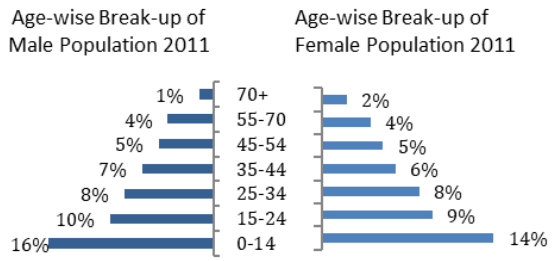
Demographic Profile of India

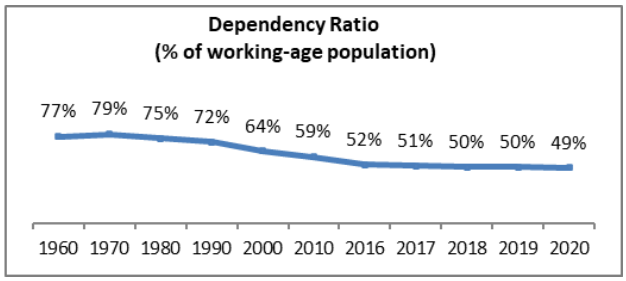
Young population

India has one of the youngest populations globally compared to other leading economies. The total population of India is 1394 million for Fiscal 2021. The median age in India is estimated to be 28.1 years in 2021 as compared to 38.1 years and 37.4 years in the United States and China, respectively, and is expected to remain under 30 years until 2030.

The size of India's young population is contributing to a decline in the dependence ratio (the ratio of dependent population size compared to the working-age population size (15 to 64 years of age). This trend is expected to lead to rising income levels per household as well as higher levels of discretionary expenditure.

Age Dependency Ratio





Source: Census of India 2011, World Bank, MOSPI
Note: Years mentioned are Financial Year; Age wise break up of population not adding up to 100% due to rounding off

Women Workforce

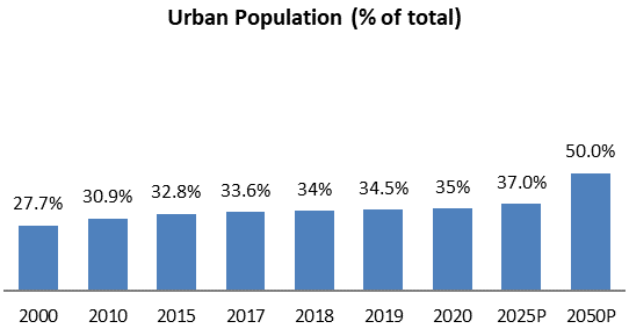
Numerous factors, including better health care and greater media focus are allowing women in India, in both urban and rural areas, to exercise greater influence on their families and society as a whole. The most important factor, however, is educational opportunity. Between 2005 and 2015, enrolment of girls in secondary education increased from 45.3% to 81% and in Fiscal 2019 was higher than enrolment of boys. Higher education has also seen an increase in women enrolment, with almost 20% of women pursuing higher education studies compared to 22% of men.

These changes are expected to have a broad impact on societal factors, including workforce demographics and economic independence for women. The share of women workforce in the services sector has increased from 17.5% in 2010 to 28% in 2019. The overall share of working women increased from approximately 14% in 2000 to approximately 17.5% in 2010 and to approximately 27% in 2018.

Urbanization

India has the second largest urban population in the world in absolute terms at 472 million in Fiscal 2019, second only to China. However, only 34.5% of India's population is classified as urban compared to a global average of 54%. It is the pace of India's urbanization that is a key trend to note for implication on India's economic growth. Currently urban population contributes 63% of India's GDP. Going forward, it is estimated that 37% (541 million) of India's population will be living in urban centers by Fiscal 2025. Urban population is expected to contribute 75% of India's GDP in Fiscal 2030. This is expected to continue with approximately 50% of India's population expected to be living in urban centers by 2050 and contributing approximately 80% of India's GDP.

Increasing Urbanization



Source: World Bank, Technopak Analysis

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

Growing Middle Class

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

Increase in number of households with annual earnings of US$ 10,000 to US$ 50,000 has been leading to an increase in discretionary spending on food and beverages, apparel and accessories, luxury products, consumer durables and across other discretionary categories. The consumption pattern also has moved towards higher spend on branded, high quality food products, ready to eat / on the go categories etc.

Household Annual Earning Details

Year	Total House Holds (in million)	HHs with Annual earning US$ 5,000 - 10,000 (million)	*% of total HHs*	HHs with Annual earning US$ 10,000 –50,000 (million)	*% share of total HHs*
2009	236	36	*15.2%*	11	*4.7%*
2012	254	60	*23.8%*	22	*8.7%*
2014	267	71	*26.5%*	27	*10.2%*
2015	274	85	*30.9%*	36	*13.2%*
2018	295	121	*41.2%*	86	*29.3%*
2020*	310	132	*42.5%*	95	*30.6%*

*Source: EIU, *Technopak Estimates*

Nuclearisation

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

Reforms: Critical to create Demand Stimulus

Structural reforms are critical to harness dividends of positive demographics and urbanization and there are risks if they fail to do so. In the last 10 years, Government has pushed towards infrastructure investments in roads, railways, defense and power; public-private partnerships; smart cities; skill development; widening of domestic manufacturing base and taxation needs to yield jobs for India's working population. Many of these interventions continue to be work

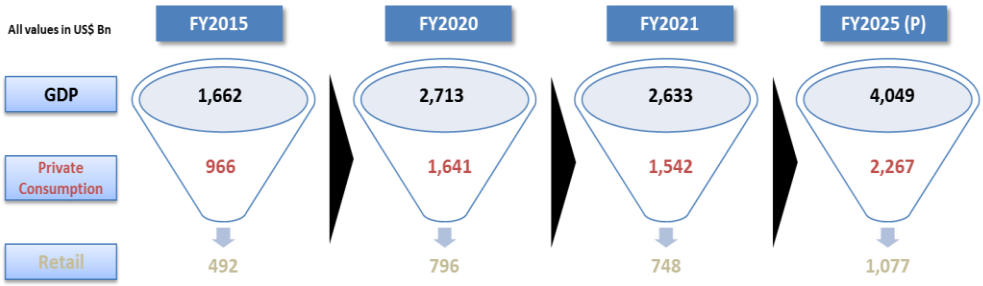
in progress and outcome on these initiatives will deliver the advantages of urbanization and India's demographic dividend towards sustained growth of private consumption and its positive impact on discretionary purchases.

Apparel Retail in India

Retail Market in India

Retail Market in India was valued at US$ 796 billion (₹ 5,970,000 crores) in Fiscal 2020 and is expected to grow at a CAGR of 6.23% to reach US$ 1,077 billion (₹ 8,077,500 crores) by Fiscal 2025.

India's consumption funnel (in US$ billion)



1US$ = ₹ 75

Retail Size – Overall and across Key Categories

In Fiscal 2020, India's retail basket was approximately 48.5% of its private consumption and it is expected to maintain roughly this share in private consumption for the next five years. The food and grocery ("F&G") segment forms the major share of India's merchandise retail expenditure (approximately 66%), it has jumped to approximately 73% amid the disruptions caused by COVID-19 in Fiscal 2021. While other sectors in retail have contracted by 25% to 30% during Fiscal 21 due to the impact of COVID-19, need based categories like food and grocery and pharma retail have witnessed growth.

Share of various categories in overall Indian Retail Basket (in US$ billion)

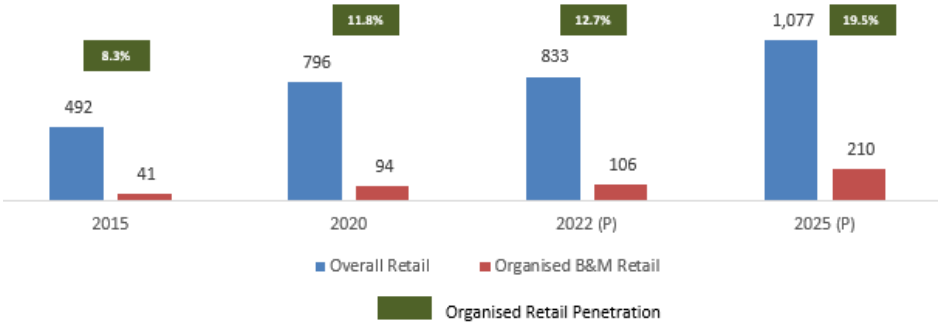
Type of Categories	Categories	2020	2021 (P)	2025 (P)	CAGR (Fiscal 21 - Fiscal 25)
	Total Retail (US$ bn)	**796**	**748**	**1077**	**9.5%**
Need based	Food and Grocery	66.2%	73.2%	63.3%	5.6%
Primary Non-Food	**Apparel and Accessories***	**7.9%**	**5.7%**	**9.0%**	**22.4%**
	Jewellery and Watches	7.9%	6.0%	8.7%	20.2%
	Consumer Electronics	6.4%	5.7%	7.1%	15.9%
Other Non-Food	Home and Living	4.3%	3.0%	4.4%	19.8%
	Pharmacy and Wellness	2.9%	3.2%	3.3%	10.0%
	Footwear	1.2%	0.8%	1.1%	18.5%
	Others	3.2%	2.2%	3.1%	18.8%
	Total	**100%**	**100%**	**100%**	**9.5%**

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

Apparel and Accessories, Jewelry and Watches and Consumer Electronics are the other three key categories which accounted 7.9%, 7.9% and 6.4% of retail respectively in 2020. The share of Apparel and Accessories is expected to grow to 9% in Fiscal 2025, growing at a CAGR of 8.8% from Fiscal 2020 to Fiscal 2025. It is the fastest growing category after Pharmacy and Wellness which is growing at CAGR of 9.4%.

While organized retail, primarily brick and mortar, has been in India for 2 decades now, its contribution to total retail was low at 11.8% (US$ 94 billion) in Fiscal 2020. The organized retail penetration is expected to increase to approximately 20% by Fiscal 2025.

Overall Retail Market (US$ billion)



Source: Technopak analysis

Share of Organized Retail in various Retail Categories

	Fiscal 2020				Fiscal 2025 (P)				Key Retailers
	Share of Retail	Retail Size (US$ billion)	% of Organized Retail	Organized Market Size (US$ billion)	Share of Retail	Retail Size (US$ billion)	% of Organized Retail	Organized Market Size (US$ billion)	
Food and Grocery	66.1%	526.4	4.5%	23.7	63.3%	681.7	9.0%	61.4	Big Bazaar, DMart, Reliance Fresh
Jewellery and Watches	7.9%	62.7	32.0%	20.1	8.7%	94.2	40.0%	37.7	Tanishq, Kalyan
Apparel and Accessories*	7.9%	62.8	32.0%	20.1	9.0%	96.5	45.0%	43.4	Central, Shoppers Stop, Lifestyle, Westside, Zara, UCB, Titan
Footwear	1.2%	9.5	30.0%	1.5	1.1%	12.2	35.0%	4.3	Bata India, Metro Shoes, Khadims
Pharmacy and Wellness	2.9%	23.1	10.0%	2.3	3.3%	35.5	20.0%	7.1	Apollo, MedPlus
Consumer Electronics	6.4%	51.2	32.0%	16.4	7.1%	76.7	45.0%	34.5	Vijay Sales, Croma, Reliance Digital
Home and Living	4.3%	34.2	15.0%	5.1	4.4%	47.0	30.0%	14.1	Home Centre, Home Stop
Others	3.2%	25.2	14.0%	3.5	3.1%	33.3	22.0%	7.1	
Total	**100%**	**796**	**11.8%**	**94**	**100%**	**1077**	**19.5%**	**209.8**	

**Accessories include Bags, Belts, and Wallets,*
Others include Books and Stationery, Toys, Eyewear, Sports Goods, Alcoholic Beverages and Tobacco etc.
Source: Technopak Analysis1US$ = ₹ 75

Share of Brick and Mortar and E-commerce across Categories

	Fiscal 2020					Fiscal 2025 (P)				
	Share of Retail	Retail Size (US$ billion)	Share of traditional retail	Share of B&M Retail	Share of E-commerce	Share of Retail	Retail Size (US$ billion)	Share of traditional retail	Share of B&M Retail	Share of E-Commerce
Food and Grocery	66.1%	526	95.5%	4.0%	0.5%	63.3%	682	91%	5%	4%
Jewellery and Watches	7.9%	63	68%	28%	4%	8.7%	94	60%	33%	7%
Apparel and Accessories*	7.9%	63	68%	14.5%	18%	9.0%	96	55%	23%	22%
Footwear	1.2%	10	70%	14.2%	15.8%	1.1%	12	65%	10%	25%
Pharmacy and Wellness	2.9%	23	90%	7.8%	2.2%	3.3%	36	80%	11%	8%
Consumer Electronics	6.4%	51	68%	4.7%	27.3%	7.1%	77	55%	9%	36%
Home and Living	4.3%	34	85%	7.7%	7.3%	4.4%	47	70%	11%	19%
Others	3.2%	25	86%	5.3%	8.7%	3.1%	33	78%	10%	11%
Total	**100%**	**796**				**100%**	**1077**			

**Accessories include Bags, Belts, and Wallets*
Source: Technopak Analysis
1US$ = ₹ 75

Indian Apparel Retail Market

Indian Apparel Market Size vis-a-vis Global Economies

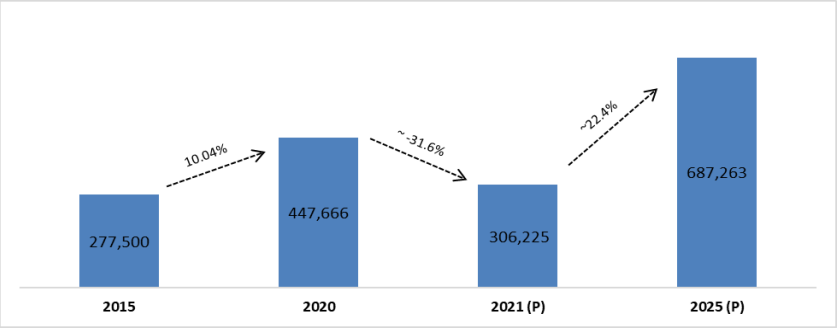
While China and USA are the largest markets, India stands as the third largest apparel market in the world sharing its position with Japan and Germany in terms of value. However, India's unit consumption is estimated to be more than 4 times when compared with Japan and Germany, indicating that the Indian market is dominated by value fashion.

India Apparel Market Size and Level of Organization

Apparel market size in Fiscal 2020 was ₹ 447,666 crores (US$ 59.69 billion) and expected to grow at a CAGR of approximately 8.95% between Fiscal 2020 and Fiscal 2025 to reach ₹ 687,263 crores (US$ 91.64 billion) by Fiscal 2025 on the back of factors like higher brand consciousness, increasing digitization, greater purchasing power and increasing urbanization. While the apparel market has degrown by approximately 32% to reach a value of ₹ 3,06,225 (US$ 40.83 billion) in Fiscal 2021 due to negative impact of COVID-19 pandemic, the market is expected to recover at a higher pace of 22.4% between Fiscal 2022 and Fiscal 2025.

While the CAGR of total apparel market between Fiscal 2020 and Fiscal 2025 is expected to be approximately 8.95%, the branded apparel and organized apparel retail are expected to grow at CAGR of approximately 10% and approximately 11% respectively in the same period. In other words, growth of both branded apparel share and organized apparel retail share in apparel category will outpace the overall category growth. COVID-19 gave impetus to the growth of e-commerce which is expected to become a significant growth driver for the organised market.

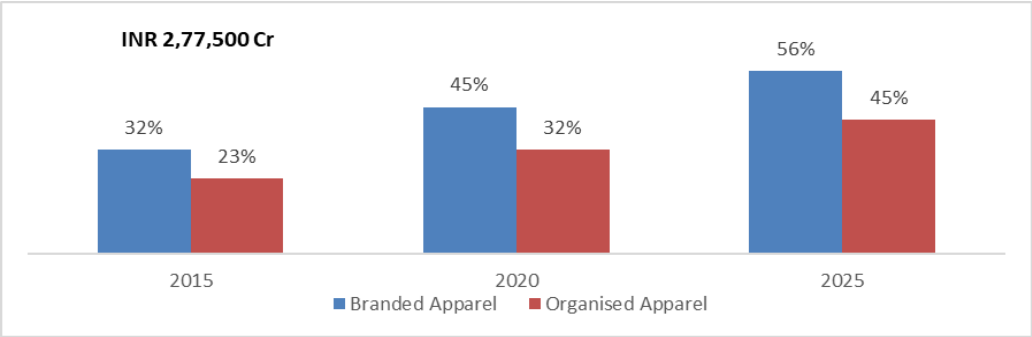
Apparel Market Size in India (in ₹ crores)



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

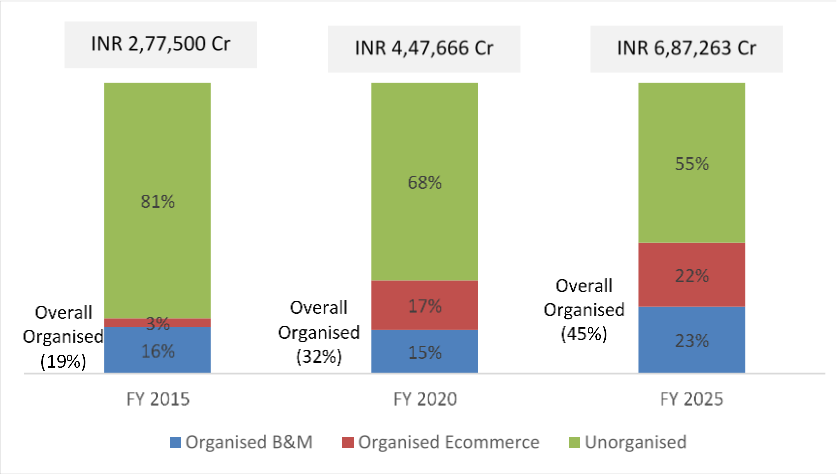
The total organised apparel retail market in Fiscal 2020 was ₹ 143,429 crores (US$ 19.1 billion) which is expected to grow to ₹ 309,044 crores (US$ 40.9 billion) in Fiscal 2025 at a CAGR of 16.4%. The share of organised retail which was 32% (14.5% B&M+18% Ecommerce) in 2020 is expected to increase to 45% (23% B&M+22% Ecommerce) in 2025.

Share of Branded Apparel and Organized Apparel Retail as a percentage of Apparel Market



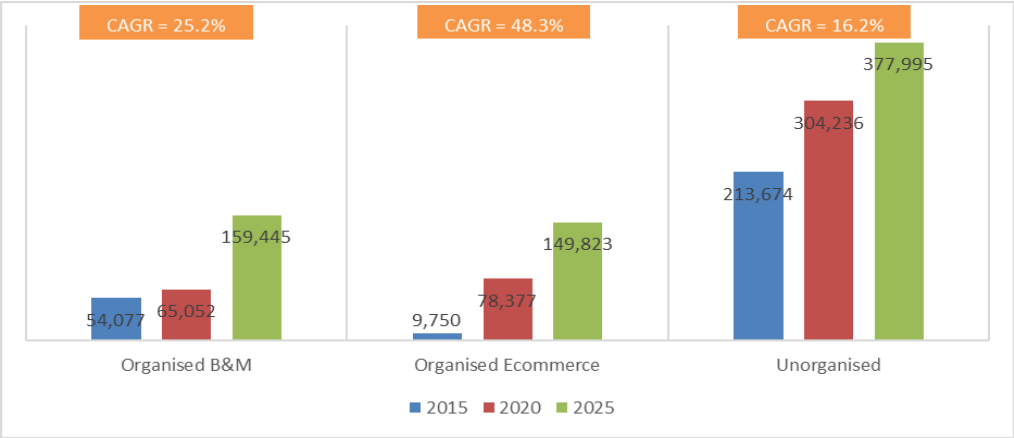
Source: Technopak Analysis
Branded apparel signifies registered trademarks that are regularly patronized by customers and that are sold through both organized retail and trade channels. Organized retail signifies formal retail channels of Exclusive Brand Outlets (EBOs), Large Format Stores (LFS), E-commerce etc. Apparel retailed through these organized retail points of sales is necessarily branded. Therefore, organized share is less than the share of Branded apparel in total share.

Share of Organised Vs Unorganised in Apparel Industry



Source: Technopak Analysis

Channel Growth for Overall Apparel Market

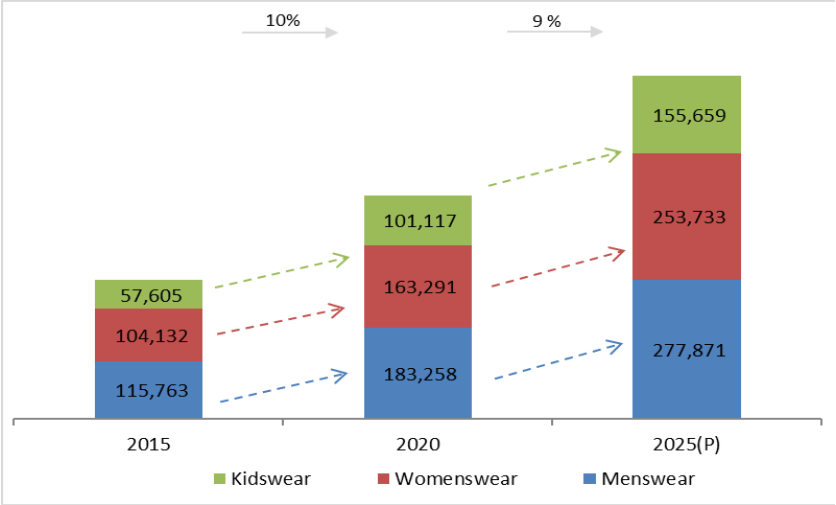


Source: Technopak Analysis
Values in US$ billion

Product Segmentation

Men's apparel constituted approximately 41% and Women's apparel share was estimated to be approximately 36% of the total apparel market in Fiscal 2020. The balance approximately 23% is contributed by kids' apparel.

Growth Projections of Indian Apparel Market by Gender



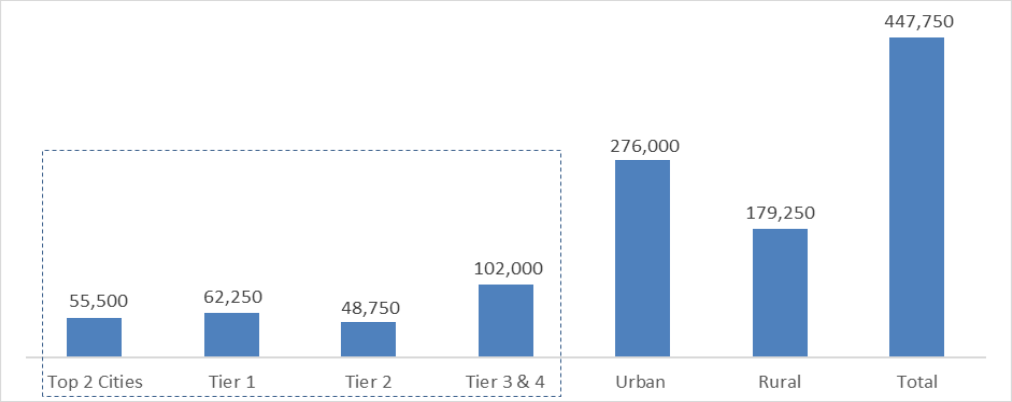
Source: Technopak Analysis

The women's wear market is projected to grow due to a) an increase in the number of working women, b) a shift towards aspiration rather than need based buying c) design innovation, and (d) a culture of mix and match in women apparel whereby bottom and top wear are mixed and matched interchangeably across ethnic, western, fusion categories.

Apparel Market Segmentation across City Types

The urban apparel market had a share of 60% of the total market compared with a share of 40% contributed by the rural India in Fiscal 2020. Almost 21% of the urban apparel demand can be attributed to Delhi NCR and Mumbai making these cities the largest consumers of apparel in India. However, a distributive growth across the country is resulting in growth of demand from Tier II, III and IV cities which together account for 34% of the demand.

Apparel Market Segmentation across City Types – Fiscal 2020 (in ₹ crores)



Source: Technopak Analysis
Tier I Cities: All State Capitals and Metros (Delhi-NCR included)
Tier II Cities: Cities with Census Population >10 lacs and not Tier I.
Tier III Cities: Towns with Census Population >2 lacs or Towns with Census Population between 1 and 2 lacs and District HQ
Tier IV Cities: Towns with Census Population between 1 and 2 lacs and Not District HQ or Towns with Census Population <1 lacs

Online/E-tailing Opportunity

E-tail in India has witnessed a rapid growth trajectory and is expected to reach 9.9% (₹ 780,000 crores) of total retail by Fiscal 2025 from its share of 4.6% in Fiscal 2020 (₹ 277,500 crores), expected to grow at rate of 23%. Between 2015 and 2020, the e-commerce sales have grown at CAGR of 44%. In 2012, the e-tail pie was ₹ 4,500 crores (US$ approximately 0.6 billion) and that was limited to key categories of Electronics, Books, Stationery, and Music which catered to nearly 50% of the pie.

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

Increase in penetration of smart phone and low-cost internet data has led to a boost in Online retailing. Option of payment across various methods whether card, cash, wallets, and e-commerce transaction security has led to a faith in these payment systems. The option of easy returns at e-commerce portals has led to trial of products and services. As the disposable income is increasing, and with increase in women employment, time has become of essence which has also led to the growth of ecommerce. COVID-19, eventually increased the pace at which these changes were happening and made companies and consumers alike to adapt to the online medium.

E-tail penetration of Key Categories (Size in US$ billion)

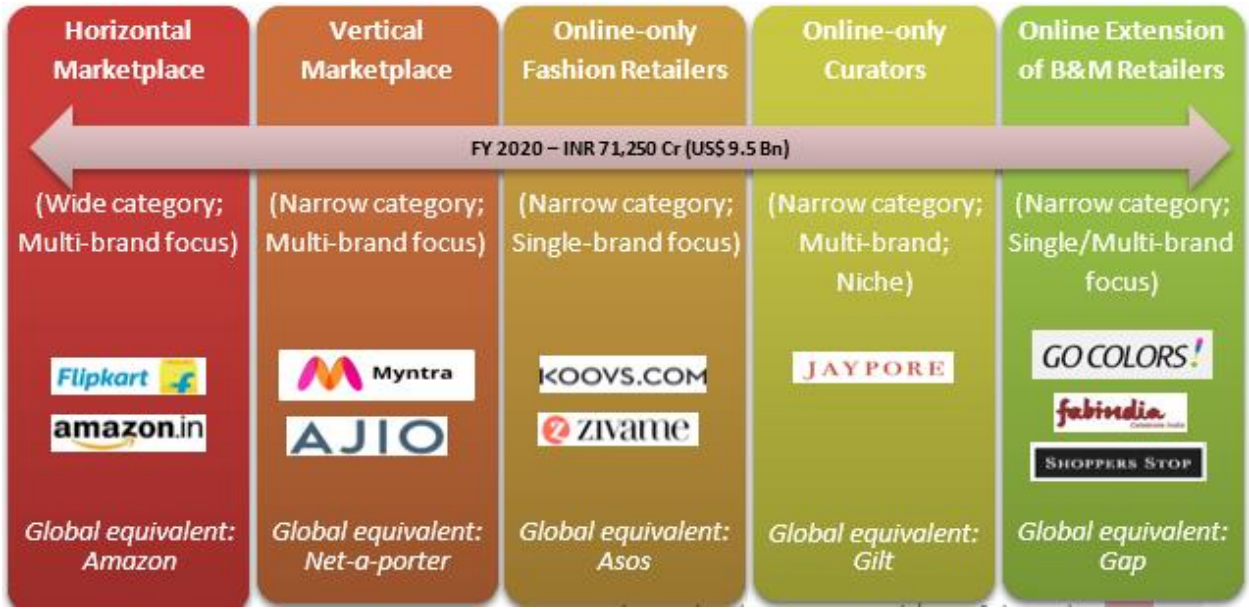
	Fiscal 2015			Fiscal 2020			Fiscal 2025 (P)		
	Retail Size (US$ Billion)	E-commerce (US$ Billion)	Share	Retail Size (US$ Billion)	E-commerce (US$ Billion)	Share	Retail Size (US$ Billion)	E-commerce (US$ Billion)	Share
Food and Grocery	330	<0.1	<1%	526	2.75	0.5%	682	28	4%
Jewellery & Watches	38	0.8	2.0%	63	2.5	4%	94	7	7%
Apparel & Accessories*	39	1.4	3.5%	63	11.0	18%	96	21	22%
Footwear	6	0.2	3.5%	10	1.5	16%	12	3	25%
Pharmacy & Wellness	14	<0.1	<1%	23	0.5	2%	36	3	8%
Consumer Electronics	29	2.7	9.5%	51	14.0	27%	77	28	36%
Home & Living	22	0.3	1.4%	34	2.5	7%	47	9	19%
Others	15	0.1	0.6%	25	2.2	9%	33	4	11%
Total	**492**	**5.7**	**1.2%**	**796**	**37**	**4.6%**	**1077**	**103**	**9.6%**

Source: Secondary research, Industry reports, Technopak Analysis; 1 US$= ₹ 75

Apparel E-tailing

The share of E-tail in apparel and accessories in overall retail share was 3.5% in Fiscal 2015. It is estimated that in Fiscal 2020, E-tail's share in Apparel and Accessories was over 17.5% and the share is expected to reach to approximately 22% by Fiscal 2025.

Broad types of Apparel E-tailers (2020)



Source: Secondary Research, Technopak Analysis

Lifestyle E-tailers fall into 5 key types based on merchandize offering and business models:

1. ***Horizontal Marketplace:*** Having a wide spectrum of offering and multi-brand offering.

2. ***Vertical Marketplace:*** They have a relatively narrower category focus, e.g., apparel and lifestyle and offer multiple brands within their segments.

3. ***Online-only Fashion Retailers:*** They offer lesser categories, but along with multi-brand offering they also have a focus on private brands.

4. ***Online-only Curators:*** They are ethnic only focused players. While they have a sizeable category offering in the form of apparel and lifestyle, their products are principally based around ethnic taste.

5. ***Online Extensions of B&M Retailers:*** Many B&M centric players have forayed into E-tailing. This trend is observed with multi-format retailers like Future Retail, Future Lifestyle Fashions, Shoppers Stop as well as apparel and lifestyle brands like W, Go Colors, BIBA, Fabindia etc.

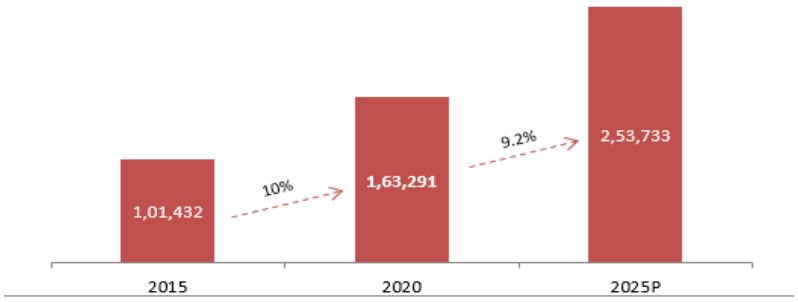
Brands and retailers are bringing agility to their channels of sale in the wake of growing penetration of internet and thereby e-commerce. Not only are the retailers developing their own transactional websites and placing their products in the marketplace e-commerce platforms but also, they are making the experience seamless by letting the consumers use more than one channel for a transaction. For example, buying a garment in a physical store and asking for a return online.

Women's Apparel Industry

Women's Apparel Market in India

Women's apparel market is estimated to be approximately 36% of the total apparel market of ₹ 447,666 crores (US$ 59.7 billion), at ₹ 163,291 crores (approximately US$ 21.8 billion).

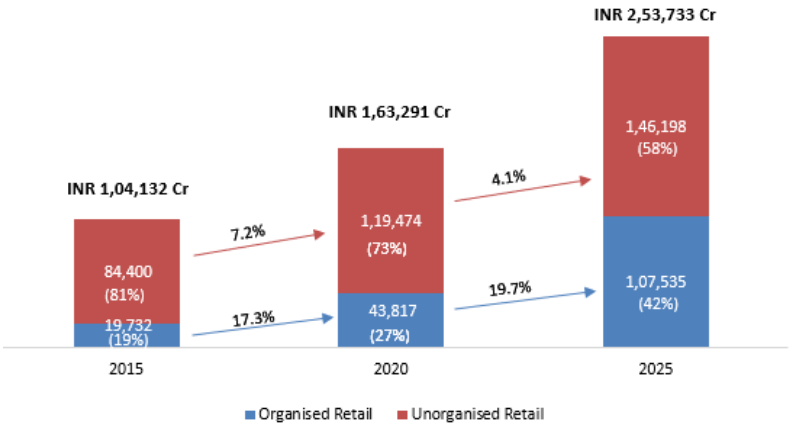
Growth Projections of Women's Apparel Market (in ₹ crores)



Source: Technopak Analysis

The women's apparel market is expected to grow from ₹ 163,291 crores (US$ 21. billion) in Fiscal 2020 to ₹ 253,733 crores (US$ 33.8 billion) by Fiscal 2025. This market is projected to grow due to a) an increase in the number of working women, b) a shift towards aspiration rather than need based buying c) design innovation d) shift from purchasing sets to buying separates for mix and match of clothing.

Share of Organised and Unorganised Retail as a percentage of Women's Apparel Market (in ₹ crores)



Source: Technopak Analysis

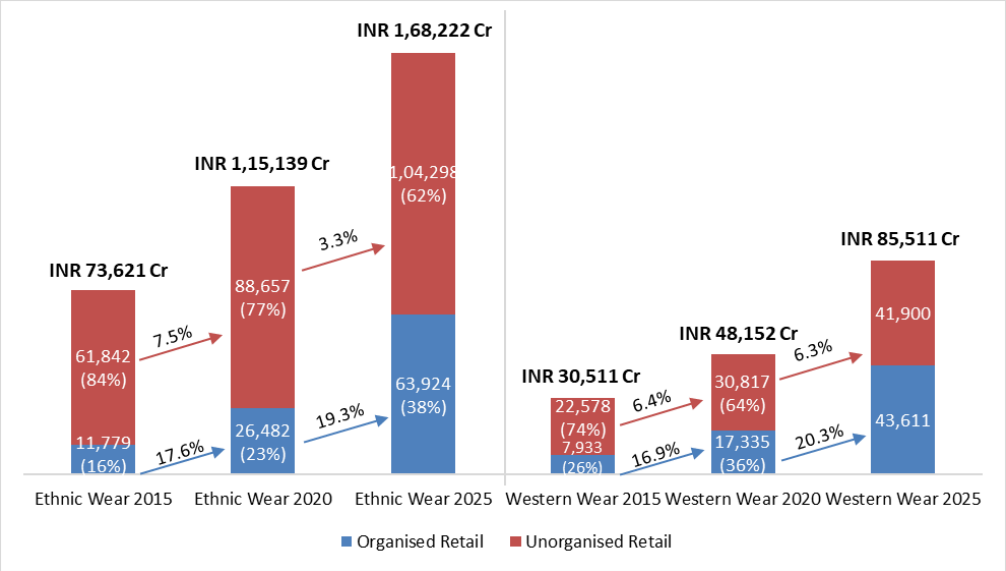
The share of organised retail in women's apparel which was 19% in Fiscal 2015 had increased to 27% in Fiscal 2020 and is expected to reach 42% by Fiscal2025. Increase in organised retail is expected to benefit consumers due to increased trust in safety and pricing as consumers are seeking higher value in terms of quality and overall shopping experience.

Channel wise Segmentation of Women's Apparel Market

Women's apparel market in India was ₹ 163,291 crores (US$ 21.8 billion) in Fiscal 2020. Women's' Ethnic wear accounted for approximately 71% or ₹ 115,139 crores (US$ 15.3 billion) (Fiscal 2020) and the balance 29% of the market was made up of western wear accounting for ₹ 48,152 crores (US$ 6.4 billion). The high share of Indian wear in the total apparel is a unique feature of apparel market in India. In any other major apparel markets (China, Japan, Southeast Asia etc.) nearly the entire apparel category is made up of western wear product groups. Therefore, Indian fashion here should be interpreted as the influence of Indian ethos on apparel's cut, shape, silhouette and nature of raw material used (not restricted to power loom but also extends to handlooms fabrics). In this context, the Indian women apparel industry's categorization into ethnic wear and western wear is significant given the ethnic wear's size in it and its unique existence compared to other major markets. The broad categorization of ethnic and western comprise many sub-categories. The women ethnic wear category can broadly be classified into sarees, salwar kameez/ethnic wear and may also contain fusion wear, which is a mix of western as well as Indian wear. The women

western wear category broadly contains shirts, tops, t-shirts, denims, active wear, sleep wear, trousers, skirts, innerwear, winterwear and others.

Segmentation based on the level of Organized Retail for Women Ethnic and Women Western wear (in ₹ crores)



Source: Technopak Analysis

Apparel retailing comprises of the following channel segments:

Distribution led brands are standalone brands that are sold through a retailing structure comparing wholesalers and retailers. These brands are sold across modern retail and traditional retail with a skew towards traditional retail and with the sales now starting to move towards E-commerce platforms too. They cater to the fragmented and dispersed nature of the demand. Traditional retailers rely on distribution led brands to complete their product offerings. These brands primarily service price sensitive demand, core apparel need and cyclical and dispersed demand. These brands' proposition includes core fashion play, value sensitivity, cyclical demand and take leverage of the established fashion trends and are therefore trend followers.

Retail led apparel brands are signified by players that are present through their own exclusive brand outlets as the principal retail channel (more than 50% of the sales from the channel) supported by small but growing E-commerce and shop in shop in large format stores. Bottom-wear retail brand like Go Colors, Ethnic fashion retail brands like Biba and W, athleisure retail brand like Decathalon, Innerwear retail brand like Jockey, Fast Fashion brands like H&M and Basics like Marks & Spencer are all examples of retail led brands that have witnessed growth in the last decade and today represent leadership positions in their respective categories. Indian market has shown high appreciation for these models across price points.

Their integrated approach to retailing (product development to selling) has allowed them to exploit synergies and to take leading position in their respective categories on product differentiation. **EBOs** allow them to create a physical connect with the customer and create brand stickiness. Therefore, these outlets are not only sales mediums but also an effective brand building tool. This form of apparel retail today is signified by leaders across all segments of Apparel retail who have built strong entry barriers in the form of product differentiation, brand recall, retail presence and sourcing capabilities. While they will improvise to the changing business environment that demands multi-channel outlook and digital enablement, these players as category leaders will continue to signify Apparel retailing in India involving own retailing approach through EBOs as the mainstay of their sales volume.

Large Format Stores or LFS are signified by 3000 to 7000 sq ft. stores that offer their products across multiple apparel and lifestyle categories. Their offer mix comprises in-house brands called private labels and other brands. Reliance Trends, Lifestyle Max, Pantaloons, are leading LFS lead players in the country with their brick store presence

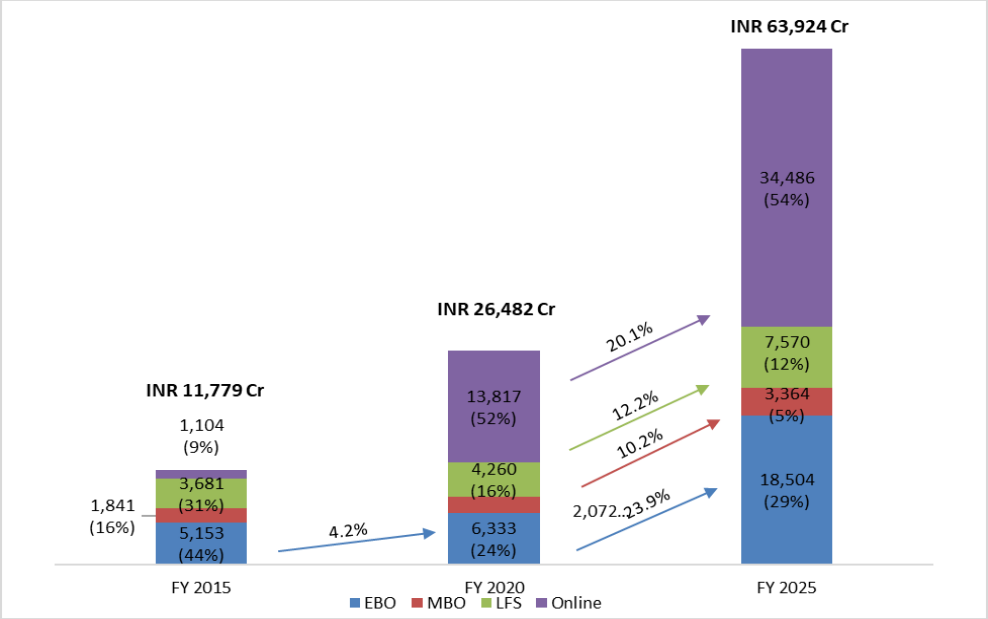
across Metros, Tier I and Tier II cities. Their range comprises of both Private Labels and other brands, while retailers like Fashion by Big Bazaar, Max & Westside house only Private labels. Value Retailers like V-mart and Vishal Mega Mart signify these stores in tier II, tier III and beyond towns. While all have started their online activation specially Post COVID-19, their in-store stores sales will continue to be mainstay of their business strategy. Their positioning in mid-price (for players like Reliance Trends, Lifestyle Max) and value price (V-mart, Vishal) is primarily delivered through a product mix that comprise core and fashion offerings. These players are fashion followers source fashion led apparel and lifestyle products on prevalent trends in the market.

Online destinations that comprise **Marketplaces** (Amazon, Snapdeal), fashion focussed destinations (Myntra, Tata Cliq) and vertical specialists (Zivame and online stores of brick retailers like Marks & Spencer's) encompass apparel offerings across all its sub-segments and propositions (ethnic, western; formals, casuals, comfort; men, women, kids; mass, mid-price and premium). Market places like Amazon are primarily focussed on range and value and that defines their core proposition. Myntra (the largest in the online fashion space) offers multiple propositions. It is a preferred destination for online listing of brands (Retail led or distribution led) and it also offers its own private labels on the lines of LFS stores. **Vertical specialists** take a category stance and Zivame in the inner wear is an appropriate representation for the same. While the online focussed players in apparel fashion have witnessed disruptive growth since 2021, their growth has also enabled the overall formalisation of the Apparel Fashion Retail. Contrary to the belief of direct competition between brick and online in apparel fashion, brick fashion retail in the organised space primarily driven by the expansion of both EBO led and LFS led stores has also grown in the same period. Post-COVID-19 also, this complimentary growth trajectory is expected to continue. Though the pace of digital transformation will increase with both brick and online to be viewed as complimentary channels for growth.

Channel wise segmentation of Women's Ethnic Wear Market

23% of the retailing of Women Ethnic fashion is done through organized retail channels and that comprises Exclusive Brand Outlets (EBOs), Large format stores (LFS), Multi brand Outlets (MBOs) and E-commerce. 77% of women's ethnic wear sells through the unorganized channel. The share of unorganized channel is high, especially in women wear. However, the share is expected to reduce to 62% by Fiscal 2025 enabled by many sellers and manufacturers seeking online route to selling via. marketplaces and own digital activations.

Split of Women's Ethnic Market across Organised Formats- Fiscal 2015, 2020 and 2025 (in ₹ crores)



Source: Secondary Research, Technopak Analysis
Online signifies digitally enabled including own website of brands and retailers, marketplaces, vertical specialists etc.

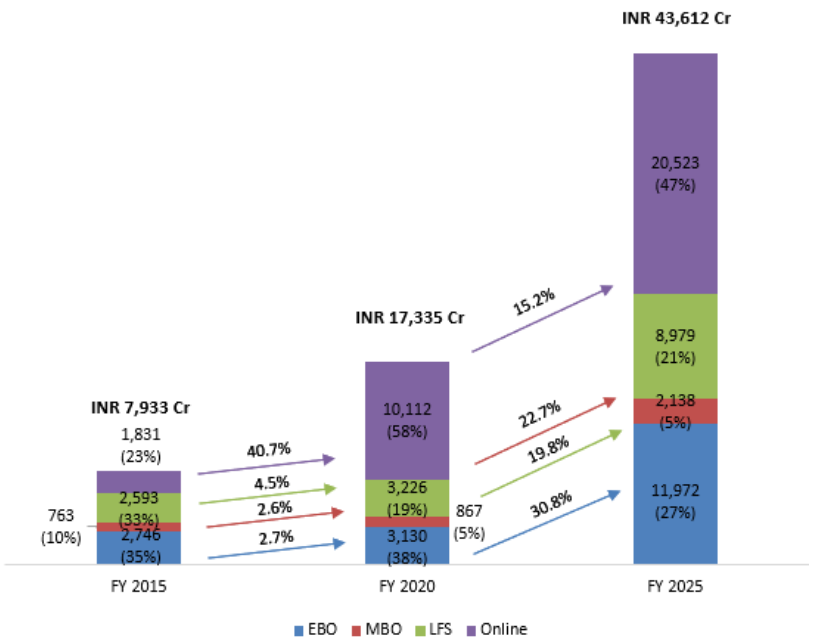
Within the ethnic organized retailing, in Fiscal 2015, the share of EBO was the highest at 44% followed by LFS at 31%, MBO at 16% and online sales only accounted for 9% of ethnic apparel retail. However, the share of online retailing has drastically increased from 9% to reach 52% in Fiscal 2020, owing to digitalisation as well as COVID-19 imposed lockdowns and restrictions. Online channel represented more than half of organized Women's Ethnic Fashion sold in India in Fiscal 2020 and will continue to do so in Fiscal 2025, its activation currently comprises marketplaces, vertical specialists online store, EBO led retail brand selling through digital route. EBOs are the bellwether of Women's Ethnic Apparel Retail in India and contributed 24% of the total retail in Fiscal 2020 and this is expected to grow to 29% in Fiscal 25. This share represents their sales through brick route. Their sales through digital route in Fiscal 2020 averaged approximately 12% of the total sales and that formed 52% of online sales share in total organised retail in Fiscal 2020. This overall share was of digital in EBO lead brands expected to average around 21%. The EBOs' focus on digital activation is expected to be a growth enabler of online share's share to increase from the 52% in Fiscal 2020 to 54% in Fiscal 2025.

The LFS format has also emerged as a leading retail destination for Women's Ethnic Fashion across India and has created a unique proposition for both EBO lead brands. LFS formats comprise private labels of the stores that contribute nearly 50% to 60% of their offering and the balance approximately 40% to 50% of their offering is made up of EBO led brands placed within the LFS. For EBO lead brands, 'Large Format Stores (LFSs)' are a capital efficient model to expand footprint nationally as they offer the advantage of capital efficiency and brand building opportunity and are expected to be important growth drivers in the organized apparel retailing segment. Therefore, LFS format plays both the role of a growing complimentary channel to retail led brands and of a competition to retail led brands through its private label offering.

Channel wise segmentation of Women's Western Wear Market

36% of the retailing of Women's Western fashion is done through organized retail channels and that comprises Exclusive Brand Outlets (EBOs), Large format stores (LFS), Multi brand Outlets (MBOs) and E-commerce, which is expected to increase to reach a share of 51% by 2025. And the share of unorganized retail is expected to decline from 64% in Fiscal 2020 to 49% in Fiscal 2025 implying that the share of western apparel sold by traditional retailers will decrease substantially.

Women's wear Western Market across Organised Formats- Fiscal 2015, 2020, and 2025 (in ₹ crores)



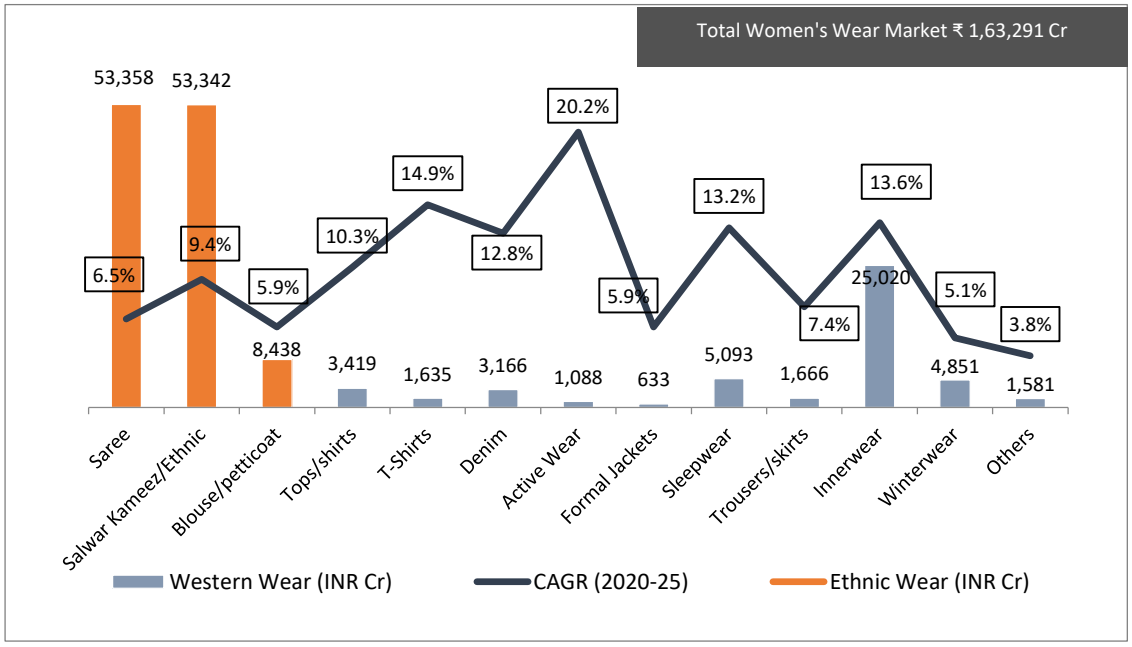
Source: Secondary Research, Technopak Analysis

The share of ecommerce has been higher in the sale of western wear as compared to that of ethnic wear since Fiscal 2015. In Fiscal 2015, EBO and LFS were the largest retail channels in organized retail with their share being 35% and 33% respectively and ecommerce share stood at 23, followed by MBOs at 5%. Ecommerce stood at 58% as a percentage of total western organized retail in Fiscal 2020, followed by nearly similar share of EBOs and LFS at 18% and 19% respectively, with the sale of LFS slightly exceeding that of EBOs. The share of MBOs is the least at only 5%. However, by Fiscal 2025, the share of EBOs is expected to exceed that of LFS, while the share of online retail will stabilize at 47%.

Style wise Segmentation of Women's Apparel Market

Women Apparel Market is projected to grow at a CAGR of 9.2% from Fiscal 2020 to Fiscal 2025, with the segments seeing the highest growth being Active Wear (20.2%), T-shirts (14.9%), Innerwear (13.6%), Sleepwear (13.2%) and Bottom-wear (12.4%). The largest segments in Women wear i.e., Saree and Salwar Kameez, which collectively occupy approximately 67% of the women wear market are expected to grow at 6.5% and 9.4% respectively.

Segmentation based on Style of Women's wear market Fiscal 2020 (in ₹ crores) and CAGR 2020 to 2025



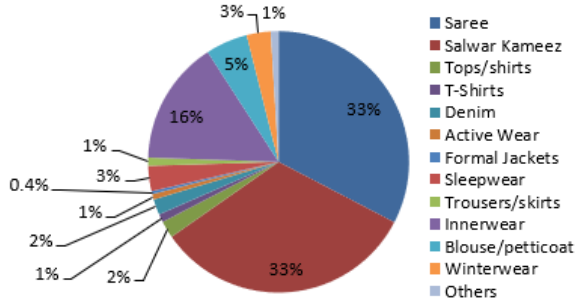
Source: Technopak Analysis
Note: Year indicates Financial Year
Others: Women Clothing Accessories

Women Bottom-wear is a subsegment of various larger segments of Women apparel market. It forms a part of Activewear, Sleepwear, Salwar kameez/ Ethnic, Trousers/skirts.

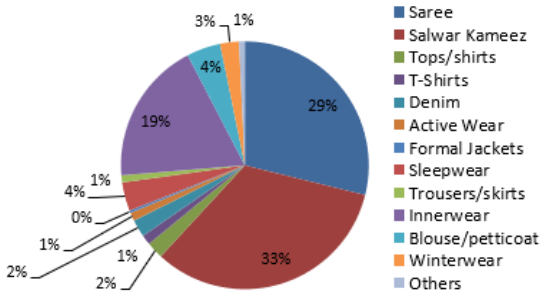
T-Shirts, Denim, Activewear, Sleepwear, Innerwear, and Tops/Shirts are the high growth categories in Womenswear. Initially, the denim brands used to focus primarily on the men consumers, but with the change in the demand and preferences of women, they started catering to women consumers as well. Of late, stretch denims have seen a huge demand among women.

Segment Contribution: Women's wear market – Fiscal 2020 and 2025

Total Women's Wear Market ₹ 163,291 crores (Fiscal 2020)



Total Women's Wear Market ₹ 253,733 crores (Fiscal 2025)



Price Segmentation and Competitive Analysis

Women's apparel market can be broadly divided into super premium, premium, medium and mass price segments. The medium price segment holds majority of the share among apparel segment by holding 29% followed by economy which holds 28% of the share of the apparel market of the country. The price sensitive rural population forms a major chunk of 54% The of the low and economy price segments of apparel market.

Women across income groups purchase medium priced apparel at varying frequencies. Sometimes the customers of the premium and super premium segment wish to trade down to medium segment while in some other cases the low-income customer prefers to trade up to medium segment depending on the requirement of the attire and look. Indian consumers of the upper income level prefer medium price segments as it offers the assurance of quality standards at a reasonable price. The medium segment has presence of private labels of retailers like Max, Retail Trends and few mid-priced brands like Go Colors. Brands like Soch, Global Desi operate both at medium and premium price points.

Market Split by Price Points for Women's Apparel Category

Different coloured tick-marks below brand names represent the formats through which the brands sell.

Format Type		Mass	Medium	Premium	Super Premium
✓→ LFS ✓→ EBO ✓→ MBO ✓→ Traditional Stores ✓→ Own Website ✓→ Online Marketplace		V-Mart ✓✓	Reliance Trends ✓✓✓	Zara ✓✓	Tommy Hilfiger ✓✓
		Lux ✓✓✓	Max ✓✓	Marks & Spencer ✓✓✓	CK ✓✓
		Rupa ✓✓✓	Pantaloons ✓✓✓	Allen Solly ✓✓✓✓	Forever New ✓✓✓✓
		Prisma ✓✓✓	Go Colors ✓✓✓✓	W ✓✓✓✓	
			Soch ✓✓✓✓	Global Desi ✓✓✓✓	
			Global Desi ✓✓✓✓	Fabindia ✓✓✓✓	
			H&M ✓✓✓	Mango ✓✓✓	
				Vero Moda ✓✓✓✓	
				H&M ✓✓✓	
Apparel Category	Product	Mass	Medium	Premium	Super Premium

Format Type		Mass	Medium	Premium	Super Premium
Western Wear	Tops	134-799	125-1999	320-4999	1199-4600
	T-Shirts	99-469	129-999	230-3999	719-3899
	Shirts	209-999	175-1699	440-4999	1799-5599
	Dresses	2999-899	200-2999	375-10990	1588-8600
	Jumpsuits	-	999-1999	840-5999	3999-5599
	Trousers and Pants	499-899	294-2299	207-5499	1439-4599
	Jeggings	199-959	490-2199	530-2790	-
	Treggings	540-799	392-1699	2499-3499	3999-4999
	Skirts	199-599	200-4499	440-8990	1799-6499
	Jackets	-	699-3299	890-6999	1999-10799
	Shorts	129-599	343-2199	440-2999	2159-5499
Ethnic Wear	Leggings	199-498	169-699	599-1899	-
	Churidar	109-449	210-749	294-1899	-
	Sarees	-	1999-2999	1690-18890	-
	Patiala	799-849	329-900	-	-
	Salwar		200-599	354-2499	-
	Kurta and Kurti	999-899	330-3599	363-6999	-
	Suit Set	649-2199	507-6999	1799-19999	-
	Lehenga	-	-	6990	-
	Choli				
	Blouse	449-549	799	750-1590	-
	Pants	699	399-1099	649-3599	-
	Dupatta	-	147-1699	390-19990	-
	Dress	-	749-3299	1149-5999	-
	Gown	1999		625-12499	-
Fusion	Palazzo	199-999	245-2599	700-5590	-
	Dhoti	-	392-1299	1149-2299	-
	Harem Pants	-	780-1049	1290-2190	-
Active Wear/ Athleisure	Top Wear	-	200-780	440-4999	-
	Bottom Wear	-	245-1299	790-4999	-
Denim	Jeans	399-1299	-	530-5499	2999-12999
Lounge Wear	Lounge Wear	570-999	250-999	230-4499	-
Sleep Wear	Sleep Wear	199-899	199-1299	531-1817	-

Source: Secondary Research, Technopak Analysis

- Go Colors lies in the mid-category of price range for brands and has a lot of potential for growth with bottom-wear being acceptable across consumers of all income segments.
- Global Desi has price range starting in the mid-category and going up to premium category.
- H&M has prices starting from mid-category and ranging up to premium category for a few products from most of the sub-categories.
- Kurtas and Kurtis, Lehenga Choli of Soch operate in the mid to premium segment. Sarees and blouse of Soch are available in the premium segment.

In most of the product categories, mid segment contributes a significant share to the total market of that product category barring ethnic wear in which low value and economy segment also play a vital role.

Mass Segment brands like Rupa, Lux, Prisma have large presence through the unorganised retail channel i.e. distribution led. In this segment, there is a lot of unbranded play through unorganised retail, and now through marketplaces like Amazon, Flipkart, Snapdeal.

Growth drivers of Indian Women's Apparel sector

Increase in the number of Working Women

As the number of women in the working population increases, their demand for clothes increases led by higher disposable income and need for office wear. Millennial women are financially independent and have independence of expenditure and tend have the freedom of choice. Hence expenditure by women has increased the share of women's apparel market.

A shift towards aspiration rather than need based buying

There has been a shift towards aspirational buying where people purchase items as a sense of financial achievement and apparel segment is one of the major segments, where there is a high amount of aspirational buying since women have started becoming financially independent and started earning more from a young age.

Design Innovation in Womenswear

There has been tremendous amount of design innovations in the apparel segment especially in the women's wear category where there is now a plethora of options to choose from- Ethnic Wear, Western Wear, Fusion and a large number of sub-segments within each of these categories like athleisure, lounge wear, innerwear, etc.

Growth in organised retail offering a great shopping experience

Entry of foreign brands, growth of organized retailers and proliferation of mall culture have conditioned the consumers to the idea of a robust shopping experience with air-conditioned environment, facility of trial rooms, wider product range, price transparency, quality assurance, on-floor service assistance. Women wear segment has in the past been predominated by unorganized segment, however, this has been changing and a shift has been seen towards organized retail with more brands cropping up in the mass, medium and premium segment pricing.

Emergence of E-tailing

The emergence of E-tailing has given a boost to the women's western wear market. The working women, with less time to shop, has found an easy mode of purchasing apparel online. COVID-19 gave impetus to the growth of e-commerce which is expected to become a significant growth driver for the organised market, women are now more comfortable buying online than before. The flexible exchange policies by brands also helped boost the online sales as there is the consumer confidence of getting ill-fitted, poor quality clothes exchanged easily. Internet users have grown at a rate of 14% from 2015 to 2019 with a user base of 560 million in 2019, 90% of which are mobile internet users, thereby making internet easily accessible. With this installed base, internet has penetrated across semi urban and rural households bringing them at par with their urban peers as far as access to information is concerned.

Use of AI for Style Guidance

Brands are increasingly adopting technology and using AI-based platforms, both online and in-store through App based software's, which are helping Women consumers to discover their style and looks in different attires, and allowing mix-match of top-wear/bottom-wear, and accessories to 'create' a complete look enabling easy decision making and promoting sale of complementary products. Post COVID-19, when consumers were mostly buying online, many brands utilized that time to upgrade technologically at a faster pace.

Rapid urbanization and increasing disposable income

At present, 34.47% of India's population is classified as urban. The trend of urbanization is expected to continue with approximately 50% of India's population expected to be living in urban centers by 2050. High population growth is expected in tier III and tier IV cities as rural population migrates to these cities in search of work opportunities. As a result, the working population is expected to rapidly increase across Tier III and IV cities supporting these cities to emerge as new growth engines for fashion retailers.

Furthermore, women are also now increasingly taking part in the workforce and contributing to the overall disposable income of the family.

Growing youth population and increasing propensity to spend

The median age of 28.1 in 2021 and workforce share of 50% of the population is suggestive of a large consuming youth population, consisting of both men and women, joining the workforce, and inclined to spend their earnings on aspirational lifestyle. This demographic transformation is continuously and radically changing the retail landscape. Unlike the earlier generation, the youth is predisposed towards branded products and improved shopping experience and is continuously attempting to upgrade lifestyles. Mirroring the consumption story of the west, demand is being created in India for various segments and niches across price points.

Exposure to TV and smart phones

Exposure to content on television, OTT platforms, social media networking sites and other internet avenues are making consumers abreast with global fashion and retail trends. Content related to new brands, fashion trends, fashion styling and updates on deals and discounts are freely available through these channels. Brands are also leveraging these platforms to create seamless engagement with consumers. This exposure is elevating consumer's enthusiasm for fashion and leading them to reconfigure their wardrobes with different products for different occasions.

Consistent quality at affordable prices

Focussed approach towards offering consistent quality at affordable prices has been driving growth in the women apparel segment. The consistent delivery of this promise in tier II, III and IV cities has been aiding the transition of consumers from the unorganised traditional shops to the organised value retailers. Brands such as Go Colors are helping consumers with this transition to organised retail through penetration in Tier 2, 3, 4 cities as well by offering consistent quality at affordable prices.

Emergence of Online-only Women wear brands

Many brands have emerged in women wear segment which are operating online only, and target consumers through social media pages through product display, sale promos, and using customers themselves as brand ambassadors sharing pictures and videos of consumers in the brand attire/ accessories. These have given consumers an option to look out for apart from key brands. Such players often take personalised orders and customise on demand.

Key trends in the Indian women's apparel sector

Size inclusive apparel

Awareness about body positivity and inclusion of all body types in clothing range for women is on the rise. The clothes in stores vary from very small to XXL and plus sizes, with the introduction of maternity wear by a lot of brands. Plus size models have become popular and spreading awareness about how fashion should be adapted to various body sizes. Brands like H&M, Go Colors, Mango, etc. are catering to this need and have make their apparel size inclusive, even introducing a separate range for Plus Sizes.

Mix and Match

There is a general shift in trend in the women's apparel market from buying clothing in sets to buying separates. This provides consumers with the advantage of using one clothing piece with various others in different combinations. Brands like Biba have a separate section on their website for "Mix and Match" reiterating the high consumer interest in this area. This also provides growth opportunities for brands like Go Colors that sell bottom-wear across all sub-categories like ethnic, western and fusion, since bottom-wear is essentially a core and essential apparel item that goes along with various top-wear.

Preference for Occasion-led apparel

Ethnic wear has become a go-to piece of clothing for women on festivals and functions, along with office wear and casual wear. For special occasions, women prefer ethnic wear that reflects uniqueness of the Indian culture. Ethnic wear has seen a large growth of existing brands and entry of new brands in the market. This benefits brands that cater across all categories like Go Colors.

Online Retailing

Many B&M focused players have moved online also to have an omni channel presence. It has helped attract more customers especially during the lockdowns imposed during COVID-19. This has been done by retailers such as Shoppers Stop as well as lifestyle brands such as W, Go Colors, Biba, Fabindia, etc.

Digital First Brands

A lot of digital-first brands have emerged in the women apparel segments which have shown considerable growth in the past few years. However, in the Indian scenario, having offline outlet presence does give the brands more credibility in the minds of the consumers.

Value Fashion led growth

Going forward, value fashion will continue to be the mainstay of growth of apparel retailers and brands in both ethnic and western wear segments. Value fashion retailer such as fbb, Go Colors, Max Fashion, Unlimited, V-Mart are bridging the price gap in the branded apparel market by offering quality product at affordable price. Ethnic women wear brands such as Biba and W had also introduced their value brands Rangriti and Aurelia and have been able to grow their footprints to over 200 stores like their parent brands. As a result of this growing demand, value fashion focussed brands, private brand led retailers, LFS and online aggregators will continue to benefit.

Technology Intervention

In Indian apparel sector, technology deployment in manufacturing, sourcing, retailing, marketing and data management is becoming the biggest value creator.

In-store Experience – Apparel players are implementing in-store technologies in congruence with the growing number of tech savvy, knowledgeable and demanding customers. Some of the technological components being used are: Augmented Reality (AR); Virtual Reality (VR); Video screens and kiosks for in-store ordering; Beacon tech/Apps; Checkout Free Scan & Go Services.

Customer Data Mining - Apart from generating valuable insights on consumer behaviour through analysis of data collected, these technological experiences are engaging shoppers from product discovery to product delivery. They assist customers at every stage of shopping.

Influence of International Brands

The entry of the international brands in the country is one of the biggest drivers of western wear in Women's apparel. Their entry has widened the perspective of consumers which in turn has resulted in higher acceptability of new trends

and styles in the market. With the increasing exposure to international fashion trends, the Indian women today are aware of global trends which has given her more variety to choose from.

Online penetration of Women Wear

Increased penetration of internet coupled with burgeoning smart phone market has resulted in the growth of e-tailing in India in both Ethnic and Western wear segments of Women wear. Due to ease of ordering online, paucity of time, flexible return policies and the cash on delivery payment option, the youth of India is more likely to purchase western wear online.

Casualization of Fashion

The casual wear market has evolved significantly over the years. Casual wear categories such as denim, activewear, casual shirts, athleisure, loungewear, sleepwear and fashionable skirts are outpacing the growth of formal wear in India. This is reflective of the changing consumer trend and increasing usage of casual wear in offices as well as home. COVID-19 leading to work from home further boosted this category. This shift in women's wardrobe towards casual wear has acted as a growth driver for women's western wear. Consequently, fashion basket has expanded to include clothing like casual wear, sports/gym wear, jackets, jeans etc. This benefits bottom-wear category overall and brands that cater across these categories like H&M and Go Colors.

Rise of private label brands

Branded penetration in the market has a skew towards mid to premium price points and there is very limited offering in the value price points leading to pricing gaps in the market. Private brands led players such as fbb, Central, Brand Factory, Max and Vmart have identified these gaps and have launched products in the value fashion segment. Private brands are a win-win solution for both big retailers and value for money first time consumers as these brands ensure a certain minimum quality and image.

Impact of COVID-19

Brands and consumers alike have adapted to the changes due to COVID-19. The women apparel industry has seen a decrease in formal wear but has seen an increase in casual wear for a more practical work from home life. The sleepwear, loungewear and athleisure categories are on the rise. The already increasing sale in this category just got triggered post-COVID-19 as people are looking for comfort in their clothing. The loungewear is something people are wearing both inside and even outside the homes today. People are looking for comfort in their clothing. A few categories were able to bounce back quickly from the slump created by COVID-19, like bottom-wear category led by Go Colors in the organised retail space which provided a safe and hygienic store environment and online channel for customer safety. Marks & Spencer and Shoppers Stop (which registered a sharp rise by 127% through its online channels, with customer inclination towards categories like athleisure, comfort-wear, loungewear and sleepwear) added a separate section offering loungewear and sleepwear for men, women and children. Online majors like Amazon India and Myntra too have added separate stores offering these comfort-wear. Ethnic-wear brand Biba launched its range of sleepwear and loungewear to cater to the home bound customers.

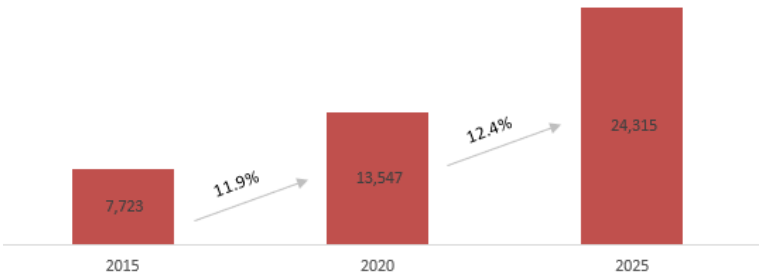
Post COVID-19, organized retailers adapted more efficiently compared to unorganised retail because of safety concerns. The organised players could make standard operating procedures and policies to better serve their customers and provide them with a sense of safety.

Women's Bottom-wear Apparel Market

Market Size, Product Segmentation and Level of Organisation

Women's bottom-wear market contributed 8.3% of women's apparel market amounting to ₹ 13,547 crores (US$ 1.81 billion) in Fiscal 2020. The women's bottom-wear market is expected to grow at a CAGR of 12.4% to reach ₹ 24,315 crores (US$ 3.24 billion) by Fiscal 2025 and is among the fastest growing categories in women wear.

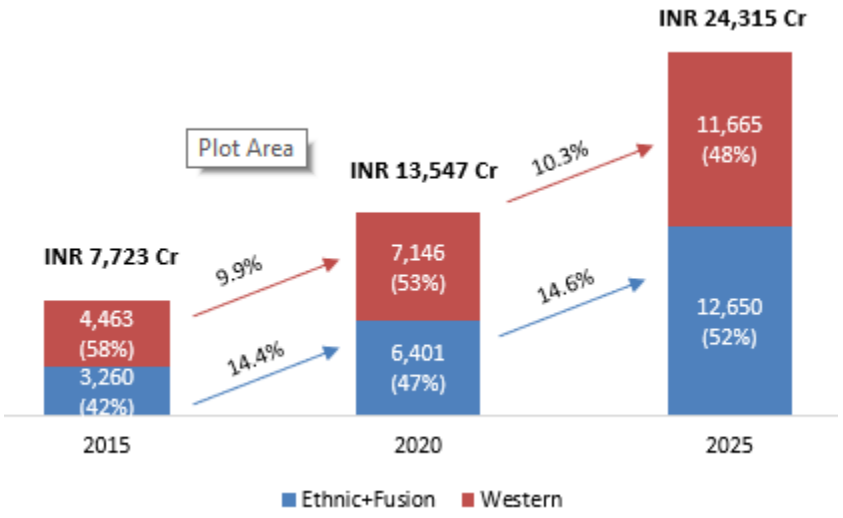
Overall Women Bottom-wear Market (in ₹ crores) and CAGR



Women bottom-wear products comprise of the Ethnic, Fusion and Western Categories. Other categories like sleepwear, activewear fall under the western-wear category. 95% of women's denim also falls under the western bottom-wear category. The scope of bottom-wear has surpassed the distinction between pure ethnic and pure western wear. Clothing today is modular, the concept of Mix & Match has become an important part of self-styling for women. There is an increasing preference by women towards buying contrasting tops and bottom-wear rather than buying full suit sets. With this shift in consumer preference the sale of 'separates' clothing has increased. There are a lot of bottoms that can be worn both with ethnic and western top-wear. Also, fusion category of bottom-wear has taken over the women's apparel market both in terms of style and comfort (like palazzos and dhotis) and has become universal wear along with other items from ethnic and western categories. Also, with increasing WFH culture, suits and dresses are taking a back seat and loungewear has graduated into a daily necessity for many consumers.

Women are now wearing certain bottom-wear universally. For example, jeggings and palazzos can go along with western tops, t-shirts, shirts as well as ethnic kurtas and kurtis.

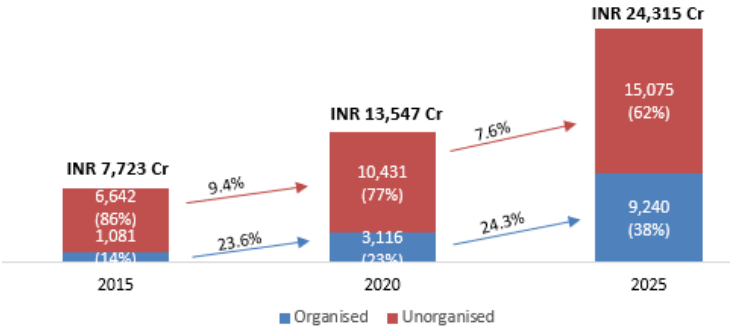
Overall Women Bottom-wear Market & Share (in ₹ crores)



Source: Technopak Analysis

The share of ethnic and fusion bottom-wear is expected to increase from 47% in Fiscal 2020 to 52% in Fiscal 2025. However, the share of western bottom-wear which is higher than ethnic wear in Fiscal 2020 at 53% will decrease to 48% in Fiscal 2025. The overall share of bottom-wear category in women's apparel is expected to increase from 8.3% in Fiscal 2020 to 9.6% in Fiscal 2025.

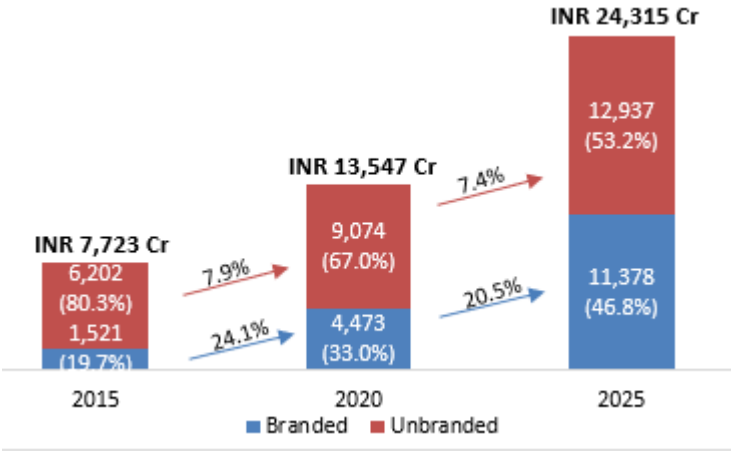
Level of organisation in Women bottom-wear market (in ₹ crores)



Source: Technopak Analysis

Historically, the bottom-wear market, being highly unorganized, has had limited options for consumers to access branded products of consistent quality. Currently, the overall women's bottom-wear market is inclined towards the unorganised sector and in Fiscal 2020 its share was at 77% and the organised share at 23%. However, with tailwinds towards the organisation of the women's bottom-wear sector, the organised share is expected to reach ₹ 9,240 crores (US$ 1.2 billion) having a share of 38% share in Fiscal 2025 with a CAGR of 24.3% until 2025. While the unorganised market will grow at only 7.6% from Fiscal 2020 to Fiscal 2025. The fragmented nature of the industry and the lack of organized players and limited branded competition positions established branded players like Go Colors well to benefit from the growth in the bottom-wear segment.

Branded and Unbranded share of Women Bottom-wear Market (in ₹ crores)



Source: Technopak Analysis

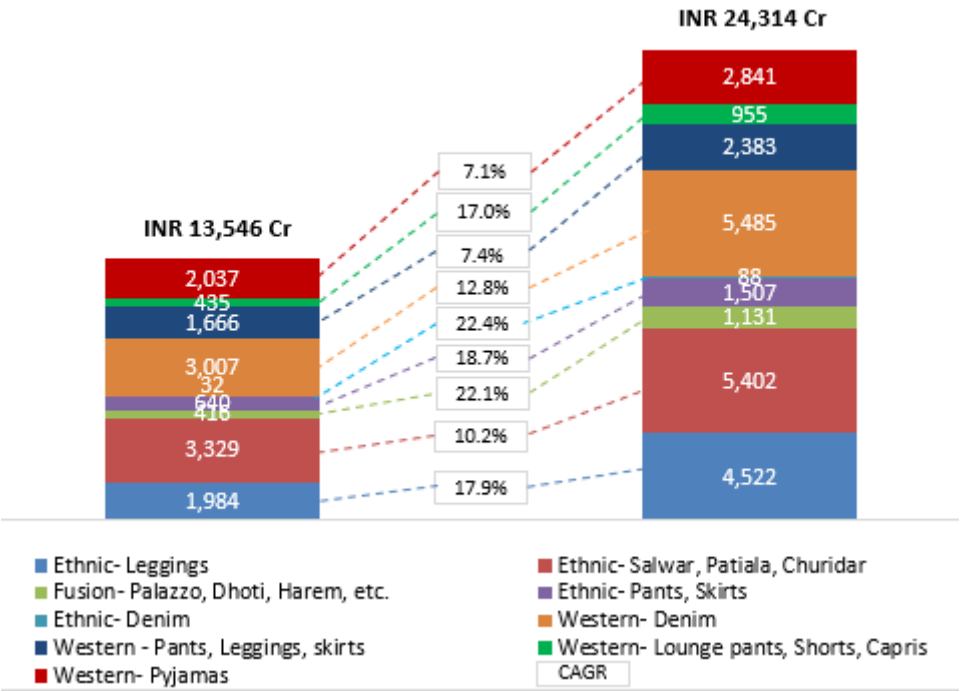
The share of branded women's bottom-wear rose from 19.7% (₹ 1,521 crores) in Fiscal 2015 to 33% (₹ 4,473 crores) in Fiscal 2020 at a high CAGR of 24.1%. The branded women's bottom-wear market is expected to see the continued high growth in the future as well with its share riding to 46.8% (₹ 11,378 crores) by Fiscal 2025. This rise in the branded share in women's bottom-wear market is due to rise in working women and hence rise in their disposable income. It is also due to a consumer shift towards buying from safe and hygienic places that allow safe trial room facilities triggered by COVID-19.

Bottom-wear market has historically been unorganized with limited products, lack of quality products, low pricing power and scope for expansion. However, with growing westernization, increasing disposable incomes and urbanization, consumers have become more fashion, brand and quality conscious and demand quality branded products.

Style wise Segmentation

The share of Ethnic- Salwar, Patiala & Churidars is the highest overall in women's bottom-wear category followed by Western-Denim at 25%. Western- Sleepwear Pyjamas and Ethnic-Leggings are at 17% and 16% respectively. Pyjamas have shown a large increase due to the lockdowns and restrictions imposed by COVID-19 where people spending most of their times at homes increased their spending on pyjamas.

Growth of bottom-wear segments (₹ crores)



Source: Technopak Analysis

The fastest growing sub-category in women's bottom-wear is expected to be palazzos, dhoti pants, harem pants, etc. which come under the fusion category of women's bottom-wear. They are expected to show a high CAGR of 22.1% from Fiscal 2020 to Fiscal 2025, followed by Pants & Skirts which will grow at 18.7% and then Ethnic Leggings with a CAGR of 17.9%. Western- Lounge Pants, Shorts, Capris are also expected to show a high growth of 17.0% from Fiscal 2020 to Fiscal 2025. Ethnic Denim category, which was nearly non-existent in Fiscal 2020, is expected to start emerging slowly and have a value of ₹ 88 crores by Fiscal 2025.

Bottom-wear is also a universal category and tends to coordinate with all kinds of outfits. They are becoming core essential in every woman's wardrobe. Different types of bottom-wear can be paired with tops, t-shirts, shirts, kurtas, tunics. They are also bought as combination in suit sets – kurtas with leggings, kurtas with palazzos and kurtas with trousers. Many women have started wearing kurtas with dhotis, skirts and gagharas as well on occasions. Churidars and leggings are also viewed as type of bottom-wear and are worn along with kurtas and kurtis.

Positioning of Women's Bottom Wear

Bottom-wear has undergone various developments over the past decade. Indian women are continuously experimenting with their bottom-wear. Go Colors has first mover advantage in the women's bottom-wear category as this category is considered as "core essential" with the brand dedicated to the same. It has grown to become one of the key players in women's bottom-wear segment with a market share of approximately 8% of the branded market.

Bottom-wear has become a universal wear product with an independent identity of its own and one that is not confined to notion of either ethnic wear, western wear or fusion wear. This standing has blurred the boundaries of ethnic wear and western wear. Bottom-wear has now emerged as a women centric product that caters to both bottom-wear demands of women that seek both ethnic, western and fusion sensibilities from it. Bottom-wear has emerged an essential category that caters to the basic and functional need of consumers. There is a general trend of the tops being in fashion, but bottom-wears are usually simpler and more flexible for mix and match. Today, bottom-wear has become a must-have that provides comfort as well as style and is a round-the-year universal category that is not subject to seasonal trends.

Bottom-wear, being a core essential category and having limited print or design, is relatively insulated from changes in fashion trends and is acceptable across the country. A single piece of bottom-wear can be coordinated with many types of outfits, as is the case with innerwear. All these aspects have led to double digit growth in bottom-wear category.

Bottom-wear: Universal and Essential

One type of jeggings can be coordinated with western tops, t-shirts, shirts as well as ethnic kurtas and kurtis.

Source: Go Colors' Images

Palazzo pants are a versatile bottom-wear for a universal wardrobe worldwide.

Source: Go Colors' Image

Basics vs. Fashion Apparel Retail

Apparel Retailing can be classified into two groups of Basics and Fashion apparels. Products within both these groups respectively carry different perceptions of consumers and represent different needs. These get expressed into products, business models and the approaches that retail these products in the market.

Basics are broadly defined as products that serve a repeated and functional need of the consumer, viz. a white shirt, a pair of socks, innerwear, bottom-wear. These products are used on regular basis, and they carry a certain product use life. They are discarded and replaced that leads to consumer's repeat purchase behaviour. The colour palette is limited, and designs do not demand significant change in silhouettes frequently. These factors imply certainty of consumer demand and that allows players to undertake product planning and merchandising with predictability. Inventory risks

are subdued because products can be sold round the year and do not demand changes because of change in weather of fashion cycles. The shift towards organised retail in core products has been a key growth driver of the overall growth of organised apparel retail in the country.

Core product focussed retail brands have been the mainstay of this growth cycle. Page Industries which is the official licensee of Jockey in India for innerwear, Go Colors in bottom-wear, Decathlon in comfort and sportswear, Marks & Spencer in formal wear are key examples of this trend. LFS stores, and online focussed players have also increased their respective focus on core offerings in the last few years. They have done so by introducing private labels in core products and these are now part of their key revenue contribution. Fashion focussed retail led brands have also introduced core products as part of their overall offer. For example, bottom-wear products are offered by Ethnic Fashion retailers like Biba and W. While the sales from core products in their overall sales is still around 10%, core products are now considered key to complete their offer.

Fashion Products are signified by silhouette, colours and appearances that demand regular change in their offering. A Kurta for occasion wear, a dress for office, etc are examples of fashion products that demand changes in line with the changes in fashion cycles and in other factors like weather. This implies product development, sourcing, and inventory planning to account for risks associated with vagaries associated with this inherent ask of a fashion focussed product. Zara and H&M are apt examples of fashion focussed apparel retail that sees constant changes in product offerings in line with the fashion cycle. Inventory management and risks associated with the same are accordingly priced in and managed. W and Biba are fashion focussed Ethnic Fashion Retailers. Westside and Reliance Trends are fashion focussed LFS across multiple categories.

Customers while buying fashion apparel focus more on the design and trends that they are exposed to as being "in-style". With the advent of social media, customers are exposed to the trends worldwide and are influenced by those trends, with their preferences changing frequently. Whereas while buying basic or core category apparel, customers tend to focus more on the prices, comfort and fit of the outfit.

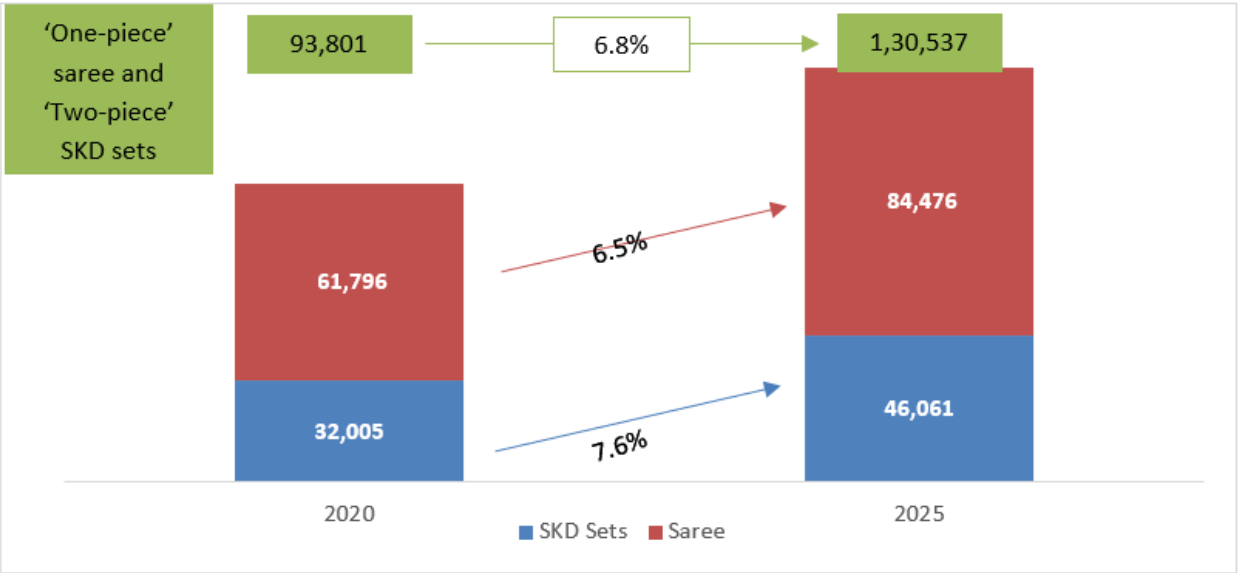
Basics/Essential vs Fashion

KPI	Basics	Fashion
Inventory Risk	• Very low inventory risk • Products sold throughout the year • No frequent trend or style changes	• High inventory risk • Seasonal sales are higher • Frequent trend and style changed can render old stock less desirable
Repeat Purchase	• High	• Low
ASPs	• Low to Medium	• Medium to High
Fast Moving SKUs	• Set of 3 / Pack of 2	• Single Unit but higher basket value
Examples	• Bottom-wear, Innerwear, Socks, etc	• Tops, Kurtas, Shirts, Dresses, etc

Impact of external factors on businesses that are focussed on basics and on fashion retail therefore play out differently. For instance, in the COVID-19 induced lockdown, fashion focussed retail brands like Zara faced a larger set of challenges on inventory obsolesce and lost sales in comparison to apparel retailers that were primarily focussed on core categories like Go Colors. On the other hand, commoditization threat from the unbranded segment is higher for core / basic products both for the ease of product replicability and lack of visual differentiation. Therefore, retailers like Fabindia, Zara Biba and W stand out for their product designs are a key product differentiation. Also, brands like Go Colors with its wide range of SKUs and colours has provided it with an edge and high visual differentiation.

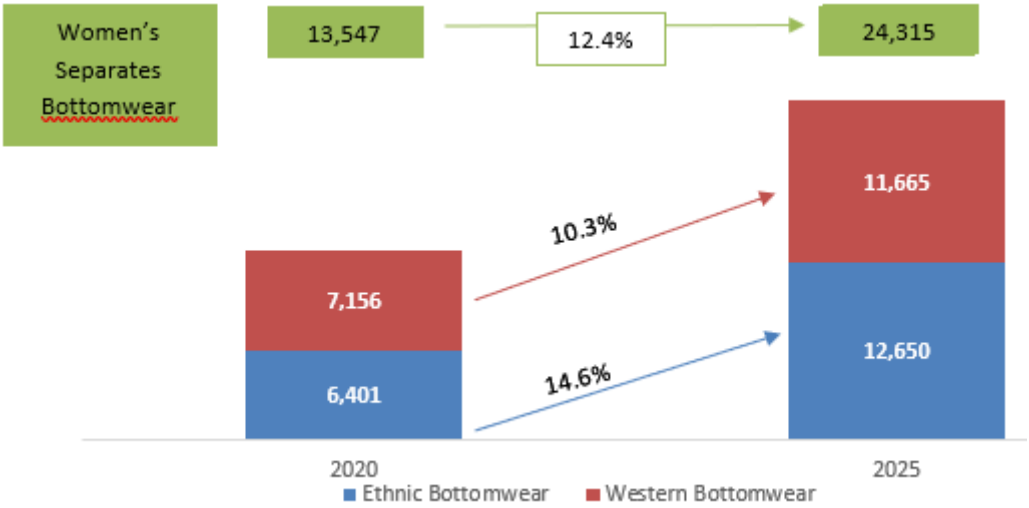
Bottom-wear mirrors basic categories in their universal appeal and functional needs that drives repeat purchase. Consumer buying patterns and apparel trends had changed from 'one-piece' apparel like sarees to 'two-piece apparel' apparel like SKD sets and currently the buying trends are inclined towards purchase of 'separates' and mix and match of clothing and Go Colors has acted as a category creator in facilitating this for bottom-wear.

Growth of 'one piece' and 'two-piece' (sets) women's apparel (in ₹ crores)



Source: Technopak Analysis

Growth of Separates within Women's Bottom-wear (in ₹ crores)



Source: Technopak Analysis

Indian women have transitioned from wearing sarees to two-piece sets which included SKD *(salwar, kameez, dupatta)* sets. Further, in the last decade, top and bottom-wear for women have begun to be widely sold as 'separates' available for mix-and-match. Comfort and style are driving the fashion choices of Indian women. They prefer comfortable ethnic wear both for everyday use as well as for occasion specific looks. Kurtis and bottom-wear which are more on the Indo-western/fusion end is the largest revenue contributor for Indian ethnic brands, while tops and bottom-wear are the major revenue contributors for western-wear brands. Product differentiation has also become sharper on product attributes like fusion, prints, fabrics and look. Unique design sensibilities, fusion wear, wide breadth of options across apparel in fusion wear are the key elements that is helping in defining strong brand positions.

Separates are sold as top wear or bottom-wear separately and not as sets. Within 'separates', bottom-wear category is expected to grow at a CAGR of 12.4% between Fiscal 2020 to Fiscal2025 increasing in value from ₹ 13,547 crores

(1.81 US$ billion) to ₹ 24,315 crores (US$ 3.24 billion) and 'top-wear' category is expected to grow at a CAGR of 12.1% from Fiscal 2020 to Fiscal 2025.

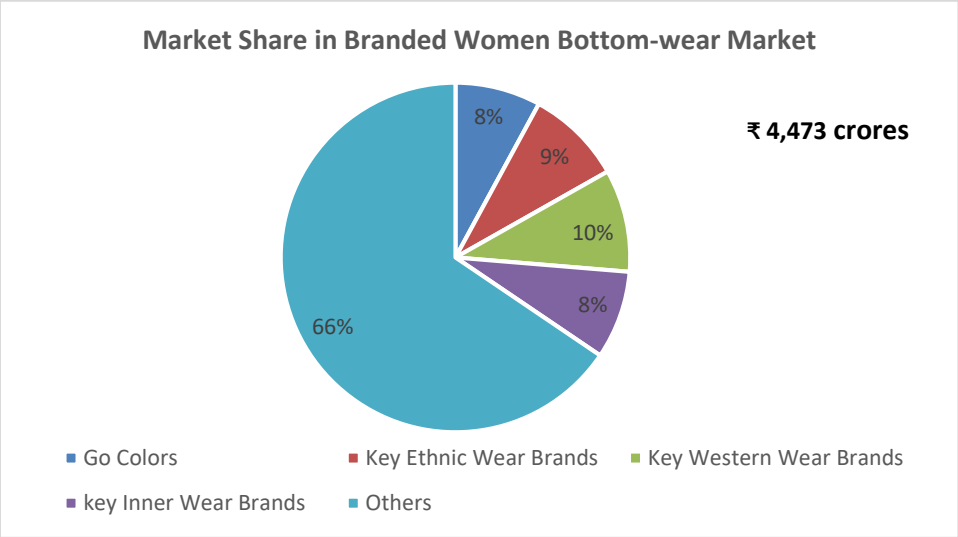
There is a lot of scope for expansion in the bottom-wear category since bottom-wear is a horizontal category enabling multiple extensions and new products. Also, this category is now witnessing experimentative colours and styles, from the earlier limited styles and colours.

Multiple extensions and new product possibility in Bottom-wear

Womenswear Categories	Category Variants	Number of Variants
Top	T-shirts, Shirts, Tops, Athleisure, Sleepwear, Loungewear	6
Kurta	Long kurta, Short Kurta	2
Innerwear	Top Wear, Bottom Wear	2
Bottom-wear	Western trousers and pants, Jeggings, Treggings, Skirts, Shorts, Leggings, Churidar, Patiala, Salwar, Palazzo, Dhoti pants, Harem Pants, Denims, Athleisure, Sleepwear, Loungewear	16
Sleepwear	Top Wear, Bottom Wear, Dress	3

Source: Technopak Analysis

Go Colors has grown over the years, and with its size of ₹ 393.6 crores (US$ 0.05 billion), is among the largest women's bottom-wear brands in India, with a market share of approximately 8% in the branded women's bottom-wear market which stands at ₹ 4,473 crores (US$ 0.6 billion). The branded market for women's bottom-wear is 33% of the overall women's bottom-wear market. Go Colors was a first mover in exclusive bottom-wear category, is among the few apparel companies in India to have identified this market opportunity and have leveraged the first-mover advantage in the category and creating a direct-to-consumer brand with a diversified and differentiated product portfolio of quality products at competitive prices.



Source- Estimations basis Primary Research and Technopak Analysis
Go Colors is the only exclusive Bottom wear brand. Key Ethnic wear brands include Soch, W, Fabindia, Aurelia,Biba ; Key Western wear brands include Zara, Vero Moda ; Key Inner wear brands include Jockey, Lux, Rupa.

There is a lack of exclusive bottom-wear players currently in the market. Go Colors is a first mover in this segment, with players like TCNS trying to enter the Bottom-wear category through a new brand 'Elleven'. Current Players are not able to replicate Go Colors as it is the only Indian brand dedicated solely to bottom-wear and has products across styles. Ethnic brands have only ethnic bottom-wear offerings, while western wear brands also do relevant western bottom-wear products. TCNS and other brands entering this space with a bottom-wear retail led brand signifies both

the growth potential in the category and the importance of excusive retail led focus on the lines demonstrated by Go Colors.

Competitive Landscape

Product Categories and Styles across major players

The branded womenswear segment in India is dominated by certain large national and regional Players like TCNS (W, Aurelia, Elleven, and Wishful), BIBA, Global Desi, Go Colors, AND, H&M, Zara, M&S and Fabindia, Soch etc.

Due to its popularity and traction amongst consumers across socio-economic levels, women's wear has seen penetration of brands across a wide spectrum ranging from value to luxury. Leading large formal lifestyle retailers have created in-store labels that focus on women's Ethnic and Western apparel. Westside was the first large-format store (LFS) to start a private label for women's Ethnic apparel in the 1990s. Later, other leading lifestyle retailers also entered this space. Today, Stop and Haute Curry of Shoppers' Stop, Melange of Lifestyle, Rangmanch, Akriti and Trisha of Pantaloons, Morpankh, Navras, and Ateesha of Central are leading private labels in women's apparel.

LFSs which are private label exclusive, like Max & Westside, carry a comparable range in top and bottom wear as dedicated brands. However, LFSs which house both private lables and external brands carry limited depth and variety in top and bottom-wear within their private labels, in comparison to dedicated brands.

Brand-Style Mix

Brands	Ethnic	Western	Athleisure	Fusion	Denim
Retail Led Brands					
Go Colors	✓	✓	✓	✓	✓
Allen Solly		✓	✓		✓
AND		✓	✓		✓
Aurelia	✓			✓	✓
BIBA	✓		✓	✓	✓
CK		✓			✓
Elleven	✓			✓	
Fabindia	✓	✓		✓	
Forever 21		✓	✓		✓
Forever New		✓			✓
Global Desi	✓			✓	✓
H&M		✓			✓
Levis		✓			✓
Mango		✓			✓
Marks & Spencer		✓			✓
Soch	✓	✓		✓	✓
Tommy Hilfiger		✓			✓
Vero Moda		✓			✓
W	✓			✓	✓
Zara		✓			✓
Distribution Led Brands					
Jockey		✓	✓		
Lux	✓			✓	
Prisma		✓		✓	✓
Rupa & Co	✓			✓	

Source: Secondary Research, Technopak Analysis; Data as of 6th July 2021

Except for few international brands like Zara, Levis, etc which restrict to western wear, most brands are foraying into multiple categories by mixing ethnic, western, and including styles in fusion and denim as well.

Major Brands in Women Apparel and their Category-SKU presence

SKUs- Women Bottom Wear	
Brands	**Bottoms**
Go Colors	728
Allen Solly	516
AND	255
Aurelia	500
Biba	343
Elleven	269
Fabindia	673
Forever 21	280
Forever New	97
Global Desi	239
H&M	656
Levis	200
Mango	139
Marks & Spencer	600
Soch	213
Tommy Hilfiger	88
Vero Moda	435
W	700
Zara	800
Jockey	183
Lux	185
Prisma	198
Rupa & Co	53

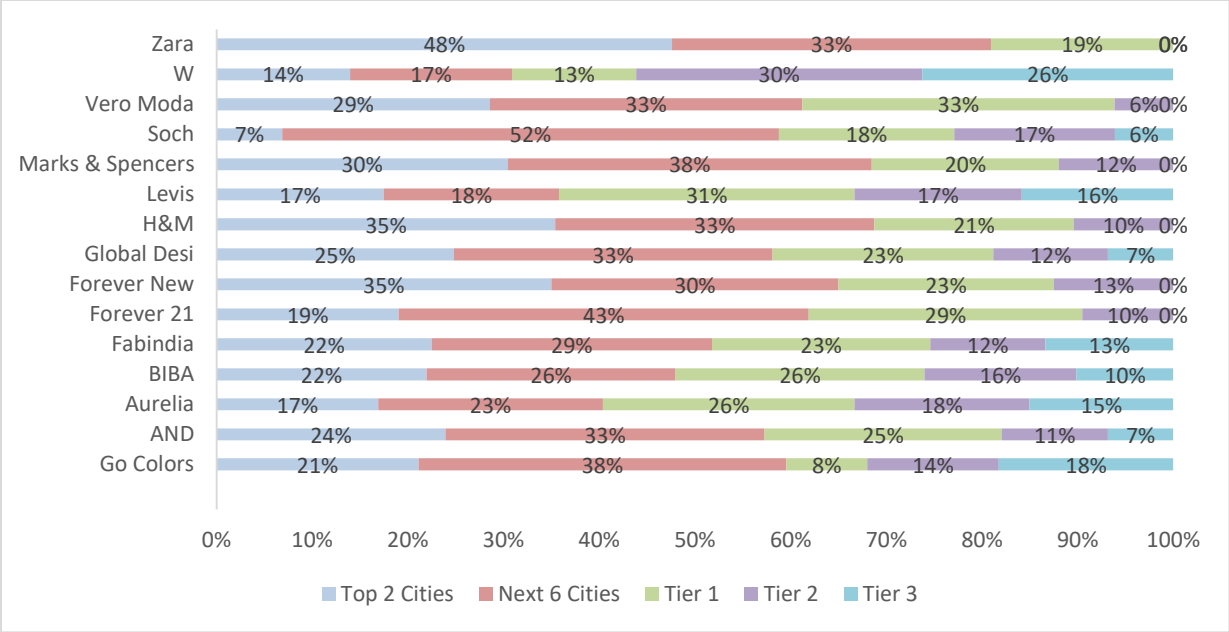
Source: Secondary Research, Technopak Analysis; Data as of 6th July 2021;NA- Brand is not present in this Product category; Note- SKUs count taken as count of all designs and colours of Apparel wear. Different sizes not taken as separate SKUs. Count taken of "in-stock" SKUs on company website.

Go Colors offered one of the widest portfolios of bottom-wear products among women's apparel retailers in India in terms of colours and styles, as of July 2021. W, Go Colors, Aurelia, Elleven, Global Desi, And, Biba, H&M, Prism, Fabindia, Levi's are the major players in women's bottom-wear in India.

Region and Tier wise split

The top eight cities including Delhi/NCR, Greater Mumbai, Kolkata, Chennai, Bangalore, Hyderabad, Ahmedabad, and Pune, have the highest store penetration as a majority of the consumption happens in these cities. However, brands are increasing their penetration in other Tier 1 and Tier 2 cities due to their high growth potential. In terms of regions, north and south dominate the ethnic apparel segment, while the north and west have more dominance in the western apparel segment.

Store distribution (EBOs) by city type for apparel brands



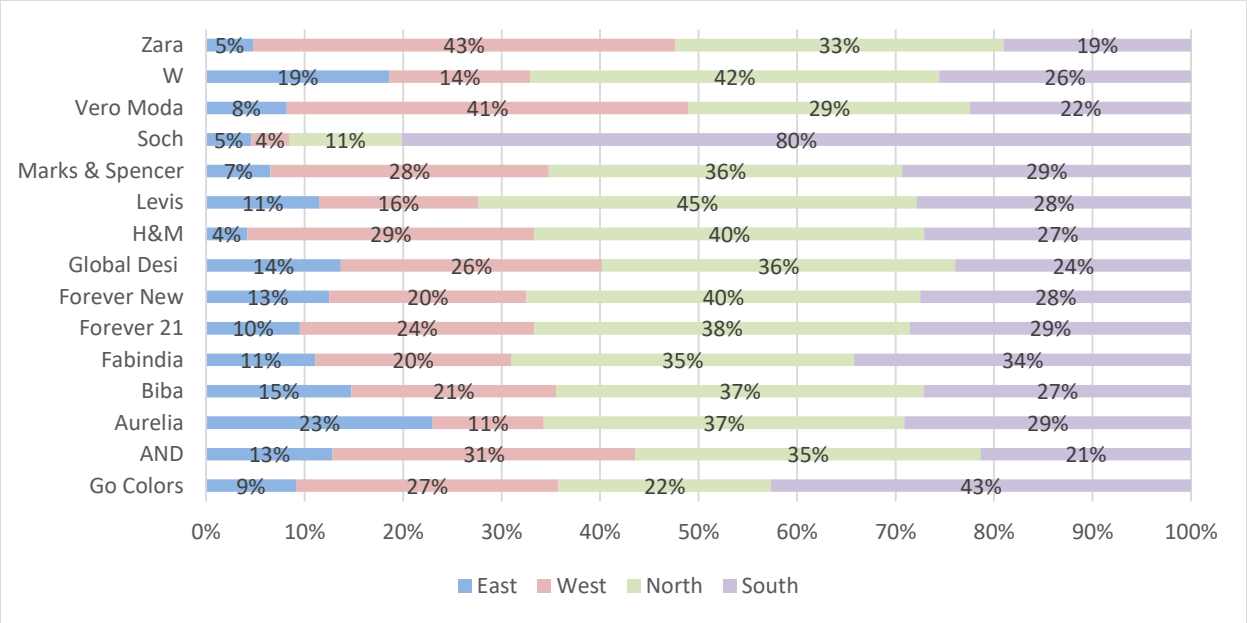
Top 2 Cities: Delhi NCR & Greater Mumbai; Next 6 Cities: Bangalore, Kolkata, Chennai, Hyderabad, Ahmedabad, and Pune
*Tier 1 Cities: Cities with a population in the range of 1 to 5 million; Tier 2 Cities: Cities with a population in the range of 0.3 to 1 Million; Tier 3 Cities: Cities with a population less than 0.3 Million. . *Tier 3 graph gives Tier 3 and Tier 4 store count for Go Colors.*
Source: Secondary sources, Technopak Analysis; Data as of 6th July 2021

Number of Stores (EBOs) and Percentage Store split by city type for Key Apparel Brands

Brand	Total Stores	Top 2 Cities	Next 6 Cities	Tier 1	Tier 2	Tier 3
Domestic Brands						
Go Colors	**450**	95	173	38	62	82*
AND	**117**	28	39	29	13	8
Aurelia	**213**	36	50	56	39	32
BIBA	**346**	76	90	90	55	35
Fabindia	**307**	69	90	70	37	41
Forever 21	**21**	4	9	6	2	0
Global Desi	**117**	29	39	27	14	8
Soch	**131**	9	68	24	22	8
W	**301**	42	51	39	90	79
Foreign Brands						
Forever New	**40**	14	12	9	5	0
H&M	**48**	17	16	10	5	0
Levis	**366**	64	67	113	64	58
Marks & Spencers	**92**	28	35	18	11	0
Vero Moda	**49**	14	16	16	3	0
Zara	**21**	10	7	4	0	0

Top 2 Cities: Delhi NCR & Greater 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 3 table gives Tier 3 and Tier 4 store count for Go Colors.*
Data as of 6th July 2021. Go Colors store count as of May 2021.
Source: Secondary sources, Store locator of brands, Technopak Analysis.

Store distribution (EBOs) by Region for Key Apparel brands



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Data as of 6th July 2021
Source: Secondary sources, Store locator of brands, Technopak Analysis.

India is a nation that is geographically spread with culturally diverse customers. Within each micro-region, there exists a multi-layered socio-economic stratum with the individualistic need for products, SKU, and brands. The regional presence of major women's apparel brands indicates that these brands are more focused on the north, south and west regions. There are regional retail brands, which have an advantage of being closer to the regional tastes of their consumers but either their design positioning or their retail reach or both restrict them to expand beyond the region viz. Mebaz, Ibadat, and Kiara are some brands that signify such players. However, core categories like bottom-wear are accepted across the country, and this gives an advantage to brands like Go Colors.

Major retail led women apparel brands have presence across all formats, especially ethnic women brands, and Indian western wear brands. EBOs remain the mainstay for womenswear brands in India. Brands have gradually expanded their EBO footprint over the years. International western wear brands try to maintain exclusivity through own EBOs and are now increasing their online presence as well.

Brand presence across formats

Brands	EBOs	LFS	MBOs	Online
Retail Led Brands				
Go Colors	✓	✓	✓	✓
Allen Solly	✓	✓	✓	✓
AND	✓	✓	✓	✓
Aurelia	✓	✓	✓	✓
Biba	✓	✓	✓	✓
Fabindia	✓			✓
Forever 21	✓			✓
Forever New	✓			✓
Global Desi	✓	✓	✓	✓
H&M India	✓			✓
Levis	✓	✓	✓	✓

Brands	EBOs	LFS	MBOs	Online
Retail Led Brands				
Marks & Spencers	✓			✓
Soch	✓	✓	✓	✓
Vero Moda	✓		✓	✓
W	✓	✓	✓	✓
Zara	✓			✓
Distribution Led Brands				
Jockey	✓	✓	✓	✓
Lux	✓	✓	✓	✓
Prisma	✓		✓	✓
Rupa & Co	✓	✓	✓	✓

Source: Secondary sources, Technopak Analysis; Data as of 6th July 2021

Historical Rollout of EBOs

Brands	2015	2018	2021	CAGR (2015-18)	CAGR (2018-21)
Go Colors	70	200	450	42%	31%
Aurelia	69	183	213	38%	5%
Biba	150	254	346	19%	11%
Fabindia	200	275	307	11%	4%
H&M	NA	39	48	NA	7%
Levis	400	410	366	1%	-4%
Marks & Spencer	44	62	92	12%	14%
Soch	NA	100	131	NA	9%
Vero Moda	64	67	49	2%	-10%
W	166	281	301	19%	2%
Zara	16	20	21	8%	2%

Source: Secondary sources, Technopak Analysis; Data as of 6th July 2021. Go Colors store count as of May 2021.

Price Segmentation

Pricing, SKUs, and Discounts being offered by Key Bottom-wear Brands

Core apparel categories have limited discounting. Brands like Go Colors, Lux, Jockey, Rupa etc. offer minimum discounts ranging between 10% to 20%, exception being end of season clearance sale to prepare for the next season. However, in fashion apparel, high and frequent discounts are available due to the pressure of time and the vulnerability of these brands to the changing trends.

The price range for the women's bottom-wear varies from ₹ 179 to ₹ 3,000, depending on the different target segment players. Most of the players have listed them on e-commerce platforms like Amazon, Myntra, Flipkart, etc., where the discount is higher than their web portals. In the recent past, ecommerce play in India has been characterized by heavy funding from foreign investors, high discounting to attract customers, in a bid to grow the market and make consumers habituated to online shopping.

Players in core bottom-wear segment like Go Colors offer limited discounts on select sizes/ clearance sale. This has worked well for the brand, with consumers buying at full price and not expecting discounts. Players like Lux and Rupa have also adopted this approach to some extent.

Average Selling Price (ASP), Price Range, and Discounting for Key Bottom-wear brands

Brands	ASP (₹)	Price Range (₹)	Extent of Discounting (%)		
			Own Website	Amazon	Myntra
Retail Led Brands					
Go Colors	584	499-1,499	0	10-20	0
Allen Solly	1,000-1,200	619-2,100	40-50	20-40	30-40
And	1,100-1,200	270-2,499	15-40	20-50	20-40
Aurelia	900-1,100	400-4,500	50	20-50	30-40
Biba	1,200-1,400	399-4,995	0	20-40	20-50
Elleven	1,150-1,300	499-3,299	10-25	10	NL
Fabindia	1,500-1,700	500-8,990	20-40	15-30	10-30
Forever 21	1,100-1,300	329-2,499	20-35	30-40	10-25
Forever New	2,200-2,400	1,195-4,800	40-60	30-50	30-40
Global Desi	800-900	320-2,799	20-30	20-50	20-40
Go Colors	600-800	499-1,499	0	10-20	0
H&M	1,700-1,800	749-5,499	25-50	20-40	10-30
Levis	2,400-2,600	1,399-4,899	30-50	35-50	30-40
Marks & Spencers	1,600-1,800	499-4,999	40-45	15-30	30-45
Max	700-850	179-1,999	10-30	10-20	10-35
Soch	1,900-2,100	399-9,998	15-40	30-45	15-20
Vero Moda	1,600-1,800	500-4,990	20-40	30-50	20-50
W	1,100-1,400	399-4,599	50	20-50	30-40
Zara	2,400-2,700	999-2,999	20-35	NL	NL
Distribution Led Brands					
Jockey	800-1,000	449-1589	0	05-15	0
Lux	400-450	190-585	No Ecommerce on Website	10-15	NL
Prisma	600-650	274-959	0	NL	NL
Rupa	275-325	75-449	0	10-20	NL

Source: Annual Reports, Secondary Research, Technopak Analysis; Data as of 6th July 2021.NL- Not Listed

The average selling price for Go Colors falls in the value segment and it lies in the mid-category pricewise. This will promote its growth especially post COVID-19 when consumers are more careful about large expenditures. Go Colors and similar core category brands have had far better recovery in sales post COVID-19, compared to fashion brands.

The average selling price of Go Colors of approximately approximately ₹ 600 per piece helps to cater across income segments and will allow the brand to penetrate deeper in Tier 3 and 4 towns.

Most of the brands tend to provide similar discounts on various e-commerce platforms. However, for most, the discounts on their website are slightly lower when compared to marketplaces like Amazon. While e-commerce platforms offer higher discounts currently, the focus is shifting towards convenience.

Brands like Go Colors operating in core categories like bottom-wear have followed limited discounting approach since its initiation. Consumers have come to accept the brand with this approach as well. This trend is seen more so in core category brands, as they offer products which go with different outfits, and are not season dependent.

Channel Wise split

The bottom-wear market is dominated by the unbranded sector. 33% of the women bottom-wear market is branded amounting to ₹ 4,473 crores. Most players in bottom-wear are now operating Multi-Channel, with COVID-19 leading to faster than anticipated focus and growth of the Online channel. Apart from EBOs and LFSs, players are expanding their presence to marketplaces like Amazon and Flipkart, plus Apparel specific marketplaces like Myntra, Nykaa Fashion, Tata Cliq, etc. Within Online, players are re-evaluating their approach of distribution across their websites and marketplaces. Unorganized players and manufacturers also have started selling online at marketplaces like Amazon, Flipkart, Snapdeal at lower price points.

Western majority and premium players like Zara get approximately 85% of their revenue from EBOs and rest 15% from Online Channel. Other Players in Ethnic Segment and with Multi-Channel Presence, like TCNS & Soch have the below split:

Split of Revenue Across Formats for Key Players

Revenue Source	Revenue Share				
	Go Colors	TCNS	Fabindia	Soch	Zara India
EBOs	69%	44%	95%	72%	85%
MBOs	*4%*	4%	0%	6.5%	0%
LFSs	22%	42%	0%	6.5%	0%
Online	5%	10%	5%	15%	15%

Source: Secondary Research, Technopak Analysis; Data as of 6th July 2021

Bottom-wear sales form about approximately 5% of Soch's Overall revenue, and the company is working on Online modules to mix-match tops and bottom-wear, whereby customers create a complete look. This is expected to push bottom-wear sales too.

In Women wear, EBO led brick fashion retail accounts for ₹ 9,450 crores (US$ 1.26 billion) in Fiscal 2020 which equals a share of 48% in the B&M space and 22% in the overall organised retail space. Specifically, women ethnic wear accounts for ₹ 6,300 crores (US$ 0.84 billion) which equals approximately 32% of B&M Ethnic women wear retail. Go Colors has one of the highest EBO mixes in its distribution mix across major players.

EBO Mix across Key Ethnic Wear Players

S.No	Brand	EBO Revenue/Distribution Mix
1	Go Colors	✓✓✓✓
2	Aurelia	✓✓
3	Biba	✓✓
4	Fabindia	✓✓✓✓
5	Global Desi	✓✓
6	Soch	✓✓✓✓
7	TCNS	✓✓ ✓

Source: Secondary Research, Technopak Analysis; Data as of 6th July 2021
Ticks signify the extent of EBO share in the revenue-distribution mix

Competition Analysis on Financial and Other Metrics

Revenue from Fiscals 2018 to 2020 indicates that most of the national players like TCNS, Soch, Biba, Go Colors have witnessed growth. Brands dealing in essential wear like Go Colors, Jockey (Page Industries) and Lux have witnessed revenue growth.

Revenue of Key Players (₹ crores)

S. No.	Brands	Revenue from Operations		CAGR (Fiscals 2018 to 2020)
		Fiscal 2018	Fiscal 2020	
Retail Led Brands				
1	Go Colors	188.7	393.6	44.4%
2	Aditya Birla Fashion Retail Limited)	7,181.4	8,742.5	10.3%
3	Biba	718.2	757.2	2.6%
4	Fabindia	1,139.3	1,165.	1.2%
5	Global Desi & AND (HOAD)	NA	399.8	NA
6	Levi's	881.4	NA	NA
7	Marks and Spencer	325.2	NA	NA
8	Soch	365.1	281.0	(12.3)%
9	Trent	2,066.3	3,17.7	24.0%
10	W, Aurelia, Wishful, Elleven (TCNS)	1,000.9	1,148.7	7.1%
11	Zara India	1,219.9		NA
Distribution Led Brands				
12	Lux Industries	1,077.5	1,202.6	7.4%
13	Page Industries (Jockey)	2,551.3	2,945.3	7.4%
14	Rupa and Company	1,090.8	941.4	-7.1%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports
Data as of 6th July 2021; Fiscal 2021 not considered as will not depict the correct picture due to COVID-19 impact; NA-Not Available

EBITDA had increased for the major national players like TCNS, HOAD, Go Colors which indicates growth with continued strict control over operations, leading to benefits of operating leverage. Go Colors achieved 32% EBITDA margin in Fiscal 2020, which is among the highest in key women wear apparel players.

EBITDA (% of Revenue)

S. No.	Brands	EBITDA (% of Revenue)	
		Fiscal 2018	Fiscal 2020
Retail Led Brands			
1	Go Colors	19.1%	33.4%
2	Aditya Birla Fashion Retail Limited	7.0%	14.8%
3	Biba	14.1%	17.9%
4	Fabindia	12.1%	22.1%
5	Global Desi & AND (HOAD)	16.1	NA
6	Levi's	7.1%	NA
7	Marks and Spencer	12.3%	NA
8	Soch	9.6%	-7.3%
9	Trent	11.8%	22.5%
10	W, Aurelia, Wishful, Elleven (TCNS)	16.2%	18.1%
11	Zara India	14.0%	NA
Distribution Led Brands			
12	Lux Industries	14.3%	16.0%
13	Page Industries (Jockey)	21.2%	18.1%
14	Rupa and Company	15.5%	14.1%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports
Note – Fiscal 2018 and Fiscal 2020 margins not strictly comparable due to implementation of IND-AS 116 from Fiscal 2020 onwards
Data as of 6th July 2021; Fiscal 2021 not considered as will not depict the correct picture due to COVID-19 impact;; NA-Not Available; Formula - % of Revenue

National Players like Go Colors, Fabindia, TCNS, have better PAT then other national as well as international players. Which indicates that these players are running efficiently and provide more value to the shareholders, while low PAT does not necessarily tell that the company is not operating efficiently.

Profit After Tax (In ₹ crores) and PAT Margin %

S. No.	Brands	PAT		PAT Margin (%)	
		Fiscal 2018	Fiscal 2020	Fiscal 2018	Fiscal 2020
Retail Led Brands					
1	Go Colors	20.6	52.7	10.9%	13.4%
2	ABFRL (Aditya Birla Fashion Retail Limited)	117.8	(145.2)	1.6%	(1.7)%
3	Biba	46.7	2.52	6.5%	0.3%
4	Fabindia	59.3	53.6	5.2%	4.6%
5	Global Desi & AND (HOAD)	NA	(16.2)	NA	(4.0)%
6	Levi's	51.8	NA	5.8%	NA
7	Marks and Spencer	25.6	NA	7.9%	NA
8	Soch	12.9	-28.6	7.9%	7.5%
9	Trent	116.7	154.6	5.6%	4.9%
10	W, Aurelia, Wishful, Elleven (TCNS)	98.1	69.3	9.8%	6.0%
11	Zara India	82.6	NA	6.8%	NA
Distribution Led Brands					
12	Lux Industries	76.4	125.9	7.1%	10.5%
13	Page Industries (Jockey)	325.5	318.6	12.8%	10.8%
14	Rupa and Company	94.62	80.6	8.7%	8.5%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports
Note – Fiscal 2018 and Fiscal 2020 margins not strictly comparable due to implementation of IND-AS 116 from Fiscal 2020 onwards. Data as of 6th July 2021; Fiscal 2021 not considered as it as will not depict the correct picture due to COVID-19 impact; NA-Not Available

A number of key players in the Indian apparel market witnessed large declines in their ROE (Return on Equity). Go Colors has stable and highest ROE compared to all major retail led competitors which shows that its profitability to stockholder's equity is good as per the women apparel industry.

ROE (Return on Equity)

S. No.	Brands	ROE for Fiscal 2020
Retail Led Brands		
1	Go Colors	18.4%
2	ABFRL (Aditya Birla Fashion Retail Limited)	(13.4)%
3	Biba	0.9%
4	Fabindia	7%
5	Global Desi & AND (HOAD)	(15.8)%
6	Levi's	NA
7	Marks and Spencer	NA
8	Soch	(158.0)%
9	Trent	6.2%
10	W, Aurelia, Wishful, Elleven (TCNS)	10.5%

S. No.	Brands	ROE for Fiscal 2020
11	Zara India	NA
Distribution Led Brands		
12	Lux Industries	25.3%
13	Page Industries (Jockey)	38.9%
14	Rupa and Company	16.3%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports
Data as of 6th July 2021; Fiscal 2021 not considered as abnormal year due to COVID-19; NA-Not Available; Formula - Net Income (PAT) / Equity

ROCE (Return on capital employed) indicates the company's efficiency because it measures the company's profitability after factoring in the capital that has been used to achieve that profitability. Go Colors has the highest ROCE amongst all major retail led women's apparel brands.

ROCE (Return on Capital Employed)

S. No.	Brands	ROCE for Fiscal 2020
Retail Led Brands		
1	Go Colors	18.2%
2	ABFRL (Aditya Birla Fashion Retail Limited)	10.3%
3	Biba	8.7%
4	Fabindia	8.6%
5	Global Desi & AND (HOAD)	0.4%
6	Levi's	NA
7	Marks and Spencer	NA
8	Soch	(34.7)%
9	Trent	9.6%
10	W, Aurelia, Wishful, Elleven (TCNS)	10.6%
11	Zara India	NA
Distribution Led Brands		
12	Lux Industries	34.4%
13	Page Industries (Jockey)	49.38%
14	Rupa and Company	18.0%

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue for standalone businesses from MCA reports
Data as of 6th July 2021; Fiscal 2021 not considered as will not depict the correct picture due to COVID-19 impact;; NA-Not Available; Formula -EBIT/Equity+debt

Advertising Spend as a percentage of Revenue, or advertising to sales ratio indicates the efficacy of advertising strategies of the company. Most women apparel brands have advertising spend as a percentage of revenue in the range of 3 to 5%. Go Colors advertising spend as a percentage of revenue is among the lowest among key women wear players, and also has among the highest yields per unit of spend, for both given fiscal years. Go Colors has been able to lower its advertising spend as a percentage of Revenue from Fiscal 2018 to Fiscal 2020 as the brand has gained foothold in the market.

Advertisement Spend and Advertisement Spend as a % of Revenue

S. No.	Name of Brand	Fiscal 2018 Advertisement Spend (In ₹ crores)	Fiscal 2018 Advertisement Spend as a % of Revenue	Fiscal 2020 Advertisement Spend (In ₹ crores)	Fiscal 2020 Advertisement Spend as a % of Revenue	Revenue/ Ads Spent (₹)
Retail Led Brands						
1	Go Colors	6.7	3.6%	7.1	1.8%	55.4
2	ABFRL (Aditya Birla Fashion Retail Limited)	338.0	4.1%	358.9	4.7%	24.0
3	Biba	30.2	4.2%	30.2	4.0%	25.1
4	Fabindia	27.8	2.4%	36.65	3.9%	34.6
5	Global Desi & AND (HOAD)	NA	NA	16	4%	24.7
6	Levi's	51.5	5.9%	NA	NA	NA
7	Soch	28.7	7.9%	21.2	7.5%	13.3
8	Trent	38.0	1.6%	49.3	1.8%	64.9
9	W, Aurelia, Wishful, Elleven (TCNS)	33.5	3.3%	41.2	3.6%	27.9
Distribution Led Brands						
10	Lux Industries	109.2	4.3%	89.2	3.0%	13.5
11	Page Industries (Jockey)	96.7	3.8%	97.5	3.3%	30.2
12	Rupa and Company	77.15	7.1%	68.9	7.3%	13.6

Source: Annual Reports, Secondary Research, Technopak Analysis, Revenue from Operations for standalone businesses from MCA reports
Data as of 6th July 2021; Fiscal 2021 not considered as will not depict the correct picture due to COVID-19 impact;; NA-Not Available

Revenue per square feet shows the efficiency of Retail space utilization. The sales per square foot value of Go Colors, which is approximately ₹ 12,000 to approximately ₹ 40,000, is one of the highest in the industry. It shows the efficient use of space by the EBOs of Go Colors and is better than/at par with the industry standards. This has been the result of identifying optimum locations and sizes of stores and managing rental costs and leveraging on marketing efforts to ensuring visibility among target customers.

SPSF (Sales per square foot per year) for Key players

Brand	Store Size Range (sq. ft.)		SPSF/Year Range (₹)	
Go Colors	150	500	**12,000**	**40,000**
Aurelia	800	1,200	6,000	9,000
Biba	1,000	1,500	8,500	12,500
Fabindia	2,500	3,500	10,500	15,000
Soch	1,200	3,000	6,500	16,500
W	800	1,200	7,000	10,500
Zara	15,000	30,000	20,000	40,500

Source: Secondary sources, Technopak Analysis;
SPSF calculated based on Fiscal 2020 Store and Revenue data, as Fiscal 2021 data will not give the correct inference owing to COVID-19 impact in Fiscal 2021.
Few players selected basis data available in public domain

Case Studies - First Movers

We are profiling first movers in different retail categories, which have become synonymous within their categories today. A first mover gets a competitive advantage of being the first in the market for a product or service, and is able to create and define the category, and the rules of play, which other players usually follow as the market expands. The text below contains profiling of some of the first movers in different retail categories, which became synonymous with their categories in future.

First Mover – Women's Bottom-wear - Go Colors

Start Of the Company:

- Founded in 2011
- First such brand creating women focused bottom-wear offering a wide range of high-quality products. across styles like ethnic, fusion, western, etc. and across categories like churidars, leggings, jeggings, denim and linen bottom-wear products.

Advantages:

- It operates in a highly unorganised high growth market of women's bottom-wear with increasing consumer preference for organised retail and secular movement towards branded offerings in this evolving category.
- With consumer preference shifting towards the organised sector and first mover advantage in this category, it is well positioned to scale up its business and capture market growth. Today, Go Colors is among the few women's apparel retailers that offer bottom-wear products across all categories, including ethnic, western wear, fusion and denims and have one of the largest bottom-wear product offerings in women's apparel.
- Go Colors is less vulnerable than most of the peer brands to changes in fashion trends because the core product categories and SKUs it has. Also, products are not seasonal in nature.
- Average selling pricing being approximately ₹ 600 makes it available to all the income groups across the country, and the nature of offerings makes the products accepted across India.
- Refinement of product development cycle – since its inception Go Colors has gone through 44 cycles of product development, i.e., establishing vendors, quantity of order, colors, etc. and have the entire supply chain in place. They have been able to establish economies of scale, and a working capital advantage which is difficult to replicate for new entrants.
- Go Colors gave a new option of consistent quality at affordable price which they did not use to have before as the market was unorganized.
- The brand has been present for 10 years at different retail locations focusing on EBOs, that has helped it create brand equity and connect with the consumer.
- The brand has adopted a multi-channel approach with its B&M presence, its own website and presence on marketplaces as well as vertical specialists and is also aggressively implementing technology to increase growth.

Impact:

- It is a key player in India's women's bottom-wear market, with over 30 different product styles.
- Go Colors set off a trend which the other players followed like Rupa with "Softline Leggings" and Lux with "Lux Lyra" - their respective bottom-wear ranges.
- TCNS followed suit and introduced the brand Elleven launched in Fiscal 2020, exclusively focussed on women's bottom-wear.

First Movers in Women Ethnicwear Fashion – Fabindia, Biba & W

Start Of the Companies:

- Fabindia: First store in 1976, second store in 1994 (taken as actual start of Fabindia)
- Biba: First standalone store in 2004
- W: Started in 2002

Advantages:

- Refinement of product development cycle at scale leading to a stabilized base, stabilized quality check and quality assurance practices. The backward supply chain activities that are needed to run the company are now well established and refined. These brands have improvised and built competencies on product development.
- Fabindia is an EBO focussed brand making forays into Online space with own website and marketplaces. Biba & W have been operating through EBOs, MBOs, LFSs and Online channel. Revenue share from Online channel increased for all players during COVID-19.
- They have created a retail-led ecosystem which has allowed the brands to become recognized with a certain brand equity and a strong brand connect in the market.
- These brands are fully equipped for a multi-channel approach. They have the requisite B&M presence, have absorbed online (own website, marketplaces, vertical specialists) and can enable multichannel into one digitally enabled process.

Impact:

- Replicating the product development cycle that the first movers have established over the years becomes difficult for new brands, to match their size and volume.
- For new brands to create a brand connect that established brands have, implies creating a retail structure as that of established brands or spending large sums of money on digital marketing.
- Creating a multi-channel retail network to build brand visibility and scale will take time for the new brands.

First Mover in Innerwear Market – Jockey (Page Industries)

Brand Launch:

- Jockey was set up in India under Page Industries Ltd. in 1994 with the key objective of bringing the world-renowned brand Jockey to India.

Advantages:

- The comfortable design of the briefs made the company a success. Focussed mainly on innerwear, and quickly gained a leading position in this category.
- Jockey being the first mover in the innerwear category and establishing its place in the medium price segment has gained considerable market share. Its product development cycle is well established and has penetrated the organized as well as the unorganized market. The brand is available through a large network of EBOs and MBOs, sells online and retails through the unorganized distribution channel too.

Impact:

- It is now a leading manufacturer and marketer of comfort apparel sold in more than 147 countries around the world.
- Jockey pioneered innerwear, evolving and innovating not only the product, but also the way it has been marketed over the years and is one of the leading manufacturers, distributors, marketers and retailers of innerwear, sportswear and sleep wear.

First Mover in Footwear Market - Bata

Start Of the Brands:

- Established in 1894 in Austria- Hungary. Bata set up its first Indian production unit in 1932 near Kolkata.

Advantages:

- Bata, a focused brand on large format retail experiences, it launched an internationally designed collection and forayed into sports apparel with the launch of the first Power store in NCR.
- Having traditional as well as contemporary and fashionable shoes give it an edge with worldwide brand name.
- Store locations played key role while developing the brand. Approximately 1,500 stores in all major cities of the country gives an advantage to the brand.
- Changed the global shoe industry by creating innovative advancements in shoe design, manufacturing processes and employee work conditions with paradigm-breaking and socially conscious approach.

Impact:

- Currently, Bata is the second largest shoemaker by volume in India, selling more than 180 million pairs of shoes per year through 5,800 retail points.
- Produces locally in 22 Bata-owned manufacturing facilities across five continents, over 70 countries, over 20 brands and labels.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 14 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 21, 206 and 287, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2019, 2020 and 2021 included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus, which have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, see "Financial Information" on page 206.

Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to Go Fashion (India) Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Report on Women's Bottom Wear Apparel in India" dated August 10, 2021 (the "Technopak Report"), prepared and issued by Technopak Advisors Private Limited appointed on May 25, 2021, and exclusively commissioned by and paid for by us in connection with the Offer. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 12.

Overview

We are among the largest women's bottom-wear brands in India, with a market share of approximately 8% in the branded women's bottom-wear market in Fiscal 2020 (*Source: Technopak Report*). We are engaged in the development, design, sourcing, marketing and retailing a range of women's bottom-wear products under the brand, '*Go Colors*'. We are among the few apparel companies in India to have identified the market opportunity in women's bottom-wear and have acted as a 'category creator' for bottom-wear. We have leveraged our first-mover advantage to create a direct-to-consumer brand with a diversified and differentiated product portfolio of premium quality products at competitive prices. (*Source: Technopak Report*)

The share of organized retailing within women's apparel has increased from 19% in Fiscal 2015 to 27% in Fiscal 2020 and is expected to reach 42% by Fiscal 2025. This rapid growth is attributable to a growing female population, increasing number of working women, evolving fashion trends, and rising spending power of consumers. In particular, women's bottom-wear is the fastest growing category in the women's apparel segment market and contributes 8.3% of women's apparel market amounting to ₹ 135,470 million in Fiscal 2020 and is expected to grow at a CAGR of 12.35% to reach ₹ 243,150 million by Fiscal 2025. The organised share of women's bottom-wear market is expected to reach ₹ 92,400 million with a share of 38% in Fiscal 2025 growing at a CAGR of 24.3% until 2025. The women's clothing market in India has evolved in the past decade from the traditional one-piece apparel, like the saree, to a two-piece and mix-and-match apparel, with bottom-wear becoming an essential category that caters to basic and functional needs of consumers. Today, bottom-wear has become a must-have that provides comfort as well as style and is a round-the-year universal category that is not subject to seasonal trends. Historically, the bottom-wear market, being highly unorganized, has had limited options for consumers to access branded products of consistent quality. (*Source: Technopak Report*)

We offered one of the widest portfolios of bottom-wear products among women's apparel retailers in India in terms of colours and styles, as of July 2021 (*Source: Technopak Report*). Our bottom-wear products, which include churidars, leggings, dhotis, harem pants, patiala, palazzos, culottes, pants, trousers and jeggings, are sold across multiple categories such as ethnic wear, western wear, fusion wear, athleisure, denims, plus sizes and girls wear making our portfolio 'universal' and for every occasion. As of May 31, 2021, we sold bottom-wear in over 50 styles in more than 120 colours. We design our products to cater to women across all age groups and girls and fits that are suitable to various body types and physiques. These factors, coupled with the lack of seasonality, ensure that our portfolio is resistant to redundancy from fashion trends.

We endeavour to provide our customers with premium quality products, and at a price range that caters across all income segments and the price range of our products ranges from ₹ 225 to ₹ 1,599 while the average selling price of our products in Fiscal 2021 was ₹ 584.02. In addition, the strength of our '*Go Colors*' brand and round-the-year relevance of our product portfolio allows us to typically retail our products at full price and with discounts offered only in limited circumstances.

We serve our customers primarily through our extensive network of 450 exclusive brand outlets ("**EBOs**") (including 15 kiosks operated on a "company owned and company operated" ("**COCO**") model and 11 franchise stores) that are spread across 23 states and union territories in India, as of May 31, 2021. Our cluster-based approach to opening and operating EBOs allows us to pursue the COCO model which results in better operational control and greater store profitability. In our experience, retailing through EBOs creates better brand recall. Our EBOs are located in high streets, malls, residential market areas in major metros, large cities and other tier II and tier III cities and at airports. In addition, our distribution channels include large format stores ("**LFSs**") including Reliance Retail Limited, Central, Unlimited, Globus Stores Private Limited and Spencer's Retail among others. Our LFSs have grown from 925 LFSs, as of March 31, 2019 to 1,419 LFSs, as of March 31, 2020 and further increased to 1,267 LFSs, as of March 31, 2021 while as of May 31, 2021 we operated in 1,332 such stores. In addition, we sell our products through our own website and online marketplaces and through multi-brand outlets ("**MBOs**").

The table below sets forth our revenue from operations from our distribution channels, for the periods indicated:

	Fiscal 2019		**Fiscal 2020**		**Fiscal 2021**	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from operations**	**Amount (₹ million)**	**% of Total Revenue from operations**
EBOs(1)	1,859.23	65.18%	2,667.13	68.04%	1,727.62	68.92%
LFSs	763.86	26.78%	1,030.17	26.28%	551.58	22.00%
Online	35.97	1.26%	38.18	0.97%	119.40	4.76%
MBOs and Others(2)	193.42	6.78%	184.66	4.71%	108.08	4.31%
Total	**2,852.47**	**100.00%**	**3,920.14**	**100.00%**	**2,506.68**	**100.00%**

Notes:
(1) EBO includes kiosks and franchise stores
(2) MBOs and others includes sales through multi-brand outlets and garment fairs, exhibitions, events, etc. and scrap sales.

The tables below sets forth certain performance indicators of our EBOs for the periods indicated:

Particulars	**EBOs**		
	As of / for the year ended March 31,		
	2019	**2020**	**2021**
New stores opened during the Fiscal	130	133	42
Stores(1)	333	448	449
Cities	88	110	114
Same Store Sales Growth(2)	19.97%	11.37%	(36.75)%
Average Store Area (square feet)	306.29	348.89	379.64
Sales per Square Feet (₹)	18,174.10	17,063.83	10,135.26
- Mature Stores(3) Sales per Square Feet	24,737.11	21,871.34	10,525.10
Revenue per Store (₹ million)	5.57	5.95	3.85
- Mature Stores(3) (₹ million)	7.43	7.19	3.84
Average Capital Expenditure per Store(4) (₹ million)	1.23	1.44	1.72

Notes:
(1) Stores refers to the number of stores at the end of the relevant period.
(2) Same-Store Sales Growth represents the period-over-period percentage change in net revenue from operations of all stores which are operational for more than 12 months for the reported Fiscal.
(3) Mature Stores refers to stores in existence for a period of more than 12 months.
(4) Average Capital Expenditure per Store refers to cost of interiors, furniture and equipment.

Our in-house design and merchandising team designs and develops bottom-wear products across categories with their deep understanding of consumers' requirements, in-depth market research and data analysis, helping in creating the fit and comfort of our products. The efforts of our design and merchandising team are supplemented by our extensive sourcing network and the manufacturing network undertaken through 73 suppliers and 42 job-workers spread across 11 states and union territories, as of May 31, 2021.

We manage our inventory and logistics as well as our entire supply chain for all our channels from our 99,100 square foot warehouse in Tirupur, Tamil Nadu and are capable of handling complex SKU mixes. We have implemented ERP protocols across our operations that have helped us scale our operation and assist us in tracking inventory at our warehouse. We also have modern equipment at our warehouse that results in process efficiencies enabling us to optimize our costs. Our inventory management ensures that we are able to maintain inventory levels across our wide range of SKUs and our distribution network. As part of our inventory management, we also track business intelligence reports generated by our system to address changing trends and customer preferences which would result in minimal write-offs.

We are led by a management team that has extensive industry experience. Our Promoters, Prakash Kumar Saraogi, Managing Director and Gautam Saraogi, Executive Director and Chief Executive Officer, have been instrumental in the growth of our business. Prakash Kumar Saraogi has over three decades of experience in the apparel industry while Gautam Saraogi has over 10 years of experience in garment manufacturing, sourcing, marketing and brand building. The experience of our management team in garment sourcing, manufacturing, retailing and exports has helped us grow our operations. Their experience in exporting garments has helped our Company consistently procure quality fabrics at competitive prices. We have a committed and large senior management team that has extensive experience in the retail and fashion industry, which positions us well to capitalize on future growth opportunities. Our heads of functional groups, such as marketing and e-commerce, sourcing and supply chain, finance and accounts, product development and design, operations and sales, enhance the quality of our management with their specific and extensive industry experience. Our Board of Directors includes a combination of management executives and independent members who bring in significant business expertise including in the areas sales and marketing, finance and corporate governance. We have grown our operations with capital infusion from reputed investors such as funds managed or advised by ICICI Venture and Sequoia Capital in Fiscal 2018 and Fiscal 2014, respectively.

The table below sets forth certain key financial information for the periods indicated:

Particulars	**As of / for the year ended March 31,**		
	2019	**2020**	**2021**
	(₹ million, except percentages)		
Revenue from operations	2,852.47	3,920.14	2,506.68

Particulars	As of / for the year ended March 31,		
	2019	2020	2021
	(₹ million, except percentages)		
EBITDA	799.88	1,265.05	463.49
EBITDA Margin	28.04%	32.27%	18.49%
Restated (Loss) / Profit After Tax	309.41	526.34	(35.39)
Return on Capital Employed	14.36%,	18.14%	3.47%
Return on Equity	13.55%	18.38%	(1.25)%

For reconciliation of EBITDA, EBITDA Margin, Return on Capital Employed and Return on Equity, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated (Loss) / Profit after Tax*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of Capital Employed and Return on Capital Employed (pre-tax) to Total Assets*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of Return on Equity to Total Equity*" on page 292, 293 and 293, respectively. Also see, *"Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Non-GAAP Financial Measures" on page 12.*

Impact of COVID-19

The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, had / have taken preventive or protective actions, such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. The Government of India had announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions. While progressive relaxations have since been granted for movement of goods and people and cautious re-opening of businesses and offices, selective or partial lockdowns at a local level may be re-introduced, depending on the health risk posed by the pandemic. The COVID-19 pandemic affected and is expected to continue to affect our business and operational performance in the near future, however, the recently commenced vaccination drive in the country is a positive development.

Our operations and sales were impacted as retail outlets were not operational on account of various lockdowns imposed by the Government of India and relevant state governments. While lockdowns imposed initially impacted our revenues, however, the demand for our products from online channels continued to remain strong. In our experience, the work-from-home culture has led to an increase in demand for loungewear and the increased awareness towards health and fitness has led to a growth in the demand for athleisure, which are among the categories that are included in our existing product portfolio. The sale of our products increased by 17.26% from 2.18 million units sold during the three months ended March 31, 2020 to 2.56 million units sold during the three months ended March 31, 2021.

In the preparation of our Restated Financial Information and Restated Consolidated Financial Information, we have assessed the impact and future uncertainties resulting from the COVID-19. The ultimate impact of the COVID-19 pandemic on the business and operations may, however, differ from that assessed by us due to the evolving nature of the pandemic and its response by various Government authorities. To the extent, the COVID-19 pandemic adversely affects us, it may also significantly increase the effect of other factors affecting our results of operations. Please refer to "*Risk Factors –The current and continuing impact of the ongoing COVID-19 pandemic on our business and operations has been significant. The impact of the pandemic on our operations in the future, including its effect on the ability or desire of customers to visit our stores, is uncertain and may be significant and continue to have an adverse effect on our business prospects, strategies, business, operations, our future financial performance, and the price of our Equity Shares.*" on page 21.

Strengths

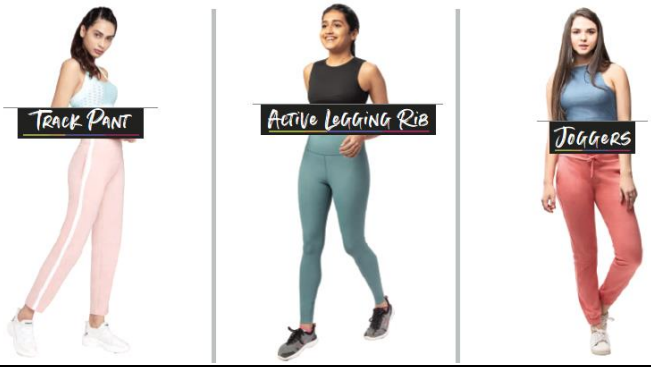
Among the largest women's bottom-wear brand in India with well-diversified product portfolio and first mover advantage

We are among the largest women's bottom-wear brands in India, with a market share of approximately 8% in the branded women's bottom-wear market in Fiscal 2020 (*Source: Technopak Report*). As of May 31, 2021, we retail 50 bottom-wear styles in a range of over 120 colours under the brand '*Go Colors*'. Our product portfolio includes churidars, leggings, dhotis, harems, patiala, palazzo, culottes, pants, trousers and jeggings across multiple categories including ethnic wear, fusion wear, western wear, lounge wear, athleisure, Go Plus and girl's wear. We

are among the few women's apparel retailers that offer bottom-wear products across all categories, including ethnic, western wear, fusion and denims and have one of the largest bottom-wear product offerings in women's apparel (*Source: Technopak Report*). Our diverse product portfolio caters to women across all age groups and girls and physiques covering the entire spectrum of women's bottom-wear requirements, including daily wear, casual and work wear, festive and occasion wear and loungewear. We offer customers the ability to 'mix and match' their top-wear with an assortment of bottom-wear styles in multiple colours allowing them to plan an outfit according to their needs. We offer customers premium quality products at a price range that caters across all income segments, which allows us to tap customers in tier II and tier III cities as well.

The table below provides certain information on our product portfolio and break down by occasion/ event, sizes, and price range, as of May 31, 2021:

Product-Type	**Product Portfolio**	**Typical Range of Offering: Maximum Retail Prices**
Ethnic Wear	Churidar, Patiala, kurti-pants, salwar, Silk Pant and dhoti	From ₹ 549 to ₹ 1,049
Western Wear	Leggings, Cropped Jegging, Jeans, Cargo Pants, Trousers, Ponte Pants, Track Pants, Culottes, Treggings and Shorts	From ₹ 499 to ₹ 1,499
Fusion Wear	Jeggings, Palazzos, Pants and Harem Pants	From ₹ 699 to ₹ 1,299
Athleisure	Leggings, Track Pants and Joggers	From ₹ 549 to ₹ 999

Product-Type	Product Portfolio	Typical Range of Offering: Maximum Retail Prices
		
Denims	Jeggings, Joggers, Jeans, Denim Palazzos, Pants, Denim Culottes and Capris 	From ₹ 1,049 to ₹ 1,499
Lounge Wear	Lounge Pants, Lounge Knit Pants, Lounge Capris and Lounge Shorts. 	From ₹ 449 to ₹ 749
Go Plus	Churidars, Leggings, Jeggings, Pants and Palazzos. 	From ₹ 599 to ₹ 1,599
Girl's wear	Leggings, Jeggings, Palazzos, Pants, Shorts and Harem Pants.	From ₹ 225 to ₹ 999

Product-Type	Product Portfolio	Typical Range of Offering: Maximum Retail Prices

The women's apparel market in India has evolved from the traditional saree, to a two-piece apparel market with bottom-wear being an 'essential' category. Bottom-wear market has historically been unorganized with limited products, lack of quality products, low pricing power and lack of expansion. Currently, the overall women's bottom-wear market is inclined towards the unorganised sector with its share at 77% and the organised share at 23% in Fiscal 2020. However, with growing westernization, increasing disposable incomes and urbanization, consumers have become more fashion, brand and quality conscious and demand quality branded products (*Source: Technopak Report*). We were among the first companies to launch a bottom-wear brand in the organized market that has led to a significant first mover advantage for our Company and have been recognized as a category creator for bottom-wear in India (*Source: Technopak Report*). Bottom-wear mirrors basic categories in their universality of appeal and functional needs that drives repeat purchase (*Source: Technopak Report*). In addition, given that bottom-wear is a 'core essential', demand for our products is consistent across regions where our products are sold. We usually retail our products at our full price given that core apparel categories have limited discounting (*Source: Technopak Report*). In our experience, these factors have enabled us to create a product portfolio that is resistant to redundancy from the vagaries of fashion trends and seasonality and addresses a large market and have led us to become a unique one-stop platform for women's bottom-wear. Our reasonably priced, differentiated and quality product portfolio coupled with our extensive distribution network of EBOs, LFSs as well as online channel also allows us to sell our products directly to a wider customer base.

Multi-channel pan-India distribution network with a focus on EBOs, enhancing brand visibility

We have a multi-channel retail presence across India. Our extensive network of stores allows us to cater to women across India, and ensures effective penetration of the products we retail. We retail our products directly to consumers primarily through our network of EBOs and as of May 31, 2021, we operated 450 EBOs across 115 cities in 23 states and union territories across India. As of March 31, 2021, we had the largest network of EBOs among key women's apparel brands in India (*Source: Technopak Report*).

Further, as of May 31, 2021, we also retailed our products through 1,332 LFSs, such as Reliance Retail Limited, Central, Unlimited, Globus Stores Private Limited and Spencer's Retail among others, across 499 cities spanning the entire country covering 31 states and union territories. We also sell our products through online marketplaces and through our own website. The table below sets forth details of the number of stores and the revenues generated from our EBOs, LFSs and online sales for the dates / periods indicated:

	As of / for the year ended March 31, 2019			As of / for the year ended March 31, 2020			As of / for the year ended March 31, 2021		
	No. of Stores	Amount (₹ million)	% of Total Revenue from Operations	No. of Stores	Amount (₹ million)	% of Total Revenue from operations	No. of Stores	Amount (₹ million)	% of Total Revenue from operations
EBOs[(1)]	333	1,859.23	65.18%	448	2,667.13	68.04%	449	1,727.62	68.92%
LFSs	925	763.86	26.78%	1,419	1,030.17	26.28%	1,267	551.58	22.00%
Online	7	35.97	1.26%	9	38.18	0.97%	13	119.40	4.76%
MBOs and Others[(2)]	64	193.42	6.78%	50	184.66	4.71%	48	108.08	4.31%
Total	**1,329**	**2,852.47**	**100.00%**	**1,926**	**3,920.14**	**100.00%**	**1,777**	**2,506.68**	**100.00%**

The table below sets forth details of our EBOs and LFSs across various regions as of the dates indicated:

Stores	Number of stores as of March 31,					
	2019		2020		2021	
	EBOs	LFSs	EBOs	LFSs	EBOs	LFSs
South [1]	151	470	189	725	191	626
West [2]	86	141	124	186	120	153
North [3]	66	188	94	317	97	282
East [4]	30	126	41	191	41	206
Total	**333**	**925**	**448**	**1,419**	**449**	**1,267**

Notes:

1. *East Region comprises Assam, Bihar, Chhattisgarh, Jharkhand, Odisha and West Bengal*
2. *West Region comprises Goa, Gujarat and Maharashtra*
3. *North Region comprises Delhi, Himachal, Haryana, Uttar Pradesh, Madhya Pradesh, Punjab, Rajasthan and Uttarakhand*
4. *South Region comprises Tamil Nadu, Andhra Pradesh, Telangana, Pondicherry, Karnataka and Kerala*

The table below sets forth details of our EBOs and LFSs across Top 2 Cities, Next 6 Cities, balance Tier I, Tier II and tier III and IV cities:

Particulars	Number of stores as of March 31,					
	2019		2020		2021	
	EBOs	LFSs	EBOs	LFSs	EBOs	LFSs
Top 2 Cities [1]	70	98	95	123	95	98
Next Six Cities [2]	137	257	171	341	173	298
Remaining Tier I Cities[3]	24	63	35	92	38	90
Tier II Cities [4]	45	122	69	167	62	171
Tier III Cities [5]	47	219	63	291	64	299
Tier IV Cities [6]	10	166	15	405	17	311
Total	**333**	**925**	**448**	**1419**	**449**	**1,267**

Notes (Source: Technopak Report):

1. *Top 2 Cities refers to Delhi NCR and Greater Mumbai;*
2. *Next 6 Cities refers to Bangalore, Kolkata, Chennai, Hyderabad, Ahmedabad, and Pune;*
3. *Remaining Tier I Cities refers to state capitals;*
4. *Tier II cities refers to cities with a population above 1 million and not in tier I;*
5. *Tier III cities refers to cities with a population more than 0.2 million and less than 1 million; and*
6. *Tier IV cities refers to cities and towns not covered above.*

We have transitioned from sale of leggings through kiosks to sale of our bottom-wear portfolio through EBOs, which allow us to retail our entire product range. We primarily follow the COCO model of retailing to ensure efficiency and offer customers a standardized experience and service. We have grown our EBO store network at a CAGR of 16.12% between Fiscals 2019 and 2021 while our revenue from operations through sales at our EBO stores grew by 43.45% from ₹ 1,859.23 million in Fiscal 2019 to ₹ 2,667.13 million in Fiscal 2020 and was ₹ 1,727.62 million in Fiscal 2021.

Our business development teams help identify viable locations for our EBOs while our projects team ensures that our stores maintain a standardized look and feel. We also follow a cluster-based approach for store expansion and have been able to address demand in high-potential markets. As of May 31, 2021, 59.56% of EBOs, i.e., 268 EBOs were across eight regions in India, i.e. Ahmedabad, Bengaluru, Chennai, Delhi NCR, Hyderabad, Kolkata, Mumbai and Pune. As of May 31, 2021, we operate 285 EBOs in high street stores and 165 stores in malls. Our EBOs are situated in locations that have significant footfalls such as high street locations, shopping malls, markets in residential areas and airports. Our expansion model has also facilitated ease of inter-store stock movements allowing us flexibility of maximising benefits from capitalising on supply chain efficiencies. More EBOs in a particular area ensures better quality management, increases brand visibility, improves recall with customers and allows us to capitalize on economies of scale resulting in lower operating costs per store and thereby ensuring higher unit-level profitability.

In our experience, retailing through our EBOs also enhances the brand equity and recall value of our '*Go Colors*' brand and has allowed us to undertake line extensions, as the shelf space on each EBO is controlled by us. Hence, '*Go Colors*', has over the years been able to establish itself as a strong direct-to-consumer brand with ₹ 1,859.23

million, ₹ 2,667.13 million and ₹ 1,727.62 million or 65.18%, 68.04% and 68.92% of our revenue from operations generated from the EBO channel in Fiscals 2019, 2020 and 2021.

We have strategically undertaken brand-building initiatives to gain visibility with prudent use of resources while incurring limited branding and marketing expenses. We retail our products under a single brand for improved brand recall and better marketing of our products. Our advertisement and sales promotion expenses represented 1.86%, 1.82%, and 2.54% of our revenue from operations in Fiscals 2019, 2020 and 2021, respectively, and yielded among the highest revenues per unit spend in Fiscal 2020 (*Source: Technopak Report*).

The table below sets forth details of advertisement and sales promotion spend, the spend as a percentage of revenues and revenue per rupee spend on advertising for key women's apparel brands in India:

S. No.	Name of Brand	Fiscal 2020		
		Advertisement Spend (₹ Crores)	Advertisement Spend as a Percentage of Revenue	Revenue / Advertisement Spend (₹)
Retail Led Brands				
1	Go Colors	7.1	1.8%	55.4
2	Aditya Birla Fashion Retail Limited	358.9	4.7%	24.0
3	Biba	30.2	4.0%	25.1
4	FabIndia	36.65	3.9%	34.6
5	Global Desi and AND (HOAD)	16	4%	24.7
6	Levi's	N.A.	N.A.	N.A.
7	Soch	21.2	7.5%	13.3
8	Trent	49.3	1.8%	64.9
9	W, Aurelia, Wishful, Elleven (TCNS)	41.2	3.6%	27.9
Distribution Led Brands				
10	Lux Industries	89.2	3.0%	13.5
11	Page Industries (Jockey)	97.5	3.3%	30.2
12	Rupa and Company	68.9	7.3%	13.6

Source: Technopak Report
Data as of July 6, 2021; Fiscal 2021 not considered as will not depict the correct picture due to COVID-19 impact;; N.A. - Not Available

Strong unit economics with an efficient operating model

We have a standardized and scalable development model for our EBOs based on our know-how and experience. In determining our store roll-outs we assess optimum store size and layout and lease arrangements that are typically long-term in nature and/or revenue share arrangements. Our ability to identify and determine the optimum location and size of a store as well as manage rental costs and the marketing leverage of our EBOs are critical to ensuring visibility among target customers and sustainability of store profitability, resulting in our Company having one of the highest sales per square feet among key women's apparel companies and in particular among EBOs in India in Fiscal 2021 (*Source: Technopak Report*).

Our unit economics has allowed us to expand our EBO network across various regions in India including new EBOs in tier I/II / III / IV cities and towns resulting in frequency of store openings, being one every 12 days over

the last three Fiscals. We opened 305 new stores in the EBO format and more than 400 new stores in the LFS format in the last three Fiscals across 507 tier I/ II / III / IV cities in India. Our products being core and essential to consumers has enabled us to operate on a business model where we offer limited discounts and sale of our products is typically at full price which in our experience results in greater profitability. Revenues generated from sale of our products at full price were ₹ 1,778.16 million, ₹ 2,610.72 million and ₹ 1,431.90 million and accounted for 95.64%, 97.89% and 82.88% of our total revenue from operations in Fiscals 2019, 2020 and 2021, respectively. The average size of our EBOs ranges between 300 square feet and 700 square feet with an average of 500 Square feet that allows us to retail our entire product range. This format also allows us to implement safe distancing measures that have become particularly relevant on account of COVID-19. In Fiscals 2019, 2020 and 2021, sales per square feet of our EBOs was ₹ 18,174.10, ₹ 17,063.83 and ₹ 10,135.26, respectively. We staff our EBOs with limited people per store which is among the factors that contribute to our store profitability while ensuring adequate attention to customers. In addition, our average selling price has increased from ₹ 559.14 in Fiscal 2019 to ₹ 584.02 in Fiscal 2021 primarily on account of value added products including pants, trousers and plus size products that we have introduced as part of our portfolio. Our COCO model of operating our EBOs is supported by streamlined store network planning, a robust supply chain network and an efficient staff recruitment and development program.

Our limited store closures in the last three Fiscals (including on account of the impact of COVID-19) are indicative of our ability to identify the right location for our stores and deliver strong operating profits which is reflected in our pre-COVID-19 impacted Same Store Sales Growth. For example, we closed 15, 18 and 41 EBOs (that included four, nine and 15 EBOs that were relocated during the period) in Fiscals 2019, 2020 and 2021, respectively, while our Same Store Sales Growth was 19.97% and 11.37% in Fiscals 2019 and 2020, respectively.

Extensive procurement base with highly efficient and technology-driven supply chain management

We offer customers premium quality products at affordable prices and in Fiscal 2021, more than 88.32% of our products were retailed at a price lower than ₹ 1,049. We have been able to achieve our value proposition to customers through low procurement and operating costs. We outsource the manufacture of our products and thereby do not incur manufacturing costs. We have been able to build and manage an extensive sourcing network to support our product development teams. As of May 31, 2021, we have a network comprising over 120 suppliers and job-workers across India many of whom we have longstanding relationship with our suppliers and job-workers. We work closely with our suppliers and also supervise their manufacturing operations through our personnel and conduct inspections that enable us to perform quality checks. Our sourcing team closely monitors our suppliers and provides strict quality assurance analysis that allows us to consistently maintain our quality for our customers. We follow stringent norms of quality assurance at various levels through quality control mechanisms and regularly conduct inspections of fabrics sourced from our suppliers. We also track our suppliers' capacity and output to ensure that our production requirements are met and we are able to procure finished products in a timely manner.

We have automated our entire procurement and supply chain operation through our ERP system, which allows us to maintain flexibility and enables us to meet our requirements in an efficient manner without relying on any one vendor, supplier or factory. Our ERP system enables us to streamline our procurement needs including the quantity required enabling us to avoid over or under-stocking as well as handling complex SKU mixes to meet supply chain requirements of our extensive distribution network. Together our supply chain management systems and internal controls minimize product shortage and the occurrence of out-of-stock situations and we are able to operate efficiently and productively with minimal disruptions to our day-to-day operations. We manage our inventory and logistics as well as our entire supply chain for all our channels from our warehouse in Tirupur, Tamil Nadu that is situated over a 99,100 square foot area. We have also implemented end-to-end automation in our inventory operations through process automation that has resulted in seamless and optimal inventory management. We have also implemented a business intelligence tool that allows us to optimize the inventory that we maintain, avoids stock out and ensures sufficient supply at our stores. On account of our effective inventory management, we have been able to rationalise our inventories in recent years, which stood at ₹ 694.95 million, as of March 31, 2019 compared with ₹ 1,058.56 million, as of March 31, 2020 and was ₹ 809.45 million, as of March 31, 2021.

In-house expertise in developing and designing products

We develop products in-house based on demand for such products and the sale of similar products that we track and monitor through our ERP system. We design our products keeping in mind trends in fashion, fabric, textiles, wearability, stitch and pricing. Our products are designed for every occasion including for daily wear, office wear,

festive, denim and lounge wear and are available in over 120 colours. We follow a data-driven approach as part of our design process and have launched products that focus on comfort and fit focused on our target customer segment and are based on market research and feedback from our customers. Based on business intelligence reports on our product-wise sales generated by our ERP system, we are able to determine future product launches. In the last three Fiscals, we launched over 20 products. In addition, we also focus on the quality of the products while ensuring that the pricing of such products is competitive.

We have a skilled team of in-house designers and merchandisers that focuses on creating quality products with innovative designs and optimal fit and sizing. As of May 31, 2021, our in-house design team comprised 10 professionals who design our products.

We also undertake concept development and trend forecasting to develop and design new styles and products and regularly participate in fairs or exhibitions in India or abroad to understand the trends. Our design and merchandising team, together with our marketing and procurement teams, are focused on developing innovative design concepts across categories. Our design process and experienced team allows us to address evolving market trends and customers' preferences. For example, to address the growing demand for athleisure, we have recently launched a number of products in the athleisure category. Our innovation, research and data driven design process ensures that we introduce new and differentiated products that address evolving market trends and customers' preferences.

Demonstrated track record of strong financial performance

We have organically grown our operations and have demonstrated an increase in our revenues and profitability, other than in Fiscal 2021 where our operations were impacted on account of COVID-19. Our revenue from operations grew by 37.43% from ₹ 2,852.47 million in Fiscal 2019 to ₹ 3,920.14 million in Fiscal 2020 while they were ₹ 2,506.68 million in Fiscal 2021. Our Gross Margins were ₹ 1,703.25 million, ₹ 2,344.80 million and ₹ 1,466.90 million or 59.71%, 59.81% and 58.52% in Fiscals 2019, 2020 and 2021, respectively. Our EBITDA for Fiscals 2019, 2020 and 2021 was ₹ 799.88 million, ₹ 1,265.05 million and ₹ 463.49 million while our EBITDA Margins were 28.04%, 32.27% and 18.49%, respectively, and was the highest among key women's apparel players in India in Fiscal 2020 (*Source: Technopak Report*). Our restated (loss) / profit after tax was ₹ 309.41 million and ₹ 526.34 million in Fiscal 2019 and 2020, respectively, while we incurred a loss of ₹ 35.39 million in Fiscal 2021. Our restated (loss) / profit after tax margin was 10.85%, 13.43% and (1.41)% in Fiscals 2019, 2020 and 2021.

Our business model has resulted in positive cash flows over the years and our cash flows from our operating activities were ₹ 332.86 million, ₹ 572.11 million and ₹ 898.53 million in Fiscals 2019, 2020 and 2021, respectively. We have witnessed consistent improvement in our balance sheet position in the last three Fiscals and our ROCE was the highest among all major retail led women's apparel brands in India in Fiscal 2020 (*Source: Technopak Report*). Our ROCE was 14.36%, 18.14% and 3.47%, while our ROE was 13.55% and 18.38%, as of March 31, 2019 and 2020, respectively while it was (1.25)%, as of March 31, 2021.

For reconciliation of EBITDA, EBITDA Margin, Return on Capital Employed and Return on Equity, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated (Loss) / Profit after Tax*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of Capital Employed and Return on Capital Employed (pre-tax) to Total Assets*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of Return on Equity to Total Equity*" on page 292, 293 and 293, respectively.

Strategies

Leverage leadership position in women's bottom-wear market and focus on additional product launches and Same Store Sales Growth

The women's bottom-wear market in India accounted for 8.3% of women's apparel market and stood at ₹ 135,470 million in Fiscal 2020 and is expected to grow at a CAGR of 12.35% to reach ₹ 243,150 million by Fiscal 2025. The organised women's bottom-wear market is expected to reach ₹ 92,400 million or 38% in Fiscal 2025 growing at a CAGR of 24.3% from Fiscal 2020. With the relatively lower penetration of brands, and the growing disposable income of modern women, this segment has become the focus of many retailers and brands. Consumers are moving away from conventional need-based purchase to occasion specific clothing, from unbranded to branded

apparel, from ready-to-stitch fabric to ready-made apparel, from limited colours and styles to experimentative colours and styles. (*Source: Technopak Report*).

Our diverse product portfolio available in varied price ranges, styles and colours ensures that we are well-positioned to cater to the needs of women of varied ages, economic backgrounds and segments and address the growing demand in this segment. Further, the fragmented nature of the industry and the lack of organized players and limited competition positions us well to benefit from the growth in the bottom-wear segment (*Source: Technopak Report*). There is a lot of scope for expansion in the bottom-wear category given that bottom-wear is a horizontal category enabling multiple extensions and new products (*Source: Technopak Report*). Our existing portfolio coupled with our ability to launch new products that address the requirements of women's bottom-wear ensures that we are better equipped to offset an impact on one or more product categories, due to temporary disruptions in the market, by focusing more on the other part of the portfolio. We intend to expand into loungewear, a work-from-home collection, athleisure and other new products in the ethnic, western and fusion wear segments.

Continue to expand retail network with a focus on EBOs

We have, in the past, expanded our stores through a cluster-based expansion model and intend to continue to expand our presence by setting up EBOs. We intend to follow the COCO model that will ensure better operational control over our stores. As part of our growth strategy, we intend to expand our EBO network in other regions across India. By having our products be reasonably priced and essential, we hope to increase our footprint and scale of operations across India. Bottom-wear being a core essential category and having limited print or design is relatively insulated from changes in fashion trends and is acceptable across the country (*Source: Technopak Report*). Given our cluster-based approach of establishing EBOs primarily in tier I cities, we will focus on establishing additional EBOs on a similar model across tier II and tier III cities. Distributive growth across the country is resulting in the growth of demand from tier II, III and IV cities which together accounted for 34% of the demand in the apparel market in Fiscal 2020 and is further expected to grow in the coming years (*Source: Technopak Report*). We expect to leverage our existing extensive store network and our ability to expand our store network, and in particular our EBOs, to tap this growth opportunity. This could allow us to maintain the quality of our operations, whilst also improving the visibility of our brand and a standardized customer experience. We intend to leverage the experience of our operations and business development teams to grow our network in existing and newer geographies. Our expansion into newer markets offers us potential for market share gains, increased brand recognition and economies of scale. In Fiscal 2019, 2020 and 2021 we opened 130, 133 and 42 EBOs, respectively. LFSs are a capital efficient model to expand footprint nationally as they offer the advantage of capital efficiency and brand building opportunity (*Source: Technopak Report*). We will also look at selectively expand our presence across LFSs as our LFS partners grow their presence across India.

Our experience in developing and operating stores in our existing markets in India provides us with the experience and resources that we require to facilitate our expansion. We are currently presently in most parts of the south and west regions and intend to deepen our penetration in such regions, where there could be potential for further expansion. In addition, we also intend to add additional stores in the north and east regions in India where we are focused on developing our presence. As part of our efforts to open additional stores we intend to undertake detailed market research and analysis to identify potential locations for such stores. We will continue to adopt a methodical approach in evaluating and selecting suitable locations for the establishment of new stores, such as local population density, rental lease rates, market potential, accessibility and proximity to our competitors. While our Same Store Sales Growth was impacted in Fiscal 2021 on account of COVID-19 and was (36.75)% compared

with 11.37% in Fiscal 2020, we expect that going forward our Same Store Sales Growth will be a key driver for our expansion and expansion.

Grow sales through online channel

Factors such as increased internet penetration, increased usage of smart phones, convenience provided by e-retailing in terms of payment and return policies as well as discounts offered, coupled with a low base effect is enabling e-retailing's sharp growth in the recent years. E-retail in India has witnessed rapid growth and is expected to reach 9.9% (or ₹ 7,800,000 million) of the total retail market by Fiscal 2025 from its share of 4.6% in Fiscal 2020 (or US$ 37 billion) and is expected to grow at rate of 23%. Between Fiscal 2015 and Fiscal 2020, e-commerce sales have grown at CAGR of 44%. It is estimated that in Fiscal 2020, e-tail's share in apparel and accessories was over 17.5% and this share is expected to reach to approximately 22% by Fiscal 2025. In addition, e-commerce being the only retail medium available during lockdowns imposed on account of COVID-19, the pace of adoption of online purchase has further accelerated and has emerged as an important channel for apparel and lifestyle retail. The e-retailing sector is expected to further grow in the coming years. (*Source: Technopak Report*) Historically, our revenue from operations from online channels have been relatively low in part given that we not focused on sales from online marketplaces and we typically do not discount our products. Our revenue from operations from online channels have however, grown significantly at a CAGR of 82.21% from ₹ 35.97 million in Fiscal 2019 to ₹ 119.40 million in Fiscal 2021, as a result of increased focus on online channels. We continue to focus on further strengthening our online sales channels to benefit from evolving customer trends in our market. We propose to make investments in digital channels to build an omni-channel engagement experience for our customers and have a dedicated team for our e-commerce operations. We also intend to leverage our existing capabilities to increase our online presence by improving and upgrading our website. Our focus will be to target customer acquisition to drive sales through our website and online marketplaces. In addition, we intend to invest in content generation to build engagement with a younger audience. We will continue to focus on analytic technologies to create personalized journeys for customers. Through these measures, we aim to expand revenue generating channels as well as become a digitally relevant brand for Indian women in the bottom-wear segment.

Leverage technology to bring cost efficiency and enhance customer experience

We intend to further improve our operating efficiency and ensure efficient supply chain management through global best practices. Among the measures that we intend to undertake include investing further in our IT infrastructure to improve productivity and time savings. We will look to expand and upgrade our warehouse to optimize our inventory and supply management. We intend to strategically expand our warehouse operations as well as implement new technologies to further expand and improve customer deliveries and enhance customer buying experience with faster dispatches. We intend to also undertake data analytics that will allow us to better understand customer preferences, improve sales and help scale our operations.

Our Business Operations

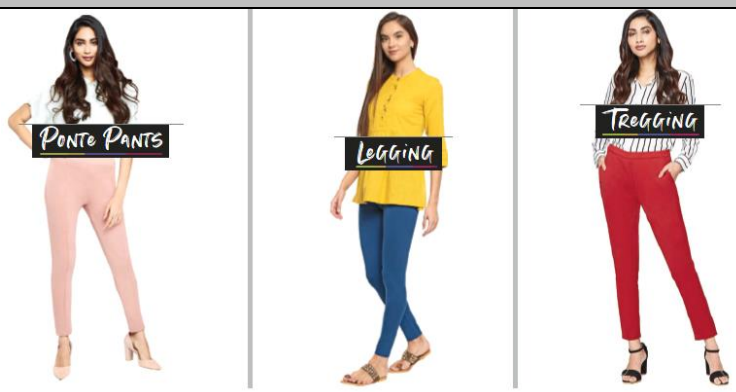
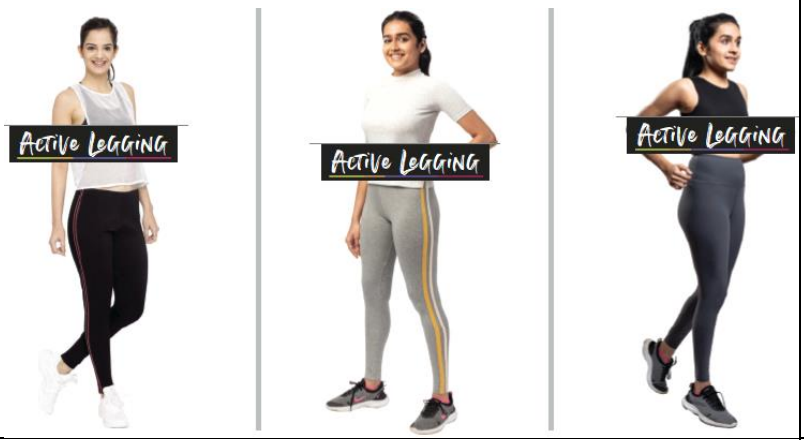
We are among the largest women's bottom-wear brands in India, with a market share of approximately 8% in the branded women's bottom-wear market in Fiscal 2020 (*Source: Technopak Report*). We undertake product development, design, sourcing, marketing and retailing of wide portfolio of women's bottom wear apparel under our "*Go Colors*" brand of clothing. We sell our products across India and through multiple sales channels. The map below illustrates the geographic spread of our retail network across states in India, as of May 31, 2021:

Product Portfolio

Over the years, we have developed a wide range of bottom-wear suited to women across age groups, for various occasions and use including ethnic, fusion, and athleisure, loungewear which we retail at a range of price points. Our products are also available in a wide range of sizes suited to girls as well as plus-size women.

The table below provides certain information on our product portfolio and break down by occasion/ event, sizes, and price range, as of May 31, 2021:

Product-Type	Product Portfolio	Typical Range of Offering: Maximum Retail Prices
Ethnic Wear	Churidar, Patiala, kurti-pants, salwar, Silk Pant and dhoti	From ₹ 549 to ₹ 1,049
Western Wear	Leggings, Cropped Jegging, Jeans, Cargo Pants, Trousers, Ponte Pants, Track Pants, Culottes, Treggings and Shorts	From ₹ 499 to ₹ 1,499

Product-Type	Product Portfolio	Typical Range of Offering: Maximum Retail Prices
		
Fusion Wear	Jeggings, Palazzos, Pants and Harem Pants 	From ₹ 699 to ₹ 1,299
Athleisure	Leggings, Track Pants and Joggers 	From ₹ 549 to ₹ 999
Denims	Jeggings, Joggers, Jeans, Denim Palazzos, Pants, Denim Culottes and Capris	From ₹ 1,049 to ₹ 1,499

Product-Type	Product Portfolio	Typical Range of Offering: Maximum Retail Prices
Lounge Wear	Lounge Pants, Lounge Knit Pants, Lounge Capris and Lounge Shorts. 	From ₹ 449 to ₹ 749
Go Plus	Churidars, Leggings, Jeggings, Pants and Palazzos. 	From ₹ 599 to ₹ 1,599
Girl's wear	Leggings, Jeggings, Palazzos, Pants, Shorts and Harem Pants.	From ₹ 225 to ₹ 999

Product-Type	Product Portfolio			Typical Range of Offering: Maximum Retail Prices

Design Process

In order to offer new and varied products to our customers, we focus on creating innovative designs and optimizing fit and sizing combined with an emphasis on quality. As of May 31, 2021, our design team had 10 employees. We seek to periodically update our product offerings by successively introducing new products in various colours and sizes. We are able to achieve these parameters through an institutionalized product development process which relies on team-work across functions and includes research and trend forecasting, concept or story development, sample development and presentations to members of our sales, sourcing, planning and marketing teams for review and inputs.

We have carried out significant market research to develop differing sizes across our products, organized in different thematic collections, catering to the requirements of our customers across multiple occasions.

Our design and development process involves detailed analysis of consumer preferences through understanding of the rate of sale of products, regular feedback from our retail staff and direct feedback from customers. We take into account feedback received prior to developing new collections. While our products are "core" and "essential" and are accepted across the country, we also consider regional preferences and factors while designing our products. We analyze trends in the market including from international as well as Indian designers. We then select trends that seem relevant for our products and commence development of textile designs and garment samples that are specific to the needs of our target consumer.

Procurement, Raw Materials and Supply Chain Process

We are a retail focused company and accordingly, we outsource our manufacturing operations primarily to job workers. In our experience, this helps in keeping our fixed costs low. In Fiscal 2021, we worked closely with over 42 job workers for manufacturing our products, with a significant majority located in Tamil Nadu. We exercise control and regular supervision over the manufacturing operations at the facilities of our job workers through our personnel who are either stationed at such facilities or periodically visit these facilities for inspections, enabling us to efficiently carry out production changes in designs or quantity of products required.

Our arrangements with our job workers are on a purchase order basis, on a non-exclusive basis, to provide us manufacturing services in compliance with the quality standards and other requirements specified by us, such as time and place of delivery, specified by us. Our arrangement specify that the job workers shall utilize their own manufacturing facilities, personnel and equipment and that the personnel utilized by the job workers shall remain

on their rolls. We are required to provide the raw materials, including our logos to the job workers together with instructions as to the specifications to carry out the manufacturing services. We retain the title to the raw materials provided by us and our job workers are required to return the unutilized raw materials to us. As part of these arrangements, we retain the right to inspect the premises or facilities our job workers during business hours. We are also able to ensure quality of the end-products given that we source the raw materials directly and provide to the job workers.

The raw materials utilized in the manufacture of our products include dyed fabrics and trim materials. We buy such fabrics and materials and then issue the same to job workers for conversion into products as per our specifications. In Fiscal 2021, we sourced raw materials from approximately 73 suppliers, located across India. In our experience, one of our competitive strengths lies in building and managing an extensive sourcing network to comply with our stringent quality requirements and to support the requirements of our product development teams. We do not enter into long-term agreements with our suppliers and instead issue purchase orders in line with our sourcing requirements. We seek to limit our purchases from traders and intermediaries and intend to increasingly purchase fabrics directly from mills or weavers by blocking a significant portion of their yearly capacity in order to maintain consistency of quality and ensure timely delivery. For certain products, we import or procure finished products directly from third parties.

Our sourcing and supply chain process commences with analysis of a supplier's production capacity for each season, based on deliveries and quantity supplied in the previous season. Based on this analysis, we allocate requirements and place orders accordingly. Our analysis and planning procedures also include allocating certain surplus capacity to additional suppliers in order to maintain a capacity buffer to manage increased demand or delivery failures. Our gross margins were ₹ 1,703.25 million, ₹ 2,344.80 million and ₹ 1,466.90 million and 59.71%, 59.81% and 58.52% in Fiscals 2019, 2020 and 2021, respectively.

Once we have analyzed and allocated our sourcing requirements we emphasize interaction among our production and quality control team and our suppliers on a regular basis, in order to review our supplier's performance and production status. We also regularly visit suppliers' production facilities and offices to address any issues or bottlenecks during production.

Quality Control Initiatives

We are committed to maintaining quality standards in all steps of our sourcing and production cycle. The quality of raw material is critical to our business and we control this process in-house through an internal quality assurance team of 21 employees, as of May 31, 2021. We carry out fabric and garment inspections at our suppliers and job workers units based on internal quality standards, conformity with regulatory processes, and product quality tracking. Our quality assurance team also works to ensure that personnel working in all our departments, ranging from sourcing to sales and marketing, are adequately trained.

Inventory Management, Logistics and Warehousing

Our inventory management processes include product allocation for all our sales channels and store planning based on assessing sales potential and requirements. The analysis for stocking of our products is supported by our inventory replenishment mechanism, which includes monitoring of sales at each store and warehouse. We endeavour to ensure that product requirements and order fulfilment at each store, across store formats, is done in a timely and efficient manner. Our inventory management processes are supported by our automated warehouse, located in Tirupur, Tamil Nadu. We have implemented ERP protocols at our warehouse to track inventory and have also introduced end-to-end process automation. The warehouse is capable of handling complex SKU mixes. We manage our entire supply chain for all our channels from our warehouse. In addition, all our products are barcoded that ensures systematic movement of our inventory.

Sales and Retail Network

Our multi-distribution channel pan-India retail strategy across formats comprises sales through EBOs, LFSs, MBOs and online channels such as online marketplaces and our website.

The table below sets forth our revenue from operations from our distribution channels, for the periods indicated:

	Fiscal 2019		Fiscal 2020		Fiscal 2021	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from operations**	**Amount (₹ million)**	**% of Total Revenue from operations**
EBOs(1)	1,859.23	65.18%	2,667.13	68.04%	1,727.62	68.92%
Large Format Stores	763.86	26.78%	1,030.17	26.28%	551.58	22.00%
Online Channels	35.97	1.26%	38.18	0.97%	119.40	4.76%
MBOs and Others(2)	193.42	6.78%	184.66	4.71%	108.08	4.31%
Total	**2,852.47**	**100.00%**	**3,920.14**	**100.00%**	**2,506.68**	**100.00%**

Notes:
(1) EBOs includes kiosks and franchise stores
(2) MBOs and others includes sales through multi-brand outlets and garment fairs, exhibitions, events, etc. and scrap sales.

Exclusive Brand Outlets ("EBOs")

We opened our first store in 2014, with the launch of our first exclusive brand outlet in Chennai, Tamil Nadu. Revenue generated from sales of products at EBOs represented 65.18%, 68.04%, and 68.92% of our revenue from operations in Fiscals 2019, 2020 and 2021, respectively. The table below sets out the geographical spread of our EBOs, as of the dates indicated:

Stores	**Number of stores as of March 31,**		
	2019	**2020**	**2021**
East (1)	30	41	41
West (2)	86	124	120
North (3)	65	94	97
South (4)	152	189	191
Total	**333**	**448**	**449**

Notes:
1. *East Region comprises Assam, Bihar, Chhattisgarh, Jharkhand, Odisha and West Bengal*
2. *West Region comprises Goa, Gujarat and Maharashtra*
3. *North Region comprises Delhi, Himachal, Haryana, Uttar Pradesh, Madhya Pradesh, Punjab, Rajasthan and Uttarakhand*
4. *South Region comprises Tamil Nadu, Andhra Pradesh, Telangana, Pondicherry, Karnataka and Kerala*

As of May 31, 2021, we had 450 EBOs located in 115 cities, spread across 23 states and union territories in India. Our EBOs are located in malls, high-street locations and airports, and we enter into leases with property owners for our EBOs. We endeavour to ensure that the customer experience at all our EBOs is standardized. The size of our EBOs ranges from 300 square feet and 700 square feet with an average of 500 square feet. We have entered into lease agreements for occupying EBOs which we operate directly. The tenure of our leases generally ranges from 11 months to nine years which, in certain instances, are renewable subject to mutual agreement. Under certain lease agreements for our EBOs located in malls and at airports, our Company is required to pay rent which is a percentage of our revenues or monthly net retail sales or monthly minimum guaranteed amount per square feet of the store area per month. Our Company is required to make an upfront security deposit and a specified monthly rental for the duration of the lease, subject to periodic rent escalations at agreed rates. We also employ the staff at our EBOs and typically have three to four members that manage each EBO which includes a store manager.

In addition, as of March 31, 2019, 2020 and 2021, we operated 30, 25 and 15 kiosks and 10, 11 and 11 EBOs that are operated by our franchisees, based on a franchise agreement entered with them, respectively.

Large Format Stores

Revenue generated from sales of products at large format stores represented ₹ 763.86 million, ₹ 1,030.17 million, ₹ 551.58 million and accounted for 26.78%, 26.28%, and 22.00% of our revenue from operations in Fiscals 2019, 2020 and 2021, respectively. As of March 31, 2019, 2020 and 2021, we had 925, 1,419 and 1,267 LFSs while as of May 31, 2021, we had 1,332 LFSs located in 499 cities, spread across 31 states and union territories in India. These large format stores include Reliance Retail Limited, Central, Unlimited, Globus Stores Private Limited and Spencer's Retail.

Our agreements with such retailers are non-exclusive in nature and range from one to three years, renewable subject to mutual agreement. As per the terms of majority of our agreements, we supply our products on a sale or return basis and take back any unsold stock from the retailer. We also provide our staff for such stores, which are usually one person per store and in some cases two persons per store. Under these agreements, we are required to share a certain percentage of the margin on the maximum retail price of our products and share the cost of discount, if any, on terms mutually agreed between our Company and the retailers.

Online Channels

We also sell our products through online market places, and our website, www.gocolors.com. Our agreements with online retailers are non-exclusive in nature and are generally valid unless terminated. We agree to share either a specified percentage of the margin on the maximum retail price or additional margin on the basis of the revenues generated by our products. In certain cases, we also agree to share any discount granted, on mutually agreed terms.

The table below sets forth the revenue from operations generated from our online sales, for the periods indicated:

	Fiscal 2019		Fiscal 2020		Fiscal 2021	
	Amount (₹ million)	**% of Total Revenue from operations**	**Amount (₹ million)**	**% of Total Revenue from operations**	**Amount (₹ million)**	**% of Total Revenue from operations**
Online Marketplaces	26.52	0.93%	27.96	0.71%	92.46	3.69%
Website	9.44	0.33%	10.22	0.26%	26.95	1.08%
Total	**35.97**	**1.26%**	**38.18**	**0.97%**	**119.40**	**4.76%**

Multi-Brand Outlets ("MBOs")

Revenue generated from sales of products at MBOs were ₹ 139.58 million, ₹ 116.98 million, ₹ 71.57 million and accounted for 4.89%, 2.98%, and 2.86% of our revenue from operations in Fiscals 2019, 2020 and 2021, respectively. We sell our products to distributors who in turn supply to MBOs. We typically provide a margin on maximum retail price and provide trade incentives from time to time in accordance with our internal policies.

Branding, Marketing and Advertising

We endeavor to create unique and distinctive marketing, advertising campaigns for customer engagement. Initiatives to create segments that address ethnic, western, active wear, loungewear buckets have ensured our presence in all consumer occasions. Our branding processes are aimed at ensuring that our brand has a distinctive identity by utilizing the "*Go Colors*" logo across our product labels and marketing materials. We utilize identifiable and standardized colors and typography across packaging materials, at point of sales and in our communications both online and at physical stores.

In Fiscals 2019, 2020 and 2021, our advertising and sales promotion expenses were ₹ 53.14 million, ₹ 71.20 million and ₹ 63.61 million and accounted for 1.86%, 1.82% and 2.54% of our revenue from operations. Our advertisement spend as a percentage of revenues was the lowest among key women's apparel companies in India in Fiscal 2020 (*Source: Technopak Report.*)

We utilize our EBOs as our primary advertising channel. Our EBOs have standardized visual designs and layouts, catering to our brand, in order to make our brand readily identifiable. We also undertake branding within LFSs. In addition, our brand strategy places significant importance on frequent consumer generated content uploaded across social media platforms.

The location of some of our EBOs also helps in our branding initiatives as the location of such stores allows us to place external hoardings. We also use in-store communication, store facades for advertising our brand. Our outdoor marketing measures also include leveraging advertisements at vantage points in the form of large hoardings, and on bus shelters and metro pillars.

Other marketing and advertising initiatives that we rely on include social media marketing and performance marketing. We engage with our current and prospective customers on a regular basis on our social media handles. Print advertisements, email communications, and public relations initiatives in order to increase brand awareness. Acquire new customers, market new concepts, drive customer traffic across our retail channels and strengthen and reinforce our brand image by way of geo targeted digital and BTL marketing when a new store is opened. We rely on focus groups and surveys with select customers and retail staff to enable feedback. We periodically undertake promotional activities to create awareness

Information Technology

Investment in IT infrastructure is essential to improve our operational efficiencies, improve scale and enhance productivity. We continue to focus on building and improving our IT capabilities. We have implemented an ERP solution, which helps standardize our processes and supplies tools necessary for our management team in aspects of better sales planning, performance, longevity, collecting information on real-time basis and enhancing profitability. The solution is designed to help us in the planning and management of our sourcing and manufacturing operations and to assist in the smooth functioning of finance, sales, stores, purchase, inventory and payroll functions. Our point of sale tracking system allows us to gain deeper insights and operational data in a timely manner. See "*Risk Factors – Significant disruptions of information technology systems or breaches of data security could adversely affect our business.*" on page 36.

Insurance

Our operations are subject to hazards inherent in storing and transporting our products such as work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause loss of life and severe damage to and the destruction of property and inventory. Our principal types of insurance coverage includes coverage for all normal risks associated with our business, including fire, burglary, money, accidents and other natural disasters. We typically maintain standard fire, burglary and money policies for our fixed assets and stock of stores and warehouses, to cover risks such as fire and other ancillary perils. We also obtain insurance for transit of goods including sales, purchases, stock transfers and raw material supplied by us to our job workers. We also have several marine policies, director and officer liability insurance policy, public liability policy and a group mediclaim policy and group personal accident policy for our employees. In addition, we maintain cyber security, commercial crime and commercial general liability insurance. 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. See "*Risk Factors – An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.*" on page 37.

Competition

The Indian women's apparel industry, particularly for ethnic and non-western apparel, is highly fragmented with several regional brands and retailers present in local markets across the country. Our products compete with local retailers, non-branded products, economy brands and products of other established brands. According to the Technopak Report, the branded womenswear segment in India is dominated by certain large national and regional players like TCNS (with brands such as W, Aurelia, Elleven, and Wishful), BIBA, Global Desi, AND, H&M, Zara, M&S, Fabindia, Soch and Twin Birds (*Source: Technopak Report*). We also face competition from private in-house label brands launched by large format stores and online only fashion brands. See "*Risk Factors – Our industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.*" on page 34.

Health and Safety

We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted an environment, energy, occupational health and safety policy that is aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our

employees and the people working under our management. We have implemented work safety measures to ensure a safe working environment. Such measures include general guidelines for health and safety at our offices and warehouse, accident reporting, wearing safety equipment and maintaining clean and orderly work locations. See "*Risk Factors – If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected.*" on page 31.

Intellectual Property

We have six trademarks pertaining to our brand name, all of which are pending registration under the Trade Marks Act, 1999, as amended. Our Company has made applications seeking registration of the trademarks '*Go Colors! – The Art of Dressing Down*', '*GO COLORS!*' and 'GO COLORS!' under class 25, and, while our Group Company, Meridian Global Ventures Private Limited ("**Meridian**"), had made applications seeking registration of the trademarks ' colors ', ' ', and '*GO COLORS*' under class 25, the rights, title and interest in these trademarks have been assigned perpetually to our Company by way of an assignment deed dated January 10, 2018, entered into between our Company and Meridian. Our Company has also obtained 22 other trademark registrations in India. For further information regarding our pending trademark applications, see "*Government and Other Approvals*" on page 323 and "*Risk Factors – We may be unable to adequately protect our trademarks, including 'GO GOLORS' and GO COLORS!, and an inability to protect or use our intellectual property rights may adversely affect our business.*" on page 23.

Employees and Human Resources

We consider our employees and personnel one of our most important assets, whom are critical to maintaining our competitive position in key geographical markets and within the retail industry. As of May 31, 2021, we had 2,668 employees, as set forth below, by function:

Department	Number of Employees
EBO – Front End	1,524
EBO – Corporate	36
LFS – Front End	807
LFS – Corporate	9
MBO – Front End	12
MBO – Corporate	1
Online	4
Marketing	6
Design	10
Business Intelligence	6
Logistics and Warehousing	147
Quality Assurance	21
Accounts and Finance	29
Human Resources and Admin	26
IT	6
Projects	24
Total	**2,668**

In addition to our full-time employees, we engaged 13 personnel on a contractual basis primarily for security and housekeeping services, as of May 31, 2021. We consider ourselves to have good relations with our employees. In addition to compensation that includes salary, allowances (including performance linked bonuses) and growth and reward plans, we provide our employees other benefits which include accident insurance coverage, medical reimbursement, yearly leave and retirement benefits.

Our human resource policies focus on recruiting talented and qualified personnel whom would integrate well with our current workforce. We endeavour to develop and train our employees in order to facilitate the growth of our operations. We have instituted several inclusivity initiatives for our employees. Our employee induction procedures are focused on taking regular feedback and facilitating interaction between new employees and senior management. We conduct regular training workshops and performance reviews. We have medical and accident insurance for our employees and have also introduced wellness and physical health programs. We have also implemented a performance based incentive plan for our EBO and LFS store employees.

Corporate and Social Responsibility ("CSR")

We have constituted a corporate and social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") and have adopted and implemented a CSR policy on 14th June 2017, pursuant to which we carry out our CSR activities. Our recent CSR initiatives include contributions to the Global Vipasana Foundation.

In Fiscals 2019, 2020 and 2021, we were required to spend ₹ 3.08 million, ₹ 6.32 million and ₹ 9.98 million, respectively and we incurred ₹ 2.58 million, ₹ 0.61 million and ₹16.81 million as expenditure towards our CSR activities in Fiscals 2019, 2020 and 2021, respectively.

Properties

Our Registered Office is located at Sarthak Center, 5th Floor, New No. 4, Old No. 144/2, Nungambakkam High Road, Chennai – 600 034, Tamil Nadu and we operate an office and our warehouse located at Tirupur, Tamil Nadu. All these premises on a leasehold basis. Also see, "*Risk Factors – We operate our Registered Office, and warehouse on a leasehold basis. If we are unable to comply with the terms of the leases, renew our agreements or enter into new agreements on favorable terms, or at all, our business, results of operations and financial condition may be adversely affected*." on page 33.

KEY REGULATIONS AND POLICIES

The following description is an overview of certain sector specific relevant laws and regulations in India which are applicable to the operations of our Company. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by the Company, see 'Government and other Approvals' on page 323. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

TEXTILE RELATED SCHEMES AND POLICIES

National Textile Policy, 2000 ("NTP 2000")

The NTP 2000 aims at facilitating the growth of the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing and to equip the textile industry to withstand pressure of import penetration and maintain dominant presence in the domestic market. The industry aims at developing a strong and vibrant textile industry that can produce quality products at acceptable process. This objective is sought to be achieved by liberalising controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. Major thrust areas of NTP 2000 includes increase in exports and innovating marketing strategies, product diversification along with quality consciousness, among others. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include raw materials, clothing, export and knitting.

OTHER APPLICABLE LAWS

Shops and Establishments Acts of various states (collectively "S&E Acts")

The S&E Acts in India are promulgated by the state and may slightly differ from state to state. All shops and commercial establishments operating within each state are covered by the respective S&E Acts. Shops are defined as premises where goods are sold either by retail or wholesale or where services are rendered to customers, and includes an office, a store-room, godown, warehouse or workhouse or work place. Establishments are defined as shop, a commercial establishment, residential hotel, restaurant, eating-house, theatre or other places of public amusement or entertainment. Further, establishments as defined by the act may also include such other establishments as defined by the Government by notification in the Official Gazette.

The S&E Acts regulates a number of aspects relating to the operation of a shop or commercial establishment. Some of the key areas regulated by the shop and establishment act include: hours of work, interval for rest and meals, prohibition of employment of children, employment of young person or women, opening and closing hours, close days, weekly holidays, wages for holidays, time and conditions of payment of wages, deductions from wages, leave policy, dismissal, cleanliness, lighting and ventilation, precautions against fire, accidents and record keeping.

Municipality 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.

Trademarks Act, 1999 ("Trademarks Act")

The Trademarks Act which has replaced the Trademarks Act, 1958, came into effect on September 15, 2003. Trademarks Act provides for the process for making an application and obtaining registration of trademarks in India. The Trademarks Act allows for the registration of service marks and three-dimensional marks as well.

Under the Trademarks Act, the term 'mark' is defined to include 'a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or, combination of colours, or any combination thereof.' Under the provisions of the Trademarks Act, an application for trademark registration may be made

before the trademarks registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in future. Once granted, a trademark registration is valid for 10 (ten) years unless cancelled, subsequent to which, it can be renewed.

Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act came into effect on April 1, 2011 and has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

The Legal Metrology Act provides that no person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a licence issued by the controller. The Legal Metrology Act contains provisions for verification of prescribed weight or measure by Government approved test centre. Qualifications are prescribed for legal metrology officers appointed by the Central Government or State Government. It also provides for exemption regulations of weight or measure norms for goods manufactured exclusively for export. Fee is levied under the Legal Metrology Act for various services. A director may be nominated by a company who is responsible for complying with the provisions of the enactment. There is penalty for offences and provision for compounding of offences under the Legal Metrology Act. Further, it provides for appeal against the decision of various authorities and empowers the Government to make rules for enforcing the provisions of the enactment.

Consumer Protection Act, 2019 ("COPRA, 2019")

COPRA, 2019 came into force on August 9, 2019, replacing the Consumer Protection Act, 1986. It has been enacted with an intent to protect the interests of consumers and to establish competent authorities in order to timely and effectively administer and settle consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, among other things, 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. In order to address the consumer disputes' redressal mechanism, it provides a mechanism (three tire consumer redressal mechanism at national, state and district levels) for the consumers to file a complaint against a trader or service provider. COPRA, 2019 provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The scope of the punitive restraint measures employed by the act include both – monetary penalties for amounts as high as ₹ 5.00 million to imprisonment which may extend to life sentences, for distinct offences under the act.

Labour Law Legislations

The various labour and employment related legislation 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:

(a) Contract Labour (Regulation and Abolition) Act, 1970;

(b) Employees' Compensation Act, 1923;

(c) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

(d) Employees' State Insurance Act, 1948;

(e) Equal Remuneration Act, 1976;

(f) Maternity Benefit Act, 1961;

(g) Payment of Bonus Act, 1965;

(h) Payment of Gratuity Act, 1972;

(i) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Code on Wages, 2019 (the "Wage Code")

The Wage Code has been introduced to amend and consolidate the laws relating to wages and bonus, and matters connected therewith. It was introduced in the Lok Sabha on July 23, 2019 and was eventually passed in the Rajya Sabha on August 2, 2019, thereby receiving the President's assent on August 8, 2019. The Wage Code regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976. It will be the first Code to become an Act out of the four Codes: Code on Wages; Industrial Relations; Social Security and the Labour Code which Ministry of Labour and Employment has formulated.

Central Goods and Services Tax Act, 2017 ("CGST Act"); Integrated Goods and Services Tax Act, 2017 ("IGST Act"); and the various State Goods and Services Acts (collectively "SGST Acts")

The Goods and Services Tax (GST) has replaced *erstwhile* taxes levied and collected by the Central Government: central excise duty, service tax, central surcharges, cesses so far as they relate to supply of goods and services etc. state taxes that have been subsumed by the GST are State VAT, central sales tax, luxury tax, taxes on advertisements, purchase tax, state surcharges, cesses so far as they relate to supply of goods and services etc. The GST would be now applicable on the supply of goods or services as against the present concept of tax on the manufacture and sale of goods or provision of services. It is a destination based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base.

The GST to be levied by the Centre on intra-State supply of goods and/or services is called the Central GST ("**CGST"**) as provided by the CGST Act and that to be levied by the States is called the State GST ("**SGST"**) as given under the SGST Acts. An Integrated GST ("**IGST"**) under the IGST Act, is to be levied and collected by the Centre on inter-State supply of goods and services.

The CGST and SGST is to be levied at rates to be jointly decided by the Centre and States. The rates are notified on the recommendations of the GST Council. There is a floor rate with a small band of rates within which the States may fix the rates for SGST. The list of exempted goods and services is common for the Centre and the States. Tax payers are allowed to take credit of taxes paid on inputs ('input tax credit') and utilise the same for payment of output tax. However, no input tax credit on account of CGST is to be utilised towards payment of SGST and vice versa. The credit of IGST is permitted to be utilised for payment of IGST, CGST and SGST in that order.

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy ("**FDI Policy**") issued by the Department of Industrial Policy and Promotion ("**DIPP**"), Ministry of Commerce and Industry, Government of India from time to time. The FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DIPP. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route. Under the current FDI Policy, foreign direct investment in companies engaged in the manufacturing sector is permitted up to 100% of the paid up share capital of such company under the automatic route, i.e. without requiring prior government approval, subject to compliance with certain prescribed pricing guidelines and reporting requirements.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as Go Fashion (India) Private Limited on September 9, 2010, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 9, 2010 issued by the Registrar of Companies, Tamil Nadu at Chennai. Pursuant to the conversion of our Company to a public limited company as approved by way of a shareholders' resolution dated July 1, 2021, the name of our Company was changed to Go Fashion (India) Limited and a fresh certificate of incorporation dated July 12, 2021 was issued by the Registrar of Companies, Tamil Nadu at Chennai.

Changes in registered office of our Company

Details of changes in the registered office of our Company are as set forth below.

Date of change	Details of address of the registered office	Reason for change
August 23, 2016	The address of the registered office of our Company was changed from Meridian House, No. 121/3, TTK Road, Alwarpet, Chennai 600 018, Tamil Nadu, India to Sathak Center, 5th Floor, New No. 4, Old No. 144/2, Nungambakkam High Road, Chennai 600 034, Tamil Nadu, India	Administrative reasons - Expansion of office space

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are set forth below.

"1. To carry out and undertake business as manufacturers, producers, processors, designers, buyers, sellers, importer, exporters, stocklists, merchandisers, distributors, wholesalers, suppliers, indenture, brokers, agents, commission agents, collaborators, assemblers, refiners, cultivators, packers, contractors, exchangers, providers, job workers, consultants, advisors, transporters and dealers in all kinds of textile goods, products and machinery, hosiery goods, rubberized cloths, cotton and cotton products, sarees and all items related to sarees, readymade garments, design materials, all kinds of yarns, silk, whether natural or artificial synthetic silk, wool, handicraft, fabrics, textiles, synthetic fabrics, man made or machine made synthetic articles of woollen and worsted materials, fibers of every kind and description or any other like material or thing or otherwise deal in any other allied product or thing and to spin, make produce and process, bleach dye, print, weave, tuft and finish all kinds of fiber, natural, synthetic or man made."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association

Set forth below are details of the changes made to our Memorandum of Association of our Company in the last 10 years:

Date of shareholders' resolution	Details of amendment
October 28, 2014	Clause 1 of III(A) was amended to reflect the following changes in the main objects: "*To carry out and undertake business as manufacturers, producers, processors, designers, buyers, sellers, importer, exporters, stockists, merchandisers, distributors, wholesalers, suppliers, indenture, brokers, agents, commission agents, collaborators, assemblers, refiners, cultivators, packers, contractors, exchangers, providers, job workers, consultants, advisors, transporters and dealers in all kinds of textile goods, products and machinery, hosiery goods, rubberized cloths, cotton and cotton products, sarees and all items related to sarees, readymade garments, design materials, all kinds of yarns, silk, whether natural or artificial synthetic silk, wool, handicraft, fabrics, textiles, synthetic fabrics, man made or machine made synthetic articles of woolen and worsted materials, fibers of every kind and description or any other like material or thing or otherwise deal in any other allied product or thing and to spin, make produce and process, bleach dye, print, weave, tuft and finish all kinds of fiber, natural, synthetic or man made.*" Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10 each to ₹ 32,50,00,000 divided into

Date of shareholders' resolution	Details of amendment
	75,00,000 Equity Shares of ₹ 10 each and 25,00,000 Series A Compulsorily Convertible Cumulative Participatory Preference Shares ("**Series A CCCPS**") of ₹ 100 each.
March 30, 2017	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 32,50,00,000 divided into 75,00,000 Equity Shares of ₹ 10 each and 25,00,000 Series A CCCPS of ₹ 100 each to ₹ 36,00,00,000 divided into 1,10,00,000 Equity Shares of ₹ 10 each and 25,00,000 Series A CCCPS of ₹ 100 each.
January 11, 2018	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 36,00,00,000 divided into 1,10,00,000 Equity Shares of ₹ 10 each and 25,00,000 Series A CCCPS of ₹ 100 each to ₹ 60,00,00,000 divided into 1,10,00,000 Equity Shares of ₹ 10 each, 25,00,000 Series A CCCPS of ₹ 100 each and 24,00,000 Series B Compulsorily Convertible Cumulative Preference Shares ("**Series B CCCPS**") of ₹ 100 each.
October 8, 2018	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 60,00,00,000 divided into 1,10,00,000 Equity Shares of ₹ 10 each, 25,00,000 Series A CCCPS of ₹ 100 each and 24,00,000 Series B CCCPS of ₹ 100 each to ₹ 80,00,00,000 divided into 3,10,00,000 Equity Shares of ₹ 10 each, 25,00,000 Series A CCCPS of ₹ 100 each and 24,00,000 Series B CCCPS of ₹ 100 each.
July 1, 2021	Clause I of the MoA was amended to reflect the change the name of our Company from "Go Fashion (India) Private Limited" to "Go Fashion (India) Limited".
August 9, 2021	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 80,00,00,000 divided into 3,10,00,000 Equity Shares of ₹ 10 each, 25,00,000 Series A CCCPS of ₹ 100 each and 24,00,000 Series B CCCPS of ₹ 100 each to ₹ 1,050,000,000 divided into 56,000,000 Equity Shares of ₹ 10 each, 25,00,000 Series A CCCPS of ₹ 100 each and 24,00,000 Series B CCCPS of ₹ 100 each.

Major events and milestones

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Events and Milestones
2010	Incorporation of our Company
2011	Opening of first Kiosk in Chennai
2014	Investment by Sequoia Capital India Investments IV
2014	Opening of the first store in Chennai
2018	Investment by India Advantage Fund S4 I
2020	Crossed the 400th store milestone with presence across 100 Cities

Key awards, accreditations and recognition

The table below sets forth some of the significant awards and accreditations received by our Company:

Calendar Year	Awards, accreditations and recognitions
2019	Our Company received 'Sustaining Enterprise of the Year' at the TIECON, Chennai
2019	Our Company received 'Transforming India Retail Award' for transformational contribution to Indian apparel and retail industry
2016	Our Company received 'Images Retail Award' for Images most admired retailer of the year – Concept Stores

Significant financial or strategic partnerships

Our Company does not have any financial and strategic partners as on the date of this Draft Red Herring Prospectus.

Time/ cost overrun in setting up projects

Our Company has not experienced time/ cost overrun in setting up projects.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of stores

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see '*Our Business*' and '- *Major events and milestones*' on pages 149 and 177.

Defaults or rescheduling of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there are no defaults or rescheduling of borrowings with financial institutions/ banks.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets in the preceding 10 years.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Joint Ventures of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries. Our Company had a wholly-owned subsidiary, Go Fashion FZE, which was liquidated during the Financial Year ended March 31, 2019.

Summary of Key Agreements and Shareholders' Agreements

Amended and Restated Shareholders' Agreement dated January 10, 2018 executed between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi (collectively, the "Original Promoters"), Sequoia Capital India Investments IV ("Investor 1") and India Advantage Fund S4 I, acting through its trustee IDBI Trusteeship Services Limited ("Investor 2" and such agreement, the "SHA"), read with the deed of adherence dated May 25, 2018 executed between Investor 1, Investor 2 and Dynamic India Fund S4 US I ("Investor 3") and deed of adherence dated January 29, 2020 executed between Investor 1, Investor 2, Investor 3, the Original Promoters, Prahlad Rai, VKS Family Trust and PKS Family Trust and amendment agreement dated August 9, 2021 executed between our Company, Investor 1, Investor 2, Investor 3, Original Promoters, VKS Family Trust and PKS Family Trust (the "Amendment Agreement").

The SHA was entered into to amend and restate the shareholders' agreement dated November 8, 2014 executed between our Company, the Original Promoters, and Investor 1, and record the *inter-se* rights and obligations by virtue of the respective shareholding of the parties in our Company, the management of our Company and certain other matters. Our Company also entered into a deed of adherence dated May 25, 2018 with the Original Promoters, Investor 1, Investor 2 and Investor 3, through which two Equity Shares and 192,226 Series B CCCPS were transferred by Investor 2 to Investor 3. Our Company, the Original Promoters, Prahlad Rai, VKS Family Trust and PKS Family Trust also entered into a letter of waiver and consent dated January 29, 2020, through which consent was sought by Rahul Saraogi and Gautam Saraogi from Investor 1, Investor 2 and Investor 3 for transferring equity shared held by them to Prahlad Rai. Subsequently, our Company entered into a deed of adherence dated January 29, 2020 with Investor 1, Investor 2, Investor 3, the Original Promoters, Prahlad Rai, VKS Family Trust and PKS Family Trust through which 14,999,880 Equity Shares were transferred by Prahlad Rai to each of VKS Family Trust and PKS Family Trust.

Pursuant to the SHA, each of Investor 1 and Investor 2 (collectively, the "**Investors**") have the right to nominate such number of non-executive directors on the Board as is proportionate to their respective shareholding, subject to a minimum of two directors by Investor 1 and one director by Investor 2. The Original Promoters have the right to nominate four directors out of whom Prakash Kumar Saraogi and Gautam Saraogi will remain on the Board at all times, till Investor 1 and Investor 2 are the shareholders of our Company. Further, each of Investor 1 and

Investor 2 have the right to appoint one non-voting observer on the Board as well as on each committee of the Board, and such non-voting observers have the right to attend all meetings of the Board and the relevant committees, respectively, and are entitled to receive all notices and correspondences issued to the members of the Board or the relevant committee of the Board, as the case may be.

The SHA also provides for certain inspection rights to the Investors, such as inspection of properties, assets, corporate, financial and other records of our Company. The Investors have also agreed to be subject to certain restrictions and obligations in relation to transfer of shareholding by the Investors, including providing inter-se rights of first offer, tag along rights and drag along rights.

Further, the Investors have affirmative voting rights in relation to various reserved matters, requiring prior written approval of the respective Investors in order for our Company to undertake certain matters, including among others: (i) amendment to the charter documents; (ii) any change in the authorised, issued, subscribed or paid-up share capital of our Company, including any re-organisation of the share capital, any new issue of equity securities (including warrants) or any preferential issue of shares or redemption or cancellation or otherwise reorganising, or altering any rights attaching to, any Equity Shares or equity securities, the issuance of convertible instruments or grant of any options or other rights over shares or other securities; (iii) use of primary proceeds cumulatively above ₹ 5,00,00,000 other than for brand marketing; (iv) availing any loan or financial assistance for an amount in excess of ₹ 5,00,00,000 (in any year when taken in the aggregate) from any bank, financial institution, promoters or director, any creation of encumbrance/ lien against any asset or right of our Company in connection with such loan or financial assistance, any pre-payment/ early repayment of such loan or financial assistance; (v) any change in the constitution, number or structure of the Board; and (vi) an initial public offering, as per the terms of the SHA.

Pursuant to the terms of the Amendment Agreement, except as stated below, all rights of the parties to the SHA shall stand automatically terminated upon the commencement of listing and trading of the Equity Shares of our Company on the Stock Exchanges pursuant to the Offer. As per the Amendment Agreement, upon listing, Investor 1 and Investor 2 and Investor 3 (together) have the right to nominate 1 (one) nominee director to the Board of the Company. However, such surviving rights will only entail so long as each of the (a) Investor 1 holds at least 10% (ten percent) of the share capital of our Company (on a fully diluted basis); and (b) Investor 2 and Investor 3 (together) holds at least 10% (ten percent) of the share capital of our Company (on a fully diluted basis. Further, if the holding of any of the (a) Investor 1; and (b) Investor 2 (together with Investor 3) in share capital of our Company (on a fully diluted basis) goes below 10% (ten percent), such nomination rights will be extinguished forever with respect to such Investor, whose shareholding goes below 10%. However, the rights as above will be subject to approval of the Shareholders in the first general meeting convened after Listing, in accordance with applicable regulatory requirements.

Share subscription agreement dated November 8, 2014 between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi and Sequoia Capital India Investments IV ("SSA 1")

On November 8, 2014, our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi and Sequoia Capital India Investments IV entered into the SSA 1 for subscription by Sequoia Capital India Investments IV to securities constituting (i) 18,74,709 Series A CCCPS and 10 Equity Shares, in the first trance, and (ii) 6,24,906 Series A CCCPS, in the second tranche.

Share subscription agreement dated January 10, 2018 between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi and India Advantage Fund S4 I, acting through its trustee IDBI Trusteeship Services Limited ("SSA 2")

On January 10, 2018, our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi and India Advantage Fund S4 I, acting through its trustee IDBI Trusteeship Services Limited, entered into the SSA 2 for subscription by India Advantage Fund S4 I to securities constituting 23,99,860 Series B CCCPS and 20 Equity Shares.

Key terms of other subsisting material agreements

Our Company has not entered into any subsisting material agreements other than in the ordinary course of business of our Company, other than mentioned in '- *Summary of Key Agreements and Shareholders' Agreements'* on page 178. The Company and the Promoters confirm that there are no other agreements and the clauses/ covenants which are material which need to be disclosed and that there are no other clauses/ covenants which are adverse/ pre-judicial to the interest of the public shareholders. Further, there are no other agreements, deed of assignments,

acquisition agreements, shareholders agreement, inter-se agreements, agreements of like nature other than disclosed in this Draft Red Herring Prospectus.

Agreements with Key Managerial Personnel, Director or any other employee

There are no agreements entered into by our Key Managerial Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company. There are no profit sharing arrangements involving the Company, Promoters, Promoter group, Directors and Shareholders.

Guarantees given by our Promoters offering their Equity Shares in the Offer for Sale

Except as stated below, no guarantee has been issued by our Promoters offering their Equity Shares in terms of the Offer for Sale:

Our Promoters, VKS Family Trust and PKS Family Trust (collectively, the '**Borrowers**'), have pledged their shares aggregating to 16.56% of the paid-up Equity Share Capital (on a fully diluted basis) of the Company against a facility availed from Tata Capital Financial Services Limited amounting to ₹ 400 million. Pursuant to the terms of the facility, in the event of an initial public offering by the Company, the Borrowers/ the security providers, including among others, VKS Family Trust, PKS Family Trust, Vinod Kumar Saraogi, Prakash Kumar Saraogi, Usha Devi Saraogi and Pushpa Devi Saraogi are required to tender such number of equity shares of the Company, in the offer for sale category, that the post-tax realisation is sufficient to prepay the facility. The duration of the guarantee is the tenure of the facility availed. In the event of any default of the terms and conditions of the facility, the Borrowers shall be liable for the repayment obligations in accordance with the terms and conditions of the facility.

OUR MANAGEMENT

Under the Articles of Association, our Company is authorised to have a minimum of three Directors and a maximum of up to 15 Directors. As on the date of this Draft Red Herring Prospectus, our Company has seven Directors, comprising of two Executive Directors, two Non-Executive Directors and three Independent Directors, including one woman Independent Director. The Chairperson of our Board, Srinivasan Sridhar, is an Independent Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations.

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

Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (in years)	Directorships in other companies
Prakash Kumar Saraogi *Designation*: Managing Director *Address:* Flat No. 6 A, Nithyashree Apartments, Chamiers Road, RA Puram, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028 *Occupation*: Business *Date of birth:* November 4, 1958 *Term:* Five years with effect from June 30, 2021 and liable to retire by rotation *Period of Directorship:* Director since September 9, 2010 and Managing Director since June 30, 2021 *DIN:* 00496255	62	• Agniti Industrial Parks Private Limited • Atyant Capital Advisors Private Limited • Mahalakshmi Electronics Private Limited • Meridian Global Ventures Private Limited • Winwind Power Energy Private Limited
Gautam Saraogi *Designation*: Executive Director and Chief Executive Officer *Address:* Flat No. 6 A, Nithyashree Apartments, 51, Chamiers Road, RA Puram, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028 *Occupation*: Business *Date of birth:* October 24, 1988 *Term:* Liable to retire by rotation *Period of Directorship:* Director since September 9, 2010 *DIN:* 03209296	32	• Agniti Industrial Parks Private Limited • Meridian Global Ventures Private Limited • Renova Enertech Private Limited • Vinmir Resources Private Limited • Winwind Power Energy Private Limited
Rahul Saraogi *Designation*: Non-Executive Director *Address:* Flat No. 5 A, Nithyashree Apartments, 51, Chamiers Road, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028 *Occupation*: Business *Date of birth:* February 23, 1979	42	• Agniti Industrial Parks Private Limited • Atyant Capital Advisors Private Limited • Cygni Energy Private Limited • Invenire Energy Private Limited • Invenire Petrodyne Limited • JEKPL Private Limited • Jupiter Wagons Limited • Mahalakshmi Electronics Private Limited • Meridian Global Ventures Private Limited • S.R.V. Home Appliances Private Limited

Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (in years)	Directorships in other companies
Term: Liable to retire by rotation *Period of Directorship:* Director since September 9, 2010 *DIN:* 00496259		• Meridian Overseas (Singapore) Pte Limited
Ravi Shankar Ganapathy Agraharam Venkataraman *Designation*: Non-Executive Nominee Director (Nominee of Sequoia Capital India Investments IV) *Address:* Villa GW09, 77 Degree East, 77 Town Center, Yemlur Main Road, Yemlur, Marathalli, Bengaluru 560 037 *Occupation*: Business *Date of birth:* April 4, 1978 *Term:* Not liable to retire by rotation *Period of Directorship:* Additional Director since December 2, 2014 and appointed as Non-Executive Nominee Director since December 3, 2014 *DIN:* 02604007	43	• Capfloat Financial Services Private Limited • Faces Cosmetics India Private Limited • Finova Capital Private Limited • Fintech Blue Solutions Private Limited • Five-Star Business Finance Limited • Homevista Décor and Furnishings Private Limited • India Shelter Finance Corporation Limited • Indigo Paints Limited* • K12 Techno Services Private Limited • Prataap Snacks Limited • Rebel Foods Private Limited • Rupeek Fintech Private Limited • Sequoia Capital India Advisors Private Limited • Suburban Diagnostics (India) Private Limited • Think and Learn Private Limited • Eruditus Learning Solutions Pte Limited
Srinivasan Sridhar *Designation*: Chairperson and Independent Director *Address:* D 905, Ashok Towers, Dr SS Rao Road, Mumbai, Maharashtra 400 012 *Occupation*: Management Consultant *Date of birth:* May 9, 1951 *Term:* Five years with effect from July 22, 2021 *Period of Directorship:* Since July 22, 2021 *DIN:* 00004272	70	• BSE Administration & Supervision Limited • Essfore Consultancy Services Private Limited • Evyavan Assets Management Limited • Evyavan Capital Advisors Limited • Evyavan Capital Limited • GVFL Trustee Company Private Limited • IIFL Home Finance Limited • India Mortgage Guarantee Corporation Private Limited • Jubilant Pharmova Limited • Sewa Grih Rin Limited • Shriram Transport Finance Limited • Strategic Research and Information Capital Services Private Limited • Strides Pharma Science Limited • Universal Trustees Private Limited
Rohini Manian *Designation*: Independent Woman Director *Address:* No. 3, Venus Colony, 2nd Street, Alwarpet, Chennai, Tamil Nadu 600 018 *Occupation*: Professional *Date of birth:* August 12, 1992 *Term:* Five years with effect from June 30, 2021 *Period of Directorship:* Since June 30, 2021	28	• Global Adjustments Foundation • Global Adjustments Services Private Limited

Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (in years)	Directorships in other companies
DIN: 07284932		
Dinesh Madanlal Gupta *Designation*: Independent Director *Address:* 445, Gokhale Cross Road, Model Colony, Behind Mafatlal Bunglow, Shivajinagar Pune, Maharashtra 411 016 *Occupation*: Business *Date of birth:* August 6, 1961 *Term:* Five years with effect from June 30, 2021 *Period of Directorship:* Since June 30, 2021 *DIN:* 00126225	59	• Agarwal Containers Private Limited • Agarwal Organics Private Limited • Vishal Containers Private Limited • Agarwal Packaging Private Limited

**Resigned as the nominee director on March 2, 2020 and reappointed as the alternate director on March 11, 2020.*

Brief profiles of our Directors

Prakash Kumar Saraogi is the Managing Director of our Company. He is a promoter of our Company and has over 28 years of experience in garment manufacturing, fashion industry and retail industry. He holds a bachelor's degree in chemical engineering from Anna University, Chennai.

Gautam Saraogi is an Executive Director and the Chief Executive Officer of our Company. He is a promoter of our Company and has over 10 years of experience in consumer retail, marketing, brand building and garment manufacturing. He holds a bachelor's degree in commerce from University of Madras, Chennai and an executive diploma in marketing management from Loyola Institute of Business Administration, Chennai. He has received a token of appreciation for his contribution to the Chennai Retail Summit 2018.

Rahul Saraogi is a Non-Executive Director of our Company. He is a promoter of our Company and has over 10 years of experience in the garment industry. He holds a bachelor's degree in science from University of Pennsylvania, Philadelphia, United States. He is the founder director of Atyant Capital Advisors Private Limited.

Ravi Shankar Ganapathy Agraharam Venkataraman is a Non-Executive Nominee Director of our Company. He holds a bachelor's degree in computer science and engineering from Bharathidasan University, Tiruchirapalli and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He has over 15 years of experience in private equity funds. Previously, he was associated with McKinsey & Company, Inc. Presently, he is associated with Sequoia Capital India LLP, where he acts as the managing partner.

Srinivasan Sridhar is the Chairperson of our Board and an Independent Director of our Company. He holds a bachelor's degree in science from Bangalore University, a diploma in systems management from University of Bombay, Mumbai and master's degree in science from Indian Institute of Technology, Delhi. He has over 38 years of experience in commercial and development banking and is an associate of the Indian Institute of Bankers. Previously he was the chairman and managing director of National Housing Bank and Central Bank of India, the executive director of Export Import Bank of India and was also associated with the State Bank of India. He has been felicitated with honorary fellowship by the Indian Institute of Banking and Finance in recognition of his invaluable contribution in the field of banking and finance.

Rohini Manian is an Independent Director of our Company. She has a bachelor's degree in science from Northeastern University, Boston, Massachusetts. She has over 8 years of experience in real estate and management space. Previously, she was associated with Radiance Realty Developers India Limited. Presently, she is the director of Global Adjustments Services Private Limited

Dinesh Madanlal Gupta is an Independent Director of our Company. He has completed his higher secondary education from Maharashtra State Board of Secondary and Higher Secondary Education. He has over 37 years of

experience in the transport and manufacturing industry. Presently, he is the joint managing director of Agarwal Packaging Private Limited.

Relationship between Directors

Except for (i) Gautam Saraogi, who is the son of Prakash Saraogi; and (ii) Rahul Saraogi, who is the nephew of Prakash Kumar Saraogi and cousin of Gautam Saraogi, none of our Directors are related to each other.

Terms of Appointment of our Whole-time Directors

Prakash Kumar Saraogi

Prakash Kumar Saraogi was appointed on our Board at the incorporation of our Company. He has been appointed as the Managing Director of our Company for a period of five years with effect from June 30, 2021, pursuant to the resolution passed by our Board and Shareholders on June 30, 2021 and July 1, 2021, respectively. According to the terms of his employment letter dated July 1, 2021, he is entitled to the following remuneration and perquisites:

Gross Salary: ₹ 13.2 million per annum.

Gratuity: As per the rules of the Company, subject to completion of service of 5 years at the rate of half a month's salary for each year of completed service with effect from June 30, 2021.

Benefits, perquisites and allowances:

- Provision of a car with driver for official purposes and such driver's remuneration/ expense as fixed/ approved by the Board shall be reimbursed to him if he is not provided with Company's driver.
- Free use of Company's mobile phone.
- Reimbursement of medical expenses incurred for himself and family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.
- Actual leave travel expenses, as per the rules of the Company

Reimbursement of expenses: In addition to the remuneration described above, for the period of appointment, reimbursement for travel, hotel and other incidental expenses.

He received a gross remuneration of ₹ 8.68 million in Financial Year 2021 from our Company.

Gautam Saraogi

Gautam Saraogi was appointed on our Board at the incorporation of our Company. He has been appointed as the Chief Executive Officer of our Company with effect from June 30, 2021, pursuant to the resolution passed by our Board and Shareholders on June 30, 2021 and July 1, 2021, respectively. According to the terms of his employment letter dated July 1, 2021, he is entitled to the following remuneration and perquisites.

Gross Salary: ₹ 9 million per annum.

Gratuity: As per the rules of the Company, subject to completion of service of 5 years at the rate of half a month's salary for each year of completed service with effect from June 30, 2021.

Benefits, perquisites and allowances:

- Provision of a car with driver for official purposes and such driver's remuneration/ expense as fixed/ approved by the Board shall be reimbursed to him if he is not provided with Company's driver.
- Free use of Company's mobile phone.
- Reimbursement of medical expenses incurred for himself and family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.
- Actual leave travel expenses, as per the rules of the Company

Reimbursement of expenses: In addition to the remuneration described above, for the period of appointment, reimbursement for travel, hotel and other incidental expenses.

He received a gross remuneration of ₹ 3.47 million in Financial Year 2021 from our Company.

Remuneration paid to our Non-Executive Directors

As on the date of this Draft Red Herring Prospectus, our Non-Executive Directors are not entitled to receive any remuneration or compensation (including sitting fees) from our Company and accordingly no remuneration has been paid to our Non-Executive Directors in Financial Year 2021.

Remuneration paid to our Independent Directors

Our Independent Directors may be entitled to receive independent director fees, as determined by our Board from time to time.

All our Independent Directors were appointed in Financial Year 2022, and accordingly no remuneration was paid to our Independent Directors in Financial Year 2021.

Remuneration paid to our Directors by our subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

Bonus or profit sharing plan for our Directors

Our Company does not have a bonus or profit sharing plan for our Directors.

Contingent and deferred remuneration payable to our Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed in '*Capital Structure – Shareholding of Directors and Key Managerial Personnel in our Company'* on page 80, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except for Ravi Shankar Ganapathy Agraharam Venkataraman, the nominee director of Sequoia Capital India Investments IV, who is appointed in terms of the amended and restated shareholders' agreement dated January 10, 2018, as amended, none of our Directors have any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of our Directors were appointed on our Board or as a member of the senior management. For further details, see '*History and Certain Corporate Matters – Summary of Key Agreements and Shareholders' Agreements*' on page 178.

Service contracts with Directors

There are no service contracts entered into with any Directors, which provide for benefits upon termination of employment.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors, Prakash Kumar Saraogi, Gautam Saraogi and Rahul Saraogi are also promoters of our Group Company and may be deemed to be interested to the extent of payments made between our Company and Group Company if any. For details, please refer to '*Financial Information – Related party disclosure*' on page 238.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, 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 or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer.

For further details regarding the shareholding of our Directors, see '*Capital Structure - Shareholding of our Directors and Key Managerial Personnel in our Company'* on page 80.

Interest in property

Our Company has taken a warehouse on lease from our Group Company, Meridian Global Ventures Private Limited, in which our Directors, Prakash Kumar Saraogi, Gautam Saraogi and Rahul Saraogi are promoters. Our Directors may be deemed to be interested in the leased warehouse. For details see '*Financial Information – Related party disclosure*' on page 238.

Except the warehouse leased to us, none of our Directors are interested in any property acquired by our Company within two years of the date of this Draft Red Herring Prospectus, or presently, proposed to be acquired by it.

Interest in promotion of our Company

Except Prakash Kumar Saraogi, Gautam Saraogi and Rahul Saraogi, none of our Directors have any interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

Loans to Directors

No loans have been availed by our Directors from our Company.

None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Confirmations

Our Director, Srinivasan Sridhar was on the board of directors of Incube Trustee Company Private Limited ("**Incube**'), whose name was included in the list of defaulting companies of the registrar of companies, Ahmedabad ("**RoC Ahmedabad**") in 2017 due to the failure of Incube in filing of the financial statements under Section 137 of the Companies Act. Such non-compliance from Incube led to the deactivation of his DIN. Subsequently, Incube filed for condonation of the non compliance under the Condonation of Delay Scheme, 2018, pursuant to which Incube's name was removed from the list of defaulting entities of the RoC, Ahmedabad in 2018 and the DIN of Srinivasan Sridhar was also activated again. Except as disclosed above for Srinivasan Sridhar, none of our Directors have been or are directors on the board of any company that was or has been directed by any registrar of companies to be struck off from the rolls of such registrar of companies.

None of our Directors are and during the five years prior to the date of this Draft Red Herring Prospectus, have been on the board of any listed company whose shares have been/were suspended from being traded on BSE or NSE.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during the term of their directorship in such companies.

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 as a member 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.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Bharadwaj Thiruvenkata Venkatavaraghavan	September 11, 2018	Cessation as a Non-Executive Nominee Director
Sakshi Vijay Chopra	September 25, 2018	Appointment as a Non-Executive Nominee Director
Prashant Purker	January 19, 2021	Cessation as a Non-Executive Nominee Director
Gagandeep Singh Chhina	January 19, 2021	Appointment as a Non-Executive Nominee Director
Rohini Manian	June 30, 2021	Appointment as an Independent Director*
Dinesh Madanlal Gupta	June 30, 2021	Appointment as an Independent Director*
Prakash Kumar Saraogi	June 30, 2021	Appointment as Managing Director
Gautam Saraogi	June 30, 2021	Appointment as Chief Executive Officer
Gagandeep Singh Chhina	July 13, 2021	Cessation as a Non-Executive Nominee Director
Srinivasan Sridhar	July 22, 2021	Appointment as an Independent Director**
Sakshi Vijay Chopra	July 22, 2021	Cessation as a Non-Executive Nominee Director

** Regularised pursuant to resolution dated July 1, 2021 passed by our Shareholders*
*** Regularised pursuant to resolution dated August 9, 2021 passed by our Shareholders*

Borrowing Powers

Pursuant to our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board and the special resolution passed by our Shareholders, both on August 9, 2021 , our Board has been authorised to borrow sums of money with security or otherwise, which, together with the monies borrowed by our Company (excluding temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business) shall not at any time exceed the amount of ₹ 3,000 million may exceed the aggregate of the paid up capital, free reserves, that is reserves not set apart for any specific purposes for the time being..

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are seven Directors on our Board comprising of two Executive Directors including one Managing Director, two Non-Executive Directors and three Independent Directors, including one woman Independent Director. The Chairperson of our Board, Srinivasan Sridhar is an Independent Director and Prakash Kumar Saraogi is our Managing Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee; and

(d) Corporate Social Responsibility Committee.

In addition to the above committees, our Company has also constituted a Risk Management Committee of the Board.

Audit Committee

The Audit Committee was re-constituted by a resolution of the Board dated August 9, 2021. 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 Audit Committee currently comprises of:

1. Dinesh Madanlal Gupta (Independent Director), c*hairperson*;

2. Srinivasan Sridhar (Chairperson and Independent Director), *member*; and

3. Gautam Saraogi (Chief Executive Officer and Executive Director), *member*.

The quorum necessary for the transaction of business shall be two members or one third of the members of the Audit Committee, whichever is greater with at least two independent directors. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Audit Committee. The Audit Committee shall meet at least four times in a year and not more than 120 days should lapse between two meetings.

Scope and terms of reference:

The Audit Committee shall have powers, including the following:

1) to investigate any activity within its terms of reference;

2) to seek information from any employee;

3) to obtain outside legal or other professional advice;

4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

5) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

The role of the Audit Committee shall include the following:

1) Oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

    b. Changes, if any, in accounting policies and practices and reasons for the same;

    c. Major accounting entries involving estimates based on the exercise of judgment by management;

    d. Significant adjustments made in the financial statements arising out of audit findings;

    e. Compliance with listing and other legal requirements relating to financial statements;

    f. Disclosure of any related party transactions; and

    g. Modified opinion(s) in the draft audit report.

5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

9) scrutiny of inter-corporate loans and investments;

10) valuation of undertakings or assets of the Company, wherever it is necessary;

11) evaluation of internal financial controls and risk management systems;

12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

13) 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;

14) discussion with internal auditors of any significant findings and follow-up thereon;

15) 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;

16) 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;

17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18) reviewing the functioning of the whistle blower mechanism;

19) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 (Rupees One Thousand Million only) or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

21) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

22) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

the Audit Committee shall mandatorily review the following information:

1) Management discussion and analysis of financial condition and results of operations;

2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3) Management letters / letters of internal control weaknesses issued by the statutory auditors;

4) Internal audit reports relating to internal control weaknesses;

5) The appointment, removal and terms of remuneration of the chief internal auditor; and

6) Statement of deviations in terms of the SEBI Listing Regulations:

a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was re-constituted pursuant to a resolution passed by our Board on August 9, 2021. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises of:

1. Dinesh Madanlal Gupta (Independent Director), c*hairperson*;

2. Srinivasan Sridhar (Chairperson and Independent Director), *member*; and

3. Rahul Saraogi (Non-Executive Director), *member*.

Scope and terms of reference:

The role of the Nomination and Remuneration Committee shall include the following:

1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

2) Formulation of criteria for evaluation of performance of Independent Directors and the Board;

3) Devising a policy on Board diversity;

4) 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 shall carry out evaluation of every director's performance (including Independent Director);

5) Analysing, monitoring and reviewing various human resource and compensation matters;

6) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

7) 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;

8) Recommend to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

9) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) 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 the Company and its goals.

10) perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended,

11) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

12) carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated August 9, 2021 , in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises of:

1. Rahul Saraogi (Non-Executive Director), c*hairperson*;

2. Rohini Manian (Independent Director), *member*;

3. Gautam Saraogi (Chief Executive Officer and Executive Director), *member; and*

4. Ravi Shankar Ganapathy Agraharam Venkataraman (Non-Executive Nominee Director), *member.*

Scope and terms of reference:

The role of the Stakeholders' Relationship Committee shall include the following:

1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders

2) resolving the grievances of the security holders of the listed entity 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.;

3) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

4) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

5) review of measures taken for effective exercise of voting rights by shareholders;

6) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

7) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

8) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

CSR Committee

The CSR Committee was re-constituted by a resolution of our Board dated August 9, 2021 and its composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The CSR Committee currently comprises of:

1. Gautam Saraogi (Chief Executive Officer and Executive Director), c*hairperson*;

2. Prakash Kumar Saraogi (Managing Director), *member*;

3. Rahul Saraogi (Non-Executive Director), *member*; and

4. Dinesh Madanlal Gupta (Independent Director), *member*.

Scope and terms of reference:

The role of the CSR Committee shall include the following:

1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (1);

3) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

4) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board dated August 9, 2021. The scope and functions of the Risk Management Committee are in compliance with the Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently comprises of:

1. Gautam Saraogi (Chief Executive Officer and Executive Director), c*hairperson*;

2. Rahul Saraogi (Non-Executive Director), *member*;

3. Srinivasan Sridhar (Chairperson and Independent Director), *member;* and

4. R Mohan (Chief Financial Officer), *member*.

Scope and terms of reference:

The role of the Risk Management Committee shall include the following:

1) Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;

2) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3) Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4) Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

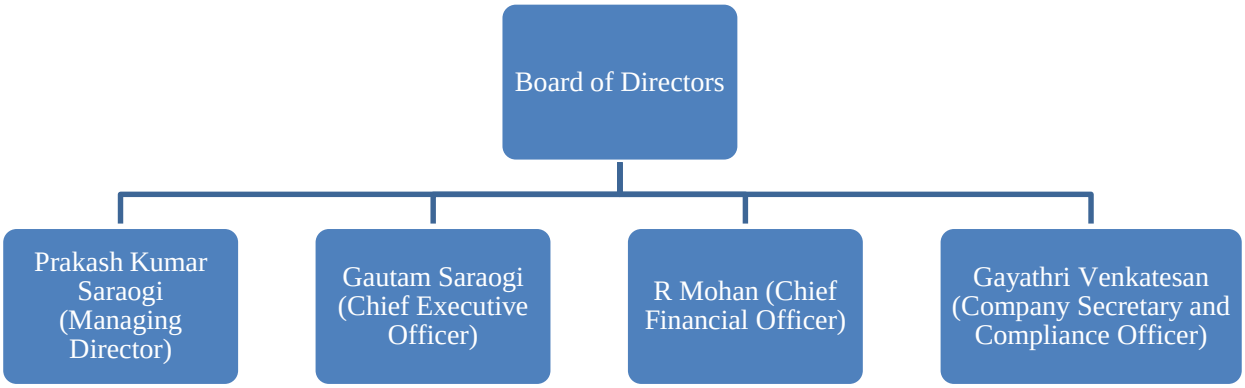
5) Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;

6) Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);

7) To implement and monitor policies and/or processes for ensuring cyber security; and

8) 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.

Management Organisation Structure



Key Managerial Personnel

In addition to our Managing Director, Prakash Kumar Saraogi and our Chief Executive Officer, Gautam Saraogi whose details are provided in '*Brief Profiles of our Directors*' above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

R Mohan is the Chief Financial Officer of our Company. He is a chartered accountant by profession and has been associated with our Company since April 16, 2019. He holds a bachelor's degree in commerce from Bharathiar University and is a member of the ICAI since November 1991. He has served as the chairman of the Coimbatore Branch of Institute of Chartered Accountant India from 2000 to 2001. He was also a member of economic affairs and taxation panel of Confederation of Indian Industry, Coimbatore from 2016 to 2017. In the Financial Year 2021, he received a gross remuneration of ₹ 11.39 million.

Gayathri Venkatesan is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since October 25, 2019. She holds a bachelor's degree in commerce from University of Madras and is an associate member of the Institute of Company Secretaries of India since July 2010. She also holds a post graduate diploma in intellectual property rights law from National Law School, Bangalore and has completed cost and management accountancy with the Institute of Cost and Management Accountants of India. Prior to joining our Company, she was the company secretary in Greta Energy Limited, Kothari Safe Deposits Limited and Parasakthi Trading Company Private Limited. In the Financial Year 2021, she received a gross remuneration of ₹ 1.6 million.

Status of Key Managerial Personnel

All the Key Managerial Personnel are permanent employees of our Company.

Relationship among Key Managerial Personnel

Except for Gautam Saraogi, who is the son of Prakash Kumar Saraogi, none of our Key Managerial Personnel are related to each other.

Bonus or profit sharing plan for the Key Managerial Personnel

There is no bonus or profit sharing plan for the Key Managerial Personnel of our Company.

Shareholding of Key Managerial Personnel in our Company

Other than Gautam Saraogi and Prakash Kumar Saraogi, none of our Key Managerial Personnel hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel

Our Company has not entered into any service contracts, pursuant to which its officers, including its Directors and Key Managerial Personnel, are entitled to benefits upon retirement/termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company including Directors and Key Managerial Personnel, are entitled to any benefit upon termination of employment or superannuation.

Contingent and deferred compensation payable to Key Managerial Personnel

There is no contingent or deferred compensation payable to our Key Managerial Personnel, which does not form part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel

None of our Key Managerial Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business.

Changes in Key Managerial Personnel during the last three years

The changes in our Key Managerial Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below, other than changes to our Managing Director and Chief Executive Officer, which is disclosed in '- *Changes in our Board during the last three years*' on page 186.

Name	Date	Reason
R Mohan	April 1, 2019	Appointment as Chief Financial Officer
Anu Maria Sebastian	August 1, 2019	Cessation as Company Secretary
Gayathri Venkatesan	October 25, 2019	Appointment as Company Secretary

Employee stock option and stock purchase schemes

Our Company has not formulated any employee stock option and stock purchase scheme as of the date of this Draft Red Herring Prospectus.

Payment or Benefit to Key Managerial Personnel of our Company

No non salary related amount or benefit has been paid or given to any officer of our Company 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.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

1. Prakash Kumar Saraogi
2. Gautam Saraogi
3. Rahul Saraogi
4. PKS Family Trust
5. VKS Family Trust

As on the date of this Draft Red Herring Prospectus, our Promoters, who are also the Equity Shareholders, hold in aggregate 29,999,940 Equity Shares, which constitutes 57.47% of the pre-Offer issued Equity Share capital (on a fully diluted basis) of our Company. For details on shareholding of our Promoters in our Company, see '*Capital Structure*' on page 70.

Details of our Promoters

Prakash Kumar Saraogi

Prakash Kumar Saraogi, born on November 4, 1958, aged 62 years, is our Promoter and Managing Director. He is a resident of, Flat No. 6 A, Nithyashree Apartments, Chamiers Road, RA Puram, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028. For the complete profile of Prakash Kumar Saraogi along with the details of his educational qualification, experience in the business, positions/posts held in past, directorship, special achievements, his business and financial activities, see '*Our Management*' on page 181.

The permanent account number of Prakash Kumar Saraogi is AAGPK8637H, Aadhaar card number is 4922 0804 7706 and his driving license number is TN06 20100007209.

Gautam Saraogi

Gautam Saraogi, born on October 24, 1988, aged 32 years, is our Promoter and CEO. He is a resident of, Flat No. 6 A, Nithyashree Apartments, 51, Chamiers Road, RA Puram, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028. For the complete profile of Gautam Saraogi along with the details of his educational qualification, experience in the business, positions/posts held in past, directorship, special achievements, his business and financial activities, see '*Our Management*' on page 181.

The permanent account number of Gautam Saraogi is AAOPS9303G, Aadhaar card number is 4423 0723 5959 and his driving license number is F/TN/07X/026590/2006.

Rahul Saraogi

Rahul Saraogi, born on February 23, 1979, aged 42 years, is our Promoter and Non-Executive Director. He is a resident of, Flat No. 5 A, Nithyashree Apartments, 51 Chamiers Road, Raja Annamalipuram, Raja Annamalipuram, Chennai, Tamil Nadu, 600 028. For the complete profile of Rahul Saraogi along with the details of his educational qualification, experience in the business, positions/posts held in past, directorship, special achievements, his business and financial activities, see '*Our Management*' on page 181.

The permanent account number of Rahul Saraogi is AACPS3343J, Aadhaar card number is 8664 4073 4811 and his driving license number is F/TN/07X/007389/2004.

Our Company confirms that the permanent account number, bank account number and passport number of our individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

PKS Family Trust

Trust Information

PKS Family Trust was formed pursuant to a trust deed dated July 1, 2019. The principal office of PKS Family Trust is located at Meridian House, No 121/3, TTK Road Alwarpet, Chennai, Tamil Nadu 600 018.

Board of Trustees

The Trustee of PKS Family Trust as on the date of this Draft Red Herring Prospectus are Gautam Saraogi and Prakash Kumar Saraogi. Gautam Saraogi is the managing trustee of PKS Family Trust.

Beneficiaries of PKS Family Trust

The beneficiaries of PKS Family Trust include (i) Prakash Kumar Saraogi; (ii) Pushpa Devi Saraogi; (iii) Gautam Saraogi; (iv) Nidhi Saraogi; and (v) Samar Saraogi ("**Immediate Beneficiaries**"). Further, such persons who shall be descendants of Gautam Saraogi and Nidhi Saraogi (including after-born children) both male and female lines how low so ever and spouses of such descendants shall be added to the list of beneficiaries (with Immediate Beneficiaries, the "**Beneficiaries**").

Objects and Function

The overall objective of PKS Family Trust is to provide for well-being of the Beneficiaries. Other objects, *inter alia*, include (i) to ensure perpetuation and growth of the family (including descendants) of Prakash Kumar Saraogi and business; (ii) to retain close family bonds and ensure unity amongst the family members; and (iii) to uphold the family name and reputation and ensure that the heritage is passed to the Beneficiaries.

Change in control

There has been no change in control of PKS Family Trust in the three years immediately preceding the date of this Draft Red Herring Prospectus.

VKS Family Trust

Trust Information

VKS Family Trust was formed pursuant to a trust deed dated July 1, 2019. The principal office of VKS Family Trust is located at Meridian House, No 121/3, TTK Road Alwarpet, Chennai, Tamil Nadu 600 018.

Board of Trustees

The Trustee of VKS Family Trust as on the date of this Draft Red Herring Prospectus are Rahul Saraogi and Vinod Kumar Saraogi. Rahul Saraogi is the managing trustee of VKS Family Trust.

Beneficiaries of VKS Family Trust

The beneficiaries of VKS Family Trust include (i) Vinod Kumar Saraogi; (ii) Usha Devi Saraogi; (iii) Rahul Saraogi; (iv) Ruchita Saraogi; (v) Miraya Saraogi and (vi) Abeer Saraogi ("**Immediate Beneficiaries**"). Further, such persons who shall be descendants of Rahul Saraogi and Ruchita Saraogi (including after-born children) both male and female lines how low so ever and spouses of such descendants shall be added to the list of beneficiaries (with Immediate Beneficiaries, the "**Beneficiaries**").

Objects and Function

The overall objective of VKS Family Trust is to provide for well-being of the Beneficiaries. Other objects, *inter alia*, include (i) to ensure perpetuation and growth of the family (including descendants) of Vinod Kumar Saraogi and business; (ii) to retain close family bonds and ensure unity amongst the family members; and (iii) to uphold the family name and reputation and ensure that the heritage is passed to the Beneficiaries.

Change in control

There has been no change in control of VKS Family Trust in the three years immediately preceding the date of this Draft Red Herring Prospectus

Our Company confirms that the permanent account number and bank account number of PKS Family Trust and VKS Family Trust will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

Other ventures of our Promoters

Other than as disclosed in the section '*Our Management*' on page 181, and as provided below, our Promoters are not involved in any other ventures.

Gautam Saraogi and Rahul Saraogi are partners in Credera International LLP.

Change in the management and control of our Company

There has been no change in the control of our Company in the last five years.

Interests of Promoter and Related Party Transactions

Our Promoters are interested in our Company to the extent that they have promoted our Company and hold Equity Shares in our Company to the extent applicable and dividend and distribution declared thereon, if any. For details on shareholding of our Promoters in our Company, see '*Capital Structure – Notes to Capital Structure – History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding (including Promoters' contribution)*' on page 73. Our Individual Promoters, who are also Directors, may be deemed to be interested to the extent of their remuneration/ fees, benefits and reimbursement of expenses, payable to them, if any. For further details, see '*Our Management*' on page 181.

Except the warehouse leased to us by our Group Company, Meridian Global Ventures Private Limited, our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. For details see '*Financial Information – Related party disclosure*' on page 238.

Further, our Individual Promoters are also directors on the boards, or are shareholders, members or partners, of certain Promoter Group entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group entities. For the payments that are made by our Company to certain Promoter Group entities, see '*Financial Information – Related party disclosure*' on page 238.

Payments or benefits to our Promoter or Promoter Group

Except in ordinary course of business and as disclosed in, '*Our Management*' and '*Financial Information*' on pages 181 and 206 respectively, no amount or benefit has been paid or given to our Promoters or members of our 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 benefit to our Promoter or members of our Promoter Group.

Litigation involving our Promoter

There are no legal and regulatory proceedings involving our Promoter as on the date of this Draft Red Herring Prospectus.

Confirmations

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

None of the companies our Promoters are associated with or companies promoted by any of them, have been delisted or suspended in the past.

Our Promoters are not and have never been director or promoter of a Company which is on the dissemination board of any stock exchanges or a company which has not provided an exit option to the public shareholders.

Our Promoters or companies promoted by the promoters have not been in default in payment of listing fees to any stock exchange in the last three years.

Our Promoters and members of our Promoter Group have not been identified as a wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

Our promoters have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

There have been no material regulatory or disciplinary action by a stock exchange in the past one year of filing of this Draft Red Herring Prospectus against the Promoters or companies promoted by them.

There have been no joint services agreement entered into by the Company with the Promoters and Promoter Group.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Common Pursuits

Other Promoters do not have any direct interest in any venture that is involved in any activities similar to those conducted by our Company.

Experience of our Promoters in the business of our Company

For details in relation to experience of our Promoters in the business of our Company, see '*Our Management*' on page 181.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoters, Prakash Kumar Saraogi, Gautam Saraogi and Rahul Saraogi have given personal guarantees for both the facilities availed by our Company from ICICI Bank Limited and RBL Bank Limited for meeting the working capital requirements of the Company to the extent of ₹ 300 million and ₹ 350 million, respectively. In the event of any default of the terms, conditions, representation, warranties and covenants under the borrowing arrangements by our Company, Prakash Kumar Saraogi, Gautam Saraogi and Rahul Saraogi shall be liable for the repayment obligations of our Company in accordance with the terms and conditions of the personal guarantee. Further, the duration of the personal guarantee is the tenure of the facilities availed by our Company.

Our Promoters, VKS Family Trust and PKS Family Trust (collectively, the '**Borrowers Trusts**'), have pledged their shares aggregating to 16.56% of the paid-up Equity Share Capital (on a fully diluted basis) of the Company against a facility availed from Tata Capital Financial Services Limited amounting to ₹ 400 million. Pursuant to the terms of the facility, in the event of an initial public offering by the Company, the Borrowers Trusts/ the security providers including, amongst others, VKS Family Trust, PKS Family Trust are required to tender such number of equity shares of the Company, in the offer for sale category, that the post-tax realisation is sufficient to prepay the facility. The duration of the guarantee is the tenure of the facility availed. In the event of any default of the terms and conditions of the facility, the Borrowers Trusts shall be liable for the repayment obligations in accordance with the terms and conditions of the facility.

Promoter Group*

A. *Natural persons who are part of the Promoter Group*

The natural persons who are part of the Promoter Group (due to their relationship with our Promoter), other than our Promoter, are as follows:

Name of Promoter	Name of relative	Relationship
Prakash Kumar Saraogi	Mohini Devi	Mother
	Pushpa Devi Saraogi	Spouse
	Vinod Kumar Saraogi	Brother
	Gautam Saraogi	Son
	Priyanka Taparia	Daughter
	Brijlal Gupta	Spouse's Father
	Murali Manohar	Spouse's Brother
	Rashi Lohia	Spouse's Sisters
	Rekha Gupta	Spouse's Sisters
	Anita Goenka	Spouse's Sisters
	Manju Agarwal	Spouse's Sisters
	Nirmala Shorewala	Spouse's Sisters
Rahul Saraogi	Vinod Kumar Saraogi	Father
	Usha Devi Saraogi	Mother
	Ruchita Saraogi	Spouse
	Neha Garodia	Sister
	Abeer Saraogi	Son
	Miraya Saraogi	Daughter
Gautam Saraogi	Prakash Kumar Saraogi	Father
	Pushpa Devi Saraogi	Mother
	Nidhi Saraogi	Spouse
	Priyanka Vivek Taparia	Sister
	Samar Saraogi	Son
	Ajoy Balkrishna Rathi	Spouse's Father
	Nisha Ajoy Rathi	Spouse's Mother
	Manan Ajoy Rathi	Spouse's Brother

* *An exemption application dated August 12, 2021 under Regulation 300 of the SEBI ICDR Regulations has been submitted to SEBI seeking an exemption from considering and disclosing (i) Uma Gupta, Shushila Chudiwala, Suniti Rasiwasia and Shivani Khemka (sisters of one of the Promoters, Prakash Kumar Saraogi), Urmila Devi (sister of the spouse of one of the Promoters, Prakash Kumar Saraogi), Purushottam Agarwal (father of the spouse of one of the Promoters, Rahul Saraogi) and Ravi Agarwal (brother of the spouse of one of the Promoters, Rahul Saraogi) ("**Exempted Individuals**") as members of the 'promoter group' of the Company. (ii) any body corporate in which the Exempted Individuals or any Hindu undivided family or firm where they are members, may hold 20% or more of the equity share capital, or (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital; or (iv) any Hindu undivided family or firm in which the Exempted Individuals may hold 20% or more of the total capital, respectively, in accordance with the SEBI ICDR Regulations.*

B. Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Agniti Industrial Parks Private Limited
2. Atyant Capital Advisors Private Limited
3. AVA Living
4. Brij Lal HUF
5. Corona Creatives
6. Corona International
7. Corona Steel Industry Private Limited
8. Credera International LLP
9. Cygni Energy Private Limited
10. Gupta Traders
11. Hulit Resources Private Limited
12. Idea Ki Dukaan
13. Mahalakshmi Electronics Private Limited
14. Manan Ajoy Rathi HUF
15. Meridian Global Ventures Private Limited
16. Meridian Investments
17. Meridian Overseas (Singapore) Pte Limited
18. Murli Manohar HUF
19. Nidhi Trust
20. Rajasthan Cotton Press Private Limited
21. Rathi Ajay Balkrishna HUF
22. Rathi Engineering LLP
23. Rathi Engineering Solutions Private Limited
24. Renova Enertech Private Limited
25. S.R.V.Home appliances Private Limited
26. Shorewala Paper Industries Private Limited
27. Shorewala Roller Flour Mills Private Limited
28. Unplggd Education LLP
29. Vinmir Resources Private Limited
30. Winwind Power Energy Private Limited

OUR GROUP COMPANY

As per the SEBI ICDR Regulations, for the purposes of identification of group companies, our Company has considered (i) companies (other than the subsidiary) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Financial Information, and (ii) companies as considered material by the Board pursuant to the Materiality Policy.

In relation to (ii) above, according to the Materiality Policy passed by our Board on August 9, 2021, for the purpose of disclosure in this Draft Red Herring Prospectus, companies that are a part of the Promoter Group, with which there were transactions during the last three Financial Years, which individually or in the aggregate, exceed 10% of the total revenue from operations of the Company for the last three Financial Years shall be considered material to be disclosed as a group company in this Draft Red Herring Prospectus.

Accordingly, in terms of the Materiality Policy, our Board has identified Meridian Global Ventures Private Limited as our Group Company. Details of Meridian Global Ventures Private Limited are set forth below.

Meridian Global Ventures Private Limited ("**MGVPL**")

Corporate Information

MGVPL was incorporated as Meridian Apparels Private Limited, as a private limited company under the Companies Act, 1956 on April 6, 1993. Subsequently, the name was changed to Meridian Global Ventures Private Limited on January 7, 2019. The CIN of MGVPL is U18101TN1993PTC024764.

Nature of activities

In accordance with the provisions of the objects clause of its memorandum of association, MGVPL is permitted to carry on the business of manufacturing, dealing, importing, exporting, trading in all types of fabrics, garments, apparels, dresses, fabric products made by woollen, cotton, leather, synthetic materials and any combination thereof.

Financial Performance

The financial information derived from the audited financial results of MGVPL for the Financial Years 2020, 2019 and 2018 are set forth below.

Figures in ₹ million, except earnings per share (Basic) and (Diluted) and net asset value

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
Equity share capital	201.33	201.33	201.33
Reserves (excluding revaluation reserve)	286.77	253.60	191.80
Sales/turnover	693.11	771.80	810.50
Profit/(loss) after tax	33.16	61.80	20.60
Earnings/(loss) per share of face value ₹ 10 each (Basic) (₹)	1.65	3.07	1.02
Earnings/(loss) per share of face value ₹ 10 each (Diluted) (₹)	1.65	3.07	1.02
Net asset value (per share) (₹)	24.24	22.59	19.53

Significant notes of auditors

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Details of losses incurred

MGVPL has not made any losses in the Financial Years 2020, 2019 and 2018.

Sick, Winding up/Insolvency proceedings

As on the date of this Draft Red Herring Prospectus, MGVPL has not been declared sick or defunct within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, and are not under the corporate insolvency resolution process in terms of the Insolvency and Bankruptcy Code, 2016.

Defunct Group Company

During the five years immediately preceding the date of this Draft Red Herring Prospectus, MGVPL has not remained defunct and no application has been made to the relevant registrar of companies for striking off its name.

Nature and extent of interests of MGVPL

As on the date of this Draft Red Herring Prospectus:

(i) In the promotion of our Company

MGVPL does not have any interest in the promotion or formation of our Company.

(ii) In the properties acquired by our Company in the preceding three years before filing this Draft Red Herring Prospectus with the SEBI or proposed to be acquired by our Company

Except the warehouse leased to the Company by MGVPL, it does not have any interest in any property acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it as on date of this Draft Red Herring Prospectus. For details see '*Financial Information – Related party disclosure*' on page 238.

(iii) In transactions for acquisition of land, construction of buildings and supply of machinery

MGVPL does not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Related business transactions within Group Company and significance on the financial performance of our Company

No related business transactions have been entered into between MGVPL and our Company, as on the date of the Restated Financial Information included in this Draft Red Herring Prospectus.

Business interests or other interests

MGVPL does not have any business interest or other interest in our Company.

Common pursuits of MGVPL and our Company

MGVPL is not involved in any kind of common business pursuits with the Company as on the date of this Draft Red Herring Prospectus.

Litigation

There are no pending litigation involving MGVPL, which will have any material impact on our Company.

Other Confirmations

The equity shares of MGVPL are not listed on any stock exchange and MGVPL has not made any public or rights issue in the last three years from the date of this Draft Red Herring Prospectus. Further, MGVPL has not failed to list on any stock exchange in any recognised stock exchange in India or abroad.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during Fiscals 2021, 2020 and 2019, as per the requirements under Ind AS 24 see '*Financial Information – Related party disclosure*' on page 238.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our shareholders at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act together with the applicable rules issued thereunder. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial condition of our Company. Our Company has not adopted a formal policy on dividend distribution. No dividends have been declared and paid by the Company on the Equity Shares as per the Restated Financial Information.

The dividends declared and paid by the Company on the Preference Shares as per the Restated Financial Information:

Particulars	April 1, 2021 till the date of this Draft Red Herring Prospectus	Fiscal 2021	Fiscal 2020	Fiscal 2019
No. of preference shares	48,99,475	48,99,475	48,99,475	48,99,475
Face value per preference share (in ₹)	100	100	100	100
Aggregate Dividend (in ₹)	48995	48,995	48,995	48,995
Dividend per preference share (in ₹)	0.01	0.01	0.01	0.01
Rate of dividend (%)	0.01%	0.01%	0.01%	0.01%
Dividend Distribution Tax (%)	NA	NA	NA	20.56%
Dividend Distribution Tax (in ₹)	NA	NA	NA	10,073

SECTION V – FINANCIAL INFORMATION

FINANCIAL INFORMATION

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Deloitte
Haskins & Sells LLP

Chartered Accountants
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52, Venkatnarayana Road,
T. Nagar,
Chennai - 600 017,
Tamil Nadu, India

Phone: +91 44 6688 5000
Fax: +91 44 6688 5400

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

The Board of Directors

Go Fashion (India) Limited

(Formerly known as Go Fashion (India) Private Limited)

Dear Sirs,

1. We have examined the attached Restated Financial Information of Go Fashion (India) Limited (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at March 31, 2021, 2020 and Restated Standalone Statement of Assets and Liabilities as at March 31, 2019, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity and the Restated Cash Flow Statement for the years ended March 31, 2021 and 2020 and the Restated Standalone Statements of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity and the Restated Standalone Cash Flow Statement for the for the year ended March 31, 2019, the Summary Statement of Significant Accounting Policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 12, 2021 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") 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 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 (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 the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited 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(a) 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 Board of Directors are also responsible for

identifying and ensuring that the Company comply with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such 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 July 17, 2021 in connection with the proposed IPO of equity shares of the Issuer;

   b) The Guidance Note. 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 the audited Ind AS financial statements of the Company as at and for the years ended March 31, 2021, 2020 and 2019 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 June 17, 2021, September 17, 2020 and August 01, 2019 respectively.

5. For the purpose of our examination, we have relied on the reports issued by us dated June 17, 2021, September 17, 2020 and August 01, 2019 on the Ind AS financial statements of the Company as at and for the years ended March 31, 2021, 2020 and 2019 as referred in Paragraph 4 above, which includes the following other matter paragraph (also refer Note 43 of the Restated Financial Information):

   As at and for the year ended March 31, 2020

   Other Matter paragraph

   On account of COVID-19 related lockdown restrictions, management was able to perform year end physical verification of inventories, subsequent to the year end at certain locations. We were not able to physically observe the verification of inventory that was carried out by the Management. Consequently, we have performed alternative procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence – Specific Considerations for Selected Items" and have obtained sufficient audit evidence to issue our unmodified opinion on the statement. Our report on the financial statement is not modified in respect of this matter.

6. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the audit report issued by the other auditors for the respective periods, we report that the Restated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2020 and 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2021;

   b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. 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 mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited 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 DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar

Partner

Membership No. 213649

UDIN: 21213649AAAADH3485

Place: Hyderabad

Date: August 12 ,2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of assets and liabilities

Particulars	Note No.	As at 31-Mar-2021	31-Mar-2020	31-Mar-2019
ASSETS				
Non-current assets				
Property, plant and equipment	**3**	583.81	602.89	473.03
Capital work-in-progress	**4**	85.85	80.84	19.64
Intangible assets	**5**	5.13	7.32	4.91
Right-of-use assets	**6**	2,006.14	1,947.14	1,377.37
Financial assets				
Other financial asset	**7**	236.57	203.07	179.44
Deferred tax assets (net)	**34**	76.47	56.12	31.68
Other non-current assets	**8**	7.86	12.60	1.92
Total non-current assets		**3,001.83**	**2,909.98**	**2,087.99**
Current assets				
Inventories	**9**	809.45	1,058.56	694.95
Financial assets				
Investments	**10**	464.09	88.55	234.47
Trade receivables	**11**	471.39	556.37	400.77
Cash and cash equivalents	**12**	132.03	0.98	106.13
Bank balances other than cash and cash equivalents	**13**	264.83	324.24	330.42
Other financial asset	**14**	71.14	55.43	17.50
Current tax assets (net)	**34**	-	17.97	14.56
Other current assets	**15**	268.91	179.78	154.52
Total current assets		**2,481.84**	**2,281.88**	**1,953.32**
Total assets		**5,483.67**	**5,191.86**	**4,041.31**
EQUITY AND LIABILITIES				
Equity				
Share capital	**16**	789.95	789.95	789.95
Other equity	**17**	2,039.41	2,073.07	1,493.39
Total equity		**2,829.36**	**2,863.02**	**2,283.34**
Liabilities				
Non-current liabilities				
Financial liabilities				
Lease liabilities	**6**	2,173.18	1,794.28	1,440.27
Provision	**18**	21.05	14.20	7.24
Total non-current liabilities		**2,194.23**	**1,808.48**	**1,447.51**
Current liabilities				
Financial liabilities				
Borrowings	**19**	104.39	27.90	82.81
Lease liabilities	**6**	45.86	273.66	15.43
Trade payables	**20**			
Total outstanding dues of micro enterprises and small enterprises		1.74	2.54	0.13
Total outstanding dues of creditors other than micro and small enterprises		105.59	102.10	138.01
Other financial liabilities	**21**	34.07	29.14	15.78
Current tax liabilities (net)	**34**	18.23	-	-
Other current liabilities	**22**	116.48	53.16	48.84
Provisions	**23**	33.72	31.86	9.46
Total current liabilities		**460.08**	**520.36**	**310.46**
Total liabilities		**2,654.31**	**2,328.84**	**1,757.97**
Total equity and liabilities		**5,483.67**	**5,191.86**	**4,041.31**

See accompanying 1 to 44 notes to the restated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar
Partner
Membership No: 213649

Hyderabad, August 12, 2021

For and on behalf of the Board of Directors of
Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi
Director
DIN: 00496255

Gautam Saraogi
Director
DIN: 03209296

R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Chennai, August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of profit and loss

Particulars	Note No.	For the year ended		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
Income				
Revenue from operations	**24**	2,506.68	3,920.14	2,852.47
Other income	**25**	315.84	48.25	57.32
Total income [1]		**2,822.52**	**3,968.39**	**2,909.79**
Expense				
Cost of materials consumed	**26**	488.97	1,062.06	835.37
Purchases of stock-in-trade	**27**	218.17	604.59	284.08
Changes in inventories of finished goods and work-in-progress	**28**	214.45	(367.14)	(174.75)
Subcontracting Charges	**29**	118.19	275.83	204.52
Employee benefit expense	**30**	614.87	619.54	419.63
Finance costs	**31**	205.69	164.72	113.78
Depreciation and amortisation expenses	**32**	604.99	465.72	321.28
Other expenses	**33**	388.54	460.21	483.74
Total expenses [2]		**2,853.87**	**3,285.53**	**2,487.65**
Restated (Loss)/ profit before tax [3]= [1-2]		**(31.35)**	**682.86**	**422.14**
Tax expenses	**34**			
Current tax		26.00	204.65	136.78
Tax related to earlier years		(1.01)	(1.58)	(2.79)
Deferred tax		(20.95)	(46.55)	(21.26)
Total tax expense [4]		**4.04**	**156.52**	**112.73**
Restated (Loss)/ profit after tax [5]= [3-4]		**(35.39)**	**526.34**	**309.41**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Re-measurements of the defined benefit plans [(gain)/ loss]		(2.38)	2.83	(5.07)
Income tax relating to above		0.60	(0.71)	1.48
Total other comprehensive income [6]		**(1.78)**	**2.12**	**(3.59)**
Restated Total comprehensive (loss)/ income for the year [5+6]		**(33.61)**	**524.22**	**313.00**
Earnings per equity share of ₹ 10 each (face value)	**35**			
Basic		(0.68)	10.08	5.93
Diluted		(0.68)	10.08	5.93

See accompanying 1 to 44 notes to the restated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
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For and on behalf of the Board of Directors of
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C Manish Muralidhar
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Membership No: 213649

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Gautam Saraogi
Director
DIN: 03209296

R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Hyderabad, August 12, 2021

Chennai, August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of changes in equity
Share capital

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Equity shares of ₹ 10/- each with voting rights			
Opening balance	300.00	300.00	100.00
Add: Bonus shares issued during the year	-	-	200.00
Closing balance	**300.00**	**300.00**	**300.00**
0.01% Series A Compulsorily convertible cumulative preference shares			
Opening balance	249.96	249.96	249.96
Add: Issued during the year	-	-	-
Closing balance	**249.96**	**249.96**	**249.96**
0.01% Series B Compulsorily convertible cumulative preference shares			
Opening balance	239.99	239.99	239.99
Add: Issued during the year	-	-	-
Closing balance	**239.99**	**239.99**	**239.99**

Other equity

Particulars	Note No.	Securities premium	Retained earning	Total
Balance as at 01-Apr-2018		1,057.93	322.46	1,380.39
Restated profit for the year		-	309.41	309.41
Remeasurements of defined benefit obligations		-	3.59	3.59
Utilised for issue of bonus shares		(200.00)	-	(200.00)
Balance as at 31-Mar-2019		**857.93**	**635.46**	**1,493.39**
Ind AS 116 transition adjustment (Refer Note 41)		-	55.52	**55.52**
Balance as at 01-Apr-2019	**41**	**857.93**	**690.98**	1,548.91
Restated profit for the year		-	526.34	526.34
Dividend including dividend tax thereon		-	(0.06)	(0.06)
Remeasurements of defined benefit obligations		-	(2.12)	(2.12)
Balance as at 31-Mar-2020		**857.93**	**1,215.14**	**2,073.07**
Restated loss for the year		-	(35.39)	(35.39)
Dividend		-	(0.05)	(0.05)
Remeasurements of defined benefit obligations		-	1.78	1.78
Balance as at 31-Mar-2021		**857.93**	**1,181.48**	**2,039.41**

See accompanying 1 to 44 notes to the restated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of the Board of Directors of
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R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Hyderabad, August 12, 2021

Chennai, August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of cashflows

	Particulars	As at		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
	Cash flows from operating activities			
	(Loss) / profit before tax for the year	**(31.35)**	**682.86**	**422.14**
	Adjustments for			
	Depreciation of property, plant and equipment and amortisation of intangible assets	90.36	71.27	47.79
	Liquidation of subsidiary	-	-	70.73
	Loan to subsidiary written off	-	-	34.55
	Property, plant and equipment written off	25.95	19.34	-
	Provision for inventory	31.15	17.85	7.77
	(Gain)/ loss on disposal of property, plant and equipment	-	0.78	(0.05)
	Interest on fixed deposits	(11.85)	(22.79)	(13.28)
	Income from investment on mutual funds	(4.45)	(9.63)	(28.69)
	Finance costs	1.15	0.84	0.18
	Unrealized forex exchange loss (net)	-	0.29	0.06
	Interest recognized on lease liability	202.89	163.88	113.60
	Depreciation recognized on lease assets	514.63	394.45	273.49
	Interest recognized on interest free lease deposits	(294.95)	(12.73)	(9.80)
	Other income from lease accounting	(255.24)	-	-
	Operating profit before working capital changes	**268.29**	**1,306.41**	**918.49**
	Working capital adjustments for:			
	(Increase) / decrease in inventories	217.98	(381.46)	(266.39)
	(Increase) / decrease in trade and other receivables	84.98	(165.06)	(102.24)
	(Increase) / decrease in loans and advances and other assets	252.35	198.62	(133.99)
	(Decrease) / increase in trade payables and other current liabilities	73.39	(215.77)	80.68
	(Decrease) / increase in provisions	1.86	31.86	3.75
	Cash generated from operations	**898.85**	**774.60**	**500.30**
	Income tax paid (net of refunds)	(0.32)	(202.49)	(167.44)
	Net cash flow from operating activities [A]	**898.53**	**572.11**	**332.86**
	Cash flows from investing activities			
	Purchase of mutual funds	(934.45)	(1,524.62)	(403.68)
	Sale of mutual funds	560.65	1,680.17	933.69
	Purchase of Property, plant and equipment and capital work in progress	(99.33)	(280.89)	(260.54)
	Purchase of Intangible asset	(0.95)	(4.06)	(4.44)
	Proceeds from disposal of property, plant and equipment	0.24	0.08	0.25
	Bank deposits opened during the year	(56.92)	(576.84)	(329.26)
	Bank deposits matured during the year	116.33	583.90	-
	Interest received on fixed deposits	11.46	21.90	10.98
	Security deposit placed	(69.61)	(84.29)	-
	Net cash flow used in investing activities [B]	**(472.58)**	**(184.65)**	**(53.00)**
	Cash flows from financing activities			
	Finance costs paid	(1.15)	(0.12)	(0.18)
	Principal repayment of lease liability	(167.29)	(273.66)	(195.16)
	Interest expense on lease rental discounting	(202.90)	(163.87)	(113.60)
	Dividends and dividend distribution tax paid	(0.05)	(0.05)	(0.04)
	Net cash flow used in financing activities [C]	**(371.39)**	**(437.70)**	**(308.98)**
	Net increase / (decrease) in cash and cash equivalents [A+B+C]	**54.56**	**(50.24)**	**(29.12)**
	Cash and cash equivalents at the beginning of the year	(26.92)	23.32	52.44
(a)	**Cash and cash equivalents at the end of the year**	**27.64**	**(26.92)**	**23.32**

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated statement of cashflows

	Particulars	**As at**		
		31-Mar-2021	**31-Mar-2020**	**31-Mar-2019**
(a)	**Comprises**			
	Cash in hand	132.03	0.98	106.13
	Less: Cash credit facility from bank	(104.39)	(2.83)	(82.81)
	Less: Bank overdraft facility from bank	-	(25.07)	-
	Total	**27.64**	**(26.92)**	**23.32**

See accompanying 1 to 44 notes to the restated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar
Partner
Membership No: 213649

Hyderabad, August 12, 2021

For and on behalf of the Board of Directors of
Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi
Director
DIN: 00496255

Gautam Saraogi
Director
DIN: 03209296

R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Chennai, August 12, 2021

1 General Background

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited} ("the Company") was incorporated on September 09, 2010. The Company's registered office is at New No.4, Old No. 144/2, 5th Floor, Sathak Center, Nungambakkam High Road, Chennai - 600 034, Tamilnadu, India. The Company is mainly engaged in the business of manufacture and sale of apparels for women and kids.

Basis of preparation and presentation:

The Restated Financial Information of the Company comprises the Restated Statement of Assets and Liabilities as at 31 March 2021 and 31 March 2020, and Restated Standalone Statement of Assets and Liabilities as at 31 March 2019, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Cash Flows and the Restated Statement of Changes in Equity for the years ended 31 March 2021 and 31 March 2020, and the Restated Standalone Statements of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity and the Restated Standalone Cash Flow Statement for the year ended 31 March 2019 and the Summary Statement of Significant Accounting Policies, and other explanatory notes (collectively referred to as, 'Restated Financial Information'). These Restated Financial Information have been prepared by the management of the Company for the purpose of inclusion in the draft red herring prospectus (the 'Offer Document') prepared by the Company in connection with its proposed Initial Public Offer ('IPO') in terms of the requirements of:
(a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ('Act');
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'); and
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended ('Guidance Note').
These Restated Financial Information have been compiled by the Management from:
audited Ind AS financial statements of the Company as at and for the years ended 31 March, 2021, 2020 and 2019 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 17 June 2021, 17 September 2020 and 01 August 2019.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Statements and are consistent with those adopted in the preparation of financial statements as at and for the year ended March 31, 2021.
These Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited Financial Statements mentioned above.
The Restated Financial Information:
(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2020 and 2019 to reflect the same accounting treatment as per the accounting policy and grouping / classifications followed as at and for the year ended 31 March 2021.
(b) do not require any adjustment for modification as there is no modification in the underlying audit reports.
The Company follows historical cost convention and accrual method of accounting in the preparation of the financial statements, except otherwise stated.

2 Significant accounting policies

2.1 Statement of compliance with Indian Accounting Standards (Ind AS's)

These Restated Financial Information of the Company have been prepared in accordance with Indian Accounting Standard (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.2 Use of fair valuation

The restated financial statements have been prepared on the historical cost basis except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below:-

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would consider those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these restated financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** : Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** : Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** : Inputs are unobservable inputs for the asset or liability.

2.3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. 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 future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the restated financial statements are included in the following notes:

(i) Useful lives of Property, plant and equipment (Refer Note 2.9)
(ii) Assets and obligations relating to employee benefits (Refer Note 2.7)
(iii) Valuation and measurement of income taxes and deferred taxes (Refer Note 2.8)
(iv) Valuation and measurement of Right to Use Assets and Liabilities (Refer Note 2.6)
(v) Impairment of Assets (Refer Note 2.11)
(vi) Impact of COVID 19 on the company

2.4 Revenue recognition

Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for those goods or services. The specific recognition criteria described below must also be met before revenue is recognised. Revenue is recognised as follows:

Sale of goods

Revenue from contracts with customers

Revenue from contracts with customers is recognised upon transfer of control of promised goods/ services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ services.

To recognize revenues, the Company applies the following five-step approach:

• Identify the contract with a customer;
• Identify the performance obligations in the contract;
• Determine the transaction price;
• Allocate the transaction price to the performance obligations in the contract; and
• Recognise revenues when a performance obligation is satisfied.

Revenue from sale of products

Revenue is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts and volume rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Goods and Service Tax (GST) is not received by the Company in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Refund liabilities

A refund liability is the obligation to refund part or all of the consideration received (or receivable) from the customer. The Company has therefore recognised refund liabilities in respect of customer's right to return. The liability is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimate of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

The Company has presented its right to return assets and refund liabilities as required under Ind AS 115 in the financial statements.

Income from gift voucher

Gift voucher sales are recognised when the vouchers are redeemed, and the goods are sold to the customer.

Dividend and Interest Income

Dividend income from investments is recognised when the Company's right to receive payment has been established. Realised Gain from Redemption of Growth oriented mutual fund schemes are recognised in Profit and Loss Account upon receipt of redemption proceeds, and unrealised gain on Mark to Market re-statement of Mutual Funds are measured at Fair Value through Profit and Loss Account as on the Balance Sheet closing date. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.5 Foreign currencies

Determination of functional currency:

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (INR) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR).

Transactions in foreign currency are recorded on the basis of the exchange rate prevailing as on the date of transaction. Monetary assets and liabilities denominated in foreign currency are restated at rates prevailing at the year-end. The net loss or gain arising out of such restatement is dealt with in the Statement of Profit and Loss.

2.6 Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:
(i) the contract involves the use of an identified asset (ii) the company has substantially all of the economic benefits from use of the asset through the period of the lease (iii) the company has the right to direct the use of the asset.

The company as a lessee

At the commencement of the lease, the company recognises a right of use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a leasee, except for leases with a term of 12 months or less (Short term lease) and low value leases. For those Short term and low value leases, the company recognizes the lease payments as an operating expense on a straight line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.
The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.
The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Ministry of Corporate Affairs (MCA) vide its notification dated July 24, 2020, has directed the companies to recognise the short term waivers received on account of Covid 19 pandemic, upto June '21, as other income in the Profit & Loss a/c.

2.7 Employee benefits

Defined contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance and Employee State Insurance, which are recognized in the statement of Profit and loss on accrual basis. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the service entitling them to the contributions.

The Company has no obligation, other than the contribution payable to the provident fund.

Retirement benefit costs and termination benefits

Liabilities for gratuity funded in terms of a scheme administered by the LIC are determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the 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. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

2.8 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

The tax currently payable is based on estimated taxable profit for the year. Estimated taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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 bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax ("MAT") paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

2.9 Property, plant and equipment and Depreciation on Property, Plant and Equipment

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance .

Depreciation is provided for property, plant and equipment on the straight-line method over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
Estimated Useful Life of the various categories of Property, Plant & Equipment in Go Fashions are as below:
1. Plant & Machinery (SLM % 6.33 / 15 years) 2. Vehicles (SLM% 11.88 / 8 years) 3. Furniture (SLM% 9.50 / 10 years) 4. Office Equipments (SLM% 19 / 5 years) 5. Computers (SLM% 31.67 / 3 years)
An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Capital work in progress
Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Intangible assets
Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

Intangible assets comprise of computers and are amortized on a straight line basis over their estimated useful lives of 3 years. The estimated useful lives of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.11 Impairment
Financial assets (other than fair value)
The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.
The Company applies simplified approach of expected credit loss model for recognising Impairment loss on lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Expected credit loss is the difference between all contractual
cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Non-financial assets
Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

2.12 Inventories
Items of inventory are valued at lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion, and other costs incurred in bringing the inventories to their present location and condition and is net of taxes where applicable. Cost of raw materials, stores and spares, packing material and traded goods is determined on weighted average basis. In case of work-in-process and finished goods, cost includes the actual cost of conversion.

2.13 Provisions and Contingent liabilities
A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.
The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

2.14 Investment

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.
Current investments are carried individually, at fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.
During the year ended March 31, 2019, the Wholly Owned Subsidiary filed an application with Jebal Ali Free Zone ('JAFZA') for removal/striking off its name from the records of the JAFZA. Accordingly, the JAFZA skirted off the name of the Wholly Owned Subsidiary as on 04.02.2019 and liquidated its assets and liabilities.

2.15 Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

A) Financial assets

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets are measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

Foreign exchange gains and losses

The fair value of foreign assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For the foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in statement of profit and loss.

B) Financial liabilities and Equity

Financial liabilities at amortized cost

Financial liabilities are measured at amortized cost using effective interest method.
The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Borrowings & Security Deposits

Any difference between the proceeds (net of transaction costs) and the repayment amount is recognized in profit or loss over the period of the liability and subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Equity instruments

An equity instrument is contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in 'Other income"
The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in the profit and loss.

2.16 Cash and cash equivalent

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.17 Earnings per share (EPS)

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.18 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.19 Recent Accounting Pronouncements

Amendments to Ind AS 12 - Income Taxes

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019.

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 – Income Taxes. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019.

Amendment to Ind AS 19 - Employee Benefits

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 – Employee Benefits in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019, though early application is permitted.

2.20 Borrowing Cost

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which these occur.

Note No.

3 Property, plant and equipment

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Plant and machinery	80.00	82.39	90.61
Furnitures and fixtures	454.48	464.21	341.75
Vehicles	2.60	3.18	3.82
Office equipment	39.07	39.44	27.50
Computers	7.66	13.67	9.35
Net carrying value	**583.81**	**602.89**	**473.03**

Particulars	Plant and machinery	Furnitures and fixtures	Vehicles	Office equipment	Computers	Total
Gross carrying value						
Balance as at 01-Apr-2018	28.73	237.28	5.33	21.71	19.44	312.49
Additions	69.11	165.66	-	16.62	6.68	258.07
Disposal/adjustments during the year	-	(0.25)	-	-	-	(0.25)
Balance as at 31-Mar-2019	**97.84**	**402.69**	**5.33**	**38.33**	**26.12**	**570.31**
Additions	0.66	189.30	0.02	21.39	8.41	219.78
Disposal/adjustments during the year	(3.91)	(31.98)	-	(2.78)	(3.07)	(41.74)
Balance as at 31-Mar-2020	**94.59**	**560.01**	**5.35**	**56.94**	**31.46**	**748.35**
Additions	2.45	78.60	0.06	12.14	1.08	94.33
Disposal/adjustments during the year	0.04	(39.70)	-	0.27	(0.01)	(39.40)
Balance as at 31-Mar-2021	**97.08**	**598.91**	**5.41**	**69.35**	**32.53**	**803.28**
Accumulated depreciation						
Balance as at 01-Apr-2018	5.36	27.35	0.88	5.60	12.63	51.82
Depreciation expense for the year	1.87	33.65	0.63	5.23	4.14	45.52
Disposal / adjustments during the year	-	(0.06)	-	-	-	(0.06)
Balance as at 31-Mar-2019	**7.23**	**60.94**	**1.51**	**10.83**	**16.77**	**97.28**
Depreciation expense for the year	5.83	50.50	0.66	8.23	4.00	69.22
Disposal / adjustments during the year	(0.86)	(15.64)	-	(1.56)	(2.98)	(21.04)
Balance as at 31-Mar-2020	**12.20**	**95.80**	**2.17**	**17.50**	**17.79**	**145.46**
Depreciation expense for the year	4.88	61.48	0.64	13.15	7.08	87.23
Disposal / adjustments during the year	-	(12.85)	-	(0.37)	-	(13.22)
Balance as at 31-Mar-2021	**17.08**	**144.43**	**2.81**	**30.28**	**24.87**	**219.47**
Net carrying value as at						
31-Mar-2019	90.61	341.75	3.82	27.50	9.35	473.03
31-Mar-2020	82.39	464.21	3.18	39.44	13.67	602.89
31-Mar-2021	80.00	454.48	2.60	39.07	7.66	583.81

*The moveable fixed assets of the company are hypothicated as charge for the purpose of drawing Cash Credit facility with the Bank (Refer Note 19)

4 Capital work-in-progress

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Opening balance	80.84	19.64	17.19
Additions during the year (Net)	5.01	61.20	2.45
(a) Closing balance	**85.85**	**80.84**	**19.64**

(a) The above pertains to expenditure related to the opening of EBO stores and capital work in-progress at warehouse.

Note No. 5 **Intangible assets**

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Software	5.13	7.32	4.91
Total	**5.13**	**7.32**	**4.91**

Particulars	Software
Gross carrying value	
Balance as at 01-Apr-2018	21.20
Additions	4.44
Disposal/Adjustments during the year	-
Balance as at 31-Mar-2019	**25.64**
Additions	4.06
Disposal/Adjustments during the year	0.29
Balance as at 31-Mar-2020	**29.99**
Additions	0.95
Disposal/Adjustments during the year	-
Balance as at 31-Mar-2021	**30.94**
Accumulated depreciation	
Balance as at 01-Apr-2018	18.46
Depreciation expense for the year	2.27
Disposal / adjustments during the year	-
Balance as at 31-Mar-2019	**20.73**
Depreciation expense for the year	2.05
Disposal / adjustments during the year	(0.11)
Balance as at 31-Mar-2020	**22.67**
Depreciation expense for the year	3.14
Disposal / adjustments during the year	-
Balance as at 31-Mar-2021	**25.81**
Net carrying value as at	
31-Mar-2019	4.91
31-Mar-2020	7.32
31-Mar-2021	5.13

Note No.

6 Leases

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 01-Apr-2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Company had used simplified transition approach under Ind AS 116, under which the difference between right-to-use asset and lease liabilities is adjusted against retained earnings as on the date of transition. For the purpose of restated financial information the proforma transition date has been considered as 01 April 2018.

Some leases of office buildings contain extension options exercisable by the Company upto one year before the end of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Company and not by the lessors.

(a) Right-of-use assets

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Opening balance	**1,947.14**	**1,369.46**	**830.51**
Add: Addition during the year	656.77	972.13	820.35
Less: Impact on lease termination	83.14	-	-
Less: Amortised during the year	514.63	394.45	273.49
Total	**2,006.14**	**1,947.14**	**1,377.37**

For details on Restatement adjustments on ROU assets & lease liabilities Refer Note 41

(b) Lease liabilities

The following is the movement in lease liabilities

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Opening balance	**2,067.94**	**1,369.46**	**830.51**
Additions	656.77	972.14	820.35
Impact of lease termination	95.07	-	-
Deletions	-	-	-
Interest	202.90	163.87	113.60
Lease payments	613.50	437.53	308.76
Closing balance	**2,219.04**	**2,067.94**	**1,455.70**
Non-current lease liabilities	2,173.18	1,794.28	1,440.27
Current lease liabilities	45.86	273.66	15.43

For details on Restatement adjustments on ROU assets & lease liabilities Refer Note 41

(c) Lease related expenses debited to Statement of profit or loss

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Interest expense on lease liabilities	202.89	163.88	113.60
Amortisation of right-of-use assets	514.63	394.45	273.49
Expense relating to short-term leases	65.57	110.99	67.50

(d) Contractual maturities of lease liabilities excluding interest thereon on an undiscounted basis

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Balance as at				
31-Mar-2021	618.50	1,978.65	216.88	2,814.03
31-Mar-2020	536.27	1,832.05	310.40	2,678.72
31-Mar-2019	386.93	1,256.96	235.56	1,879.45

(e) Operating lease commitment as lessee

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Expenses recognized in the statement of profit or loss			
a) Minimum lease payments	378.29	501.84	354.52
b) Contingent rent	22.44	32.50	21.74
Total	**400.72**	**534.34**	**376.26**

Variable rent for certain stores is payable in accordance with the lease agreement as the higher of : (a) fixed minimum guarantee amount and (b) revenue share percentage

Agreements with a non-cancellable clause are executed for periods ranging from 6 to 108 months and with cancellable clause ranging from 7 to 108 months.

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.	Particulars	As at 31-Mar-2021	31-Mar-2020	31-Mar-2019
7	**Other financial asset**			
	Non-current			
	[Unsecured, considered good]			
	Security deposits - at amortised cost	236.57	203.07	179.44
	Total	**236.57**	**203.07**	**179.44**
8	**Other non-current assets**			
	Advances for purchase of Property, Plant & Equipment	6.36	12.60	1.92
	Amounts deposited with income tax authorities paid under protest	1.50	-	-
	Total	**7.86**	**12.60**	**1.92**
9	**Inventories**			
	Raw materials	119.10	171.60	165.05
	Work-in-progress	48.03	64.65	141.32
	Finished goods*	411.65	466.17	290.61
	Finished goods [stock-in-trade]	261.82	373.99	105.74
	Less: Provision for inventories	(31.15)	(17.85)	(7.77)
	Total	**809.45**	**1,058.56**	**694.95**
	* Note: Includes stocks in transit	31.71	-	-

a Cost of Inventories pledged as security against current borrowings, details of which have been described in Note 19.
b Cost inventories recognised as expense due to obsolescence amounts to ₹ Nil for the 31-Mar-21 (31-Mar-20: ₹ Nil | 31-Mar-19: ₹ 50.20 Million).
c Provision made for slow moving inventories amounts to ₹ 31.15 Million for the 31-Mar-21 (31-Mar-20: ₹ 17.85 Million | 31-Mar-19: ₹ 7.77 Million).
d For mode of valuation of inventories refer Note 2.12 of Accounting Policies.

10	**Financial Asset - Investments**			
	Current			
	Quoted (at fair value through profit and loss)			
	HDFC Liquid Fund - Direct Plan - Growth Option	232.05	34.50	0.38
	57,360 units as at 31-Mar-2021 (As at 31-Mar-2020: 13,836 units | 31-Mar-2019: 102 units)			
	ICICI Prudential Liquid - Direct Plan - Growth Option	232.04	54.05	-
	761,440 units as at 31-Mar-2021 (As at 31-Mar-2020: 117,446 units | 31-Mar-2019: Nil)			
	HDFC Liquid Fund - Direct Plan - Daily Dividend	-	-	41.02
	Nil units as at 31-Mar-2021 (As at 31-Mar-2020: Nil units | 31-Mar-2019: 40,223 units)			
	ICICI Prudential Liquid - Direct Plan - Daily Dividend	-	-	193.07
	Nil units as at 31-Mar-2021 (As at 31-Mar-2020: Nil units | 31-Mar-2019: 1,928,603 units)			
	Total	**464.09**	**88.55**	**234.47**
	Other disclosures			
	Cost of Investments	461.38	88.55	234.39
	Aggregate value of quoted investments	464.09	88.55	234.47
	Aggregate value of unquoted investments	-	-	-
11	**Trade receivables**			
	Receivables outstanding for a period exceeding six months from the date they became due for payment			
	Unsecured, considered good	46.60	56.61	19.06
	Unsecured, significant increase in credit risk	-	-	0.16
	Less: Allowance for expected credit loss	(2.53)	-	(0.16)
		44.07	**56.61**	**19.06**
	Other receivables			
	Unsecured, considered good	427.32	499.76	381.71
	Total	**471.39**	**556.37**	**400.77**

For details on credit risk for trade receivables, refer Note 40 (C) (v)
Trade Receivables are hypothecated as Security for part of Cash Credit facilities (Refer Note 19)

12	**Cash and cash equivalents**			
	Cash in hand	0.02	0.14	9.64
	Cash with cash collecting agents	6.35	0.84	-
	Balances with			
	Banks in current accounts	121.61	-	90.38
	Credit card companies	4.05	-	6.11
	Total	**132.03**	**0.98**	**106.13**

Note No.	Particulars	As at 31-Mar-2021	31-Mar-2020	31-Mar-2019
13	**Bank balances other than cash and cash equivalents**			
	Margin money deposits	63.38	46.15	28.73
	Other bank deposits*	201.45	278.09	301.69
	Total	**264.83**	**324.24**	**330.42**

* Note: Other bank deposits represents, fixed deposit with banks with original maturity of more than three months.

14	**Other financial asset**			
	Current			
	[Unsecured, considered good]			
	Security Deposits - at amortised cost	70.75	54.54	15.00
	Interest accrued but not due on fixed deposits	0.39	0.89	2.50
	Total	**71.14**	**55.43**	**17.50**
	Includes deposits with Meridian Global Ventures Private Limited (Refer Note 39)	7.20	7.20	7.20

15	**Other current assets**			
	Advances to			
	Suppliers	127.22	17.30	51.72
	Employees	3.91	4.10	1.61
	Others	-	-	-
	Balances with government authorities (other than income taxes)*	78.79	85.40	48.97
	Prepayments	-	-	-
	Prepaid expenses	6.55	4.79	3.75
	Prepaid rent	52.44	68.16	48.47
	Other receivables	-	0.03	-
	Total	**268.91**	**179.78**	**154.52**

* Note: Balance with government authorities relates to input credit entitlements and GST balances and other balances with regulatory authorities.

Note No. 16 **Equity**

Particulars	As at					
	31-Mar-2021		31-Mar-2020		31-Mar-2019	
	No. of shares	₹	No. of shares	₹	No. of shares	₹
Authorised						
Equity shares of ₹ 10/- each with voting rights	3,10,00,000	310.00	3,10,00,000	310.00	3,10,00,000	310.00
Preference shares of ₹ 100/- each	49,00,000	490.00	49,00,000	490.00	49,00,000	490.00
Issued, subscribed and fully paid						
Equity shares of ₹ 10/- each with voting rights	3,00,00,120	300.00	3,00,00,120	300.00	3,00,00,120	300.00
Preference shares 0.01% Series A Compulsorily convertible cumulative preference shares of ₹ 100 each fully paid up ['Series A CCPS']	24,99,615	249.96	24,99,615	249.96	24,99,615	249.96
Preference shares 0.01% Series B Compulsorily convertible cumulative preference shares of ₹ 100 each fully paid up ['Series B CCPS']	23,99,860	239.99	23,99,860	239.99	23,99,860	239.99
Total		**789.95**		**789.95**		**789.95**

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at					
	31-Mar-2021		31-Mar-2020		31-Mar-2019	
	No. of shares	₹	No. of shares	₹	No. of shares	₹
Equity shares of ₹ 10/- each with voting rights						
At the commencement of the year	3,00,00,120	300.00	3,00,00,120	300.00	1,00,00,040	100.00
Issue of bonus shares	-	-	-	-	2,00,00,080	200.00
At the end of the year	**3,00,00,120**	**300.00**	**3,00,00,120**	**300.00**	**3,00,00,120**	**300.00**
Series A CCPS						
At the commencement of the year	24,99,615	249.96	24,99,615	249.96	24,99,615	249.96
Changes during the year	-	-	-	-	-	-
At the end of the year	**24,99,615**	**249.96**	**24,99,615**	**249.96**	**24,99,615**	**249.96**
Series B CCPS						
At the commencement of the year	23,99,860	239.99	23,99,860	239.99	23,99,860	239.99
Changes during the year	-	-	-	-	-	-
At the end of the year	**23,99,860**	**239.99**	**23,99,860**	**239.99**	**23,99,860**	**239.99**

(b) Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a nominal value of ₹ 10. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(c) Terms/ rights attached to preference shares

Paid up preference shares of the Company comprise of:

24,99,615, 0.01% Series A Compulsorily Convertible Cumulative preference shares of Rs 100 each, allotted to Sequoia Capital India Investments IV. The shares are convertible at the option of holder of the preference shares at a fixed number of shares at the ratio of 1:6, upon the earlier of (i) 1 day prior to the expiry of 20 years from the First Closing Date; or (ii) in connection with a IPO, prior to filing of a prospectus by the Company.

23,99,860, 0.01% Series B Compulsorily Convertible Cumulative preference shares of Rs 100 each, allotted to India Advantage Fund S4 I (22,07,634 series) and Dynamic India Fund S4 US I (1,92,226 series). These shares may be converted to equity shares at any time at the option of the shareholder, at a fixed number of shares at the ratio of 1:3, upon the earlier of (i) 1 day prior to the expiry of 20 years from the First Closing Date; or (ii) in connection with a IPO, prior to filing of a prospectus by the Company.

Preference shares carry a preferential right as to dividend over equity shareholders. Where dividend on cumulative preference shares is not declared for a financial year, the entitlement thereto is carried forward. The preference shares are entitled to one vote per share at meetings of the company on any resolutions of the company directly affecting their rights. However, a cumulative preference shareholder acquires voting rights on par with an equity shareholder if the dividend on preference shares has remained unpaid for a period of not less than two years. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares.

During the year 2018-19, the company has allotted bonus shares in the ratio 1:2 for equity shareholders. Preference shareholders are eligible for bonus shares at the time of conversion.

Note No.

(d) Details of shares held by each shareholder holding more than 5% shares

Particulars	As at					
	31-Mar-2021		31-Mar-2020		31-Mar-2019	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹ 10/- each with voting rights						
Mr. Rahul Saraogi*	60.00	0.0002	60.00	0.0002	1,49,99,940	49.99
Mr. Gautam Saraogi*	60.00	0.0002	60.00	0.0002	1,49,99,940	49.99
VKS Family Trust	1,49,99,880	49.99	1,49,99,880	49.99	-	-
PKS Family Trust	1,49,99,880	49.99	1,49,99,880	49.99	-	-
Series A CCPS						
0.01% Series A Compulsorily Convertible Cumulative Preference shares of Rs 100 each fully paid up						
Sequoia Capital India Investments IV	24,99,615	100.0	24,99,615	100.0	24,99,615	100.0
Series B CCPS						
0.01% Series B Compulsorily Convertible Cumulative Preference shares of Rs 100 each fully paid up						
India Advantage Fund S4 I	22,07,634	91.99	22,07,634	91.99	22,07,634	91.99
Dynamic India Fund S4 US I	1,92,226	8.01	1,92,226	8.01	1,92,226	8.01

* Note: Mr. Gautam Saraogi, represents PKS Family Trust & Mr. Rahul Saraogi represents VKS Family Trust, which holds more than 5% of share holding, hence their share holding in their individual capacity is also disclosed.

(e) Details of shares issued for consideration other than cash during the preceding three years

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Equity Shares with Voting rights			
Bonus issue of fully paid up equity shares of ₹ 10/- each with voting rights	-	-	2,00,00,080

Note No.	Particulars	As at 31-Mar-2021	31-Mar-2020	31-Mar-2019
17	**Other equity**			
	Securities premium*			
	Opening balance	**857.93**	**857.93**	**1,057.93**
	Premium on share issued during the year	-	-	-
	Utilised for issue of bonus shares	-	-	(200.00)
	Closing balance	**857.93**	**857.93**	**857.93**
	Retained earnings*			
	Opening balance (Refer Note 41)	**1,215.14**	**635.46**	**322.46**
	Ind AS 116 transition adjustment (Refer Note 41)		55.52	
	Add: Transfer from the statement of profit and loss	(35.39)	526.34	309.41
	Add/ (Less): Remeasurements of defined benefit obligations*	1.78	(2.12)	3.59
	Less : Dividend	(0.05)	(0.05)	-
	Less : Tax on dividend	-	(0.01)	-
	Closing balance	**1,181.48**	**1,215.14**	**635.46**
	Total reserves and surplus	**2,039.41**	**2,073.07**	**1,493.39**

*** Notes:**

(a) Securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act 2013.

(b) Retained earnings represent the amount of accumulated earnings / deficit of the Company, and re-measurement gains/losses on defined benefit plans. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

(c) In accordance with the notification issued by Ministry of Corporate Affairs dated 24-Mar-2021, re-measurement of defined benefit plan shall be recognised as a part of retained earnings with separate disclosure of such item. Accordingly re-measurement of defined benefit plan has been disclosed as part of retained earnings.

18	**Provision**			
	Non-current			
	Provision for employee benefits			
	Gratuity (Refer Note 37)	21.05	14.20	7.24
	Total	**21.05**	**14.20**	**7.24**

19	**Borrowings**			
	Current			
	Secured			
	Cash credit from banks and financial institutions*	104.39	2.83	82.81
	Current account [overdraft]	-	25.07	-
	Total	**104.39**	**27.90**	**82.81**

*** Note on Terms of current borrowings:**

The cash credit facility from Ratnakar Bank Limited ['RBL Bank'] as at 31-Mar-2021 comprising of ₹ 350 Million (31-Mar-2020: ₹200 Million, 31-Mar-2019: ₹200 Million) and ICICI Bank ₹ 300 Million (31-Mar-2020: Nil, 31-Mar-2019: Nil), has been obtained for the purpose of working capital. The facility has been availed for a tenure of 12 months, and is repayable on demand.

The facility is secured by way of an exclusive charge on the entire current assets and moveable fixed assets of the company, both present and future, and an unconditional and irrevocable personal guarantee of Mr. Prakash Saraogi, Mr. Gautam Saraogi and Mr. Rahul Saraogi.

Interest is charged at 0.45% above 1 year MCLR on a monthly basis in case of RBL Bank and at 1.50% above 6 month MCLR in case of ICICI Bank.

Note No.	Particulars	As at 31-Mar-2021	31-Mar-2020	31-Mar-2019
20	**Trade payables**			
	Trade Payables			
	Total outstanding dues of micro enterprises and small enterprises*	1.74	2.54	0.13
	Total outstanding dues of creditors other than micro and small enterprises	105.59	102.10	138.01
	Total	**107.33**	**104.64**	**138.14**

The average credit period on domestic purchases ranges between 30 - 45 days. The Company has financial risk management policies in place to ensure that all the payable are paid within the pre-agreed credit terms.

	*** Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**			
	Principal amount remaining unpaid to any supplier as at the end of the accounting year	1.74	2.54	0.13
	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-
	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-
	The amount of interest due and payable for the year	-	-	-
	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

The above information regarding dues to Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the auditors.

21	**Other financial liabilities**			
	Other current financial liabilities at amortised cost			
	Security deposits	10.28	9.32	6.37
	Capital creditors	17.83	10.41	6.94
	Retention money payable	5.96	9.41	2.47
	Total	**34.07**	**29.14**	**15.78**
22	**Other current liabilities**			
	Statutory dues payable	12.44	12.95	15.62
	Employee benefits payable	43.43	2.18	7.67
	Other payables	60.61	38.03	25.55
	Total	**116.48**	**53.16**	**48.84**
23	**Provisions**			
	Current			
	Provision for employee benefits			
	Gratuity (Refer Note 37)	-	-	-
	Other customer provisions for			
	Sales return on stock lying with LFS partner	12.91	16.36	-
	Discount on stock lying with LFS partner	20.81	15.50	9.46
	Total	**33.72**	**31.86**	**9.46**

	Movement in other customer provision			
	Provision for sales returns			
	Opening balance	16.36	-	-
	Add: Made during the year	12.91	16.36	-
	Less: Utilised during the year	(16.36)	-	-
	Closing balance	**12.91**	**16.36**	**-**
	Provision for discount			
	Opening balance	15.50	9.46	-
	Add: Made during the year	20.81	15.50	9.46
	Less: Utilised during the year	(15.50)	(9.46)	-
	Closing balance	**20.81**	**15.50**	**9.46**

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.	Particulars	For the year ended		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
24	**Revenue from operations**			
A	**Revenue streams**			
	Sale of products			
	Retail Sales	2,691.93	4,061.38	2,931.33
	Less: Discounts provided during the year	(172.45)	(140.33)	(75.44)
	Less: Gift vouchers availed during the year	(19.19)	(14.92)	(18.75)
	Total [A]	**2,500.29**	**3,906.13**	**2,837.14**
	Other operating revenue			
	Scrap sales	6.39	13.90	15.51
	Export incentives	-	0.11	(0.18)
	Total [B]	**6.39**	**14.01**	**15.33**
	Total [A+B]	**2,506.68**	**3,920.14**	**2,852.47**
B	**Disaggregated revenue information**			
	Sales channels			
	Exclusive brand outlets ('EBO')	1,727.62	2,667.13	1,859.23
	Large format stores ('LFS')	551.58	1,030.17	763.86
	Others - Online, distributer and franchisee	221.09	208.83	214.06
	Total	**2,500.29**	**3,906.13**	**2,837.14**
	Sales channels			
	Revenue from retail operations	1,727.62	2,667.13	1,859.23
	Revenue from other than retail operations	772.67	1,239.00	977.91
	Total	**2,500.29**	**3,906.13**	**2,837.14**
25	**Other income**			
	Income on financial assets:			
	Interest on Bank deposits	11.85	22.79	13.28
	Interest on Security deposits measured at amortised cost	39.71	12.73	9.80
	On investments in mutual funds	4.45	9.63	28.69
	Interest on income tax refund	1.30	-	-
	Net gain on foreign exchange transactions and translation	2.24	-	3.27
	Gain on sale of property, plant and equipment (net)	-	-	0.05
	Gain arising from rent concession / early termination of lease arrangements (Refer Note 42)	255.24	-	-
	Miscellaneous income	1.05	3.10	2.23
	Total	**315.84**	**48.25**	**57.32**
26	**Cost of materials consumed**			
	Opening stock of raw materials	171.60	165.05	73.41
	Add: Purchases	436.47	1,068.61	927.01
		608.07	**1,233.66**	**1,000.42**
	Less: Closing stock of raw materials	(119.10)	(171.60)	(165.05)
	Cost of materials consumed	**488.97**	**1,062.06**	**835.37**
	Breakup of cost of material consumed			
	Fabric	419.11	917.61	698.83
	Accessories	48.24	97.39	90.11
	Packing Materials	15.73	23.03	16.09
	Yarn	5.90	24.02	30.34
	Total	**488.98**	**1,062.05**	**835.37**
27	**Purchases of stock-in-trade**			
	Garments	218.17	604.59	284.08
	Total	**218.17**	**604.59**	**284.08**
28	**Changes in inventories of finished goods and work-in-progress**			
	Opening Stock			
	Work-in-progress	64.65	141.32	99.83
	Finished goods and stock-in-trade	840.15	396.34	263.08
		904.80	**537.66**	**362.91**
	Closing Stock			
	Work-in-progress	48.03	64.65	141.32
	Finished goods and stock-in-trade	642.32	840.15	396.34
		690.35	**904.80**	**537.66**
	Total	**214.45**	**(367.14)**	**(174.75)**
29	**Subcontracting Charges**			
	Subcontracting and sample making charges	118.19	275.83	204.52
	Total	**118.19**	**275.83**	**204.52**

Note No.	Particulars	For the year ended		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
30	**Employee benefit expense**			
	Salaries, wages and bonus	572.98	580.41	389.85
	Contribution to provident and other funds (Refer Note 37)	15.18	13.43	8.16
	Gratuity expenses (Refer Note 37)	10.43	7.12	6.79
	Staff welfare expenses (Refer Note 37)	16.28	18.58	14.83
	Total	**614.87**	**619.54**	**419.63**
31	**Finance costs**			
	Interest expense on			
	Cash credit facility	1.15	0.12	0.18
	Delayed payment of income tax	1.65	0.72	-
	Lease rental discounting (Refer Note 6)	202.89	163.88	113.60
	Total	**205.69**	**164.72**	**113.78**
32	**Depreciation and amortisation expenses**			
	Depreciation on property, plant and equipment (Refer Note 3)	87.22	69.22	45.52
	Amortisation of intangible assets (Refer Note 5)	3.14	2.05	2.27
	Amortisation of right-of-use assets (Refer Note 6)	514.63	394.45	273.49
	Total	**604.99**	**465.72**	**321.28**
33	**Other expenses**			
	Power & fuel	41.96	39.55	22.09
	Sales promotion expenses	63.61	71.20	53.14
	Freight and handling charges	41.72	47.40	37.14
	Rent (Refer Note 6)	65.57	110.99	67.50
	Repairs and maintenance			
	Buildings	48.87	55.34	39.94
	Machinery	0.13	0.42	1.70
	Others	17.53	23.57	29.69
	Communication expenses	7.08	6.39	4.89
	Printing and stationery	2.65	3.80	2.87
	Travelling and conveyance	8.75	16.24	18.17
	Rates and taxes	6.68	10.77	5.61
	Legal and professional charges	8.82	11.08	13.93
	Payment to auditor (Refer Note (a) below)	1.65	1.86	1.84
	Expenditure on corporate social responsibility (Refer Note (b) below)	16.81	0.61	2.58
	Cash collection charges	8.99	11.21	7.89
	Net loss on foreign exchange transactions and translation	-	1.44	-
	Loss on sale of property, plant and equipment (net)	-	0.78	-
	Bank charges	11.34	16.10	9.84
	Investment written off (Refer Note 39 B)	-	-	70.73
	Loan written off (Refer Note 39 B)	-	-	34.55
	Property, plant and equipment written off	25.95	19.34	-
	Obsolete stock written off	-	-	50.20
	Provision for expected credit impairments	2.53	-	-
	Miscellaneous expenses	7.90	12.12	9.44
	Total	**388.54**	**460.21**	**483.74**
(a)	**Payment to auditor**			
	Statutory audit	1.65	1.65	1.60
	Tax audit	-	-	0.16
	Certification Fees	-	0.19	0.08
	Reimbursement of expenses	-	0.02	-
	Total	**1.65**	**1.86**	**1.84**
(b)	**Corporate social responsibility (CSR)**			
	Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013	9.98	6.32	3.08
	Amount spent during the year			
	In cash			
	(i) Construction / acquisition of any asset	-	-	-
	(ii) On purposes other than (i) above:	-	-	-
	Promoting preventive health care	-	0.61	2.58
	Promoting education	16.18	-	-
	Conservation of natural resources and other allied areas	0.63	-	-

Note No.

34 Deferred tax assets and liabilities (net)

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Deferred tax assets	76.47	56.12	31.68
Deferred tax liabilities	-	-	-
Net deferred tax asset/ (liability)	**76.47**	**56.12**	**31.68**

(a) Components of deferred tax asset /(liability)

Deferred tax asset			
Property, plant and equipment and intangible assets	12.72	3.81	0.69
Employee benefits	8.74	6.96	5.46
Preliminary expenses disallowed	0.79	1.57	2.72
Bad debts	0.64	-	-
Right-to-use asset	53.58	43.78	22.81
Gross deferred tax asset	**76.47**	**56.12**	**31.68**
Net deferred tax asset/ (liability) (net)	**76.47**	**56.12**	**31.68**

(b) Current tax assets and liabilities (net)

Provision for taxation	19.53	188.42	136.78
Less: Taxes paid	(1.30)	(206.39)	(151.34)
Net current tax asset/ (current tax liability)	**18.23**	**(17.97)**	**(14.56)**

(c) Tax expenses

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Current tax in respect of			
Current year	26.00	204.65	136.78
Prior years	(1.01)	(1.58)	(2.79)
Deferred Tax			
Temporary differences recognised as DTA	(20.95)	(46.55)	(21.26)
Total	**4.04**	**156.52**	**112.73**
Deferred Tax			
Provision for employee benefits	(1.78)	(1.50)	(0.50)
Difference between book balance and tax balance of property, plant and equipment	(8.91)	(3.12)	0.84
Bad debts	(0.64)	-	-
Right-to-use asset	(9.80)	(43.79)	(22.81)
Preliminary expenses allowed	0.78	1.15	2.69
	(20.35)	**(47.26)**	**(19.78)**
Less: Income tax recognized on other comprehensive income	(0.60)	0.71	(1.48)
Total deferred tax expense recognised in statement of profit and loss	**(20.95)**	**(46.55)**	**(21.26)**

(d) Reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Restated (Loss) / profit before tax [A]	(31.35)	682.86	422.14
Income tax rate [B]	25.17%	25.17%	29.12%
Income tax expense [A*B]	**(7.89)**	**171.86**	**122.93**
Expenses that are not deductible in determining taxable provision	4.23	0.15	7.51
Tax - exempt income	-	(1.23)	(8.37)
Other Comprehensive income	(0.60)	0.71	(1.48)
Deductible Notional Income	(0.68)		
Benefits under Chapter VIA	(5.89)	(7.11)	(1.46)
Others	15.88	(6.28)	(3.61)
Tax paid pertaining to the previous years	(1.01)	(1.58)	(2.79)
Total tax expense / (credit) recognised in the statement of profit and loss	**4.04**	**156.52**	**112.73**

Note No.

34 (e) Movement of Deferred tax assets and liabilities (net)

2020-21	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Closing balance
Deferred tax assets / (liabilities) in relation to				
Property, Plant and Equipment	3.81	8.91	-	12.72
Bad debts	-	0.64	-	0.64
Employee benefits	6.96	1.18	0.60	8.74
Preliminary Expenses disallowed	1.57	(0.78)	-	0.79
Right to use asset	43.78	9.80	-	53.58
				-
Net deferred tax asset/ (liability)	**56.12**	**19.75**	**0.60**	**76.47**

2019-20	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Closing balance
Deferred tax assets / (liabilities) in relation to				
Property, Plant and Equipment	0.69	3.12	-	3.81
Bad debts	-	-	-	0.00
Employee benefits	5.46	0.79	0.712	6.96
Preliminary Expenses disallowed	2.72	(1.15)	-	1.57
Right to use asset	-	43.78	-	43.78
Net deferred tax asset/ (liability)	**8.87**	**46.54**	**0.71**	**56.12**

2018-19	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Closing balance
Deferred tax assets / (liabilities) in relation to				
Property, Plant and Equipment	1.53	(0.84)	-	0.69
Bad debts	-	-	-	0.00
Employee benefits	4.96	(0.97)	1.48	5.46
Preliminary Expenses disallowed	5.41	(2.69)	-	2.72
Right to use asset	-	22.81	-	22.81
Net deferred tax asset/ (liability)	**11.90**	**18.31**	**1.48**	**31.68**

Note No.

35 Earnings per share

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
(Loss) / profit after tax	(35.39)	526.34	309.41
Add / Less: Preference dividend	(0.05)	(0.05)	-
Add / Less: Dividend tax	-	(0.01)	-
(Loss) / profit after tax attributable for equity share holders	**(35.44)**	**526.28**	**309.41**
Weighted average number of equity shares (Nos.)	3,00,00,120	3,00,00,120	3,00,00,120
Weighted average potential equity shares due to CCPS (Nos.)	2,21,97,270	2,21,97,270	2,21,97,270
Weighted average number of equity shares used in the calculation of basic and diluted EPS (Nos.)	**5,21,97,390**	**5,21,97,390**	**5,21,97,390**
Earnings per share			
Basic (₹)	(0.68)	10.08	5.93
Diluted (₹)*	(0.68)	10.08	5.93
Face value of equity shares (₹)	10.00	10.00	10.00

* Note: Earnings Per Share has been re-stated to include the impact of Compulsorily Convertible Cumulative Preference Shares Outstanding as on the respective Balance Sheet Date, which is convertable at a fixed number of shares. There is no change in the Diluted number of shares with this effect.

36 Contingent liabilities and commitments

	Particulars	As at		
		31-Mar-2021	31-Mar-2020	31-Mar-2019
	Contingent liabilities			
(a)	Claims against the company not acknowledged as debts			
	Telangana CST demand FY 16-17	0.84	-	3.77
	Value Added Tax [VAT] Jammu and Kashmir FY 15-16	0.01	0.01	0.01
	VAT, Maharashtra FY 16-17	0.06	0.06	-
	VAT, Maharashtra FY 17-18	0.19	0.19	-
	Income Tax - AY 17-18	7.44	7.44	-
	Income Tax - AY 18-19	2.63	2.63	-
	Income Tax - AY 19-20	0.52	0.52	-
		11.69	**10.85**	**3.78**
(b)	**Commitments**			
	Estimated amount of contracts remaining to be executed on capital account and not provided for	12.33	26.89	29.62
	Less: Capital advances paid	(6.36)	(12.60)	(7.55)
	Net Capital Commitments	**5.97**	**14.29**	**22.07**
	Total	**17.66**	**25.14**	**25.85**

The claims against the company not acknowledged as debts, has been arrived at based on the notice of demand and the Company is contesting this claim with the respective authority. Future cash flows in respect of the above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. Management is hopeful of successful outcome in the appellate proceedings.

37 Employee benefits

(a) Defined contribution plan

The Company makes provident and pension fund contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Company also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes. Expenses recognized against defined contribution plans:

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Included under 'Contribution to provident and other funds' (Refer Note 30)			
Contributions to provident and pension funds	15.18	13.43	8.16
Included under 'Staff welfare expenses' (Refer Note 30)			
Contributions to employee state insurance	11.66	12.36	10.59
Contributions to labour welfare fund	0.01	-	-

(b) Defined benefit plans

The Company operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972 and the benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India.

The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit cost credit method.

Note No.

(c) Other disclosures of defined benefit plans as required under Ind AS–19 are as under

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Service cost			
Current service cost	9.55	6.70	6.25
Interest cost	0.88	0.42	0.54
Components of defined benefit costs recognised in statement of profit or loss [B]	**10.43**	**7.12**	**6.79**
Actuarial (gain) / loss on plan obligations	(3.41)	2.15	(5.31)
Difference between actual return and interest income on plan assets - (gain) /loss	1.03	0.69	0.24
Components of defined benefit costs recognised in other comprehensive income [B]	**(2.38)**	**2.84**	**(5.07)**
Total [A+B]	**8.05**	**9.96**	**1.72**

(d) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Present value of defined benefit obligation	26.65	19.71	10.11
Less: Fair value of plan assets	(5.60)	(5.51)	(2.87)
Net liability recognised in the balance sheet	**21.05**	**14.20**	**7.24**
Current portion of the above	-	-	-
Non current portion of the above	21.05	14.20	7.24

(e) Movement in the present value of the defined benefit obligation are as follows

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Present value of defined benefit obligation at the beginning of the year	**19.71**	**10.11**	**8.52**
Expenses Recognised in statement of Profit & Loss			
Current service cost	9.55	6.70	6.25
Interest cost	1.25	0.75	0.65
Benefit paid	(0.45)	-	-
Remeasurement gains / (loss)			
Actuarial gain (loss)	(3.41)	2.15	(5.31)
Present value of the defined benefit obligation at the end of year	**26.65**	**19.71**	**10.11**

(f) Movement in fair value of plan assets are as follows

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Fair value of plan assets at the beginning of the year	5.51	2.87	-
Interest income on plan assets	0.38	0.32	0.11
Income recognised in statement of profit & loss			
Expected return on plan assets	(1.03)	(0.68)	(0.24)
Remeasurement gains / (losses)			
Actuarial gains/(loss) arising form changes in financial assumptions	-	-	-
Contributions by employer (including benefit payments recoverable)	1.19	3.00	3.00
Benefit paid	(0.45)		-
Fair value of plan assets at the end of the year	**5.60**	**5.51**	**2.87**

(g) Sensitivity analysis

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Present value of the defined benefit obligation at the end of year	26.65	19.71	10.11
Impact of the change in the discount rate			
Impact due to increase of 0.50%	25.89	19.11	9.81
Impact due to decrease of 0.50%	27.46	20.34	10.44
Impact of the change in the salary increase			
Impact due to increase of 0.50%	27.43	20.31	9.81
Impact due to decrease of 0.50%	25.91	19.12	10.43

(i) Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

(ii) Sensitivities as to rate of inflation, rate of increase of pension in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Note No.

(h) Maturity profile

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
0 to 1 year	2.10	1.39	0.59
1 to 2 Year	2.51	1.55	0.80
2 to 3 Year	3.39	2.07	1.01
3 to 4 Year	4.14	2.72	1.38
4 to 5 Year	3.78	3.09	1.76
5 years onwards	13.23	10.64	6.13

(i) Actuarial assumptions

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Discount rate	6.51%	6.49%	7.37%
Salary escalation	10.00%	10.00%	10.00%
Withdrawal rate up to 30/44 and above 44 years	20.00%	20.00%	20.00%
Mortality rate	IALM (2006-08) Ultimate / LIC Ann (1996-98)		
Method used	Projected unit credit method		

The Code on Wages, 2019 and Code on Social Security, 2020 ("the Codes") relating to employee compensation and post-employment benefits that received Presidential assent have not been notified. Further, the related rules for quantifying the financial impact have not been notified. The company will assess the impact of the Codes when the rules are notified and will record any related impact in the period the codes become effective.

38 Segment reporting

The Company is primarily engaged in the business of retail trade through retail and departmental stores facilities, which in the terms of Ind AS 108 on 'Operating Segments', constitutes a single reporting business segment.

There are no material individual markets outside India and hence the same is not disclosed for geographical segments for the segment revenues or results or assets. During the year ended 31 March 2021, 2020 and 2019, the revenue from transactions with a single external customer did not amount to 10 percent or more of the Company's revenues from the external customers.

Note No.

39 Related party disclosure

A List of related parties

Relationship	Name of the related party
Subsidiary	GO Fashion FZE, UAE [liquidated on 04.02.2019]
Key management personnel ['KMP']	Prakash Kumar Saraogi, Director Gautam Saraogi, Director Mohan R, Chief Financial Officer Gayathri Kethar, Company Secretary
Relatives of KMP	Ms.Usha Saraogi Ms.Anita Rasiwasia Ms.Pushpa Saraogi Ms.Neha Garodia Mr.Rahul Saroagi Ms. Ruchita Saraogi
Entities in which KMP / Relatives of KMP can exercise significant influence ['ESI']	Meridian Investments, Firm Meridian Global Ventures Private Limited (formerly Meridian Apparels Private Limited) Go Colors Garment Trading LLC, UAE

Related parties relationships are as identified by the management and relied upon by the auditors.

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.

39 B Related party disclosure continued

Transactions with related parties

Particulars	Subsidiary			KMP and their relatives			Enterprises owned or significantly influenced by Key Management Personnel / Directors and their relatives		
	For the year ended								
	31-Mar-2021	31-Mar-2020	31-Mar-2019	31-Mar-2021	31-Mar-2020	31-Mar-2019	31-Mar-2021	31-Mar-2020	31-Mar-2019
Remuneration of KMP									
Short Term Employee Benefit:									
Prakash Kumar Saraogi	-	-	-	8.68	8.68	8.68	-	-	-
Gautam Saraogi	-	-	-	3.47	3.47	3.47	-	-	-
Mohan R - Chief Financial Officer	-	-	-	11.39	13.14	-	-	-	-
Gayathri Kethar - Company Secretary	-	-	-	1.60	0.66	-	-	-	-
Loan written off									
GO Fashion FZE (Refer Note 39 D)	-	-	34.55	-	-	-	-	-	-
Investment written off									
GO Fashion FZE	-	-	70.73	-	-	-	-	-	-
Bad debts									
GO Fashion FZE	-	-	2.45	-	-	-	-	-	-
Interest income									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	-	0.43
Prakash Kumar Saraogi	-	-	-	-	0.14	-	-	-	-
Advance given									
Meridian Global Ventures Private Limited {Also Refer Note 39 (E)}	-	-	-	-	-	-	221.00	-	30.00
Refund of advance									
Meridian Global Ventures Private Limited {Also Refer Note 39 (E)}	-	-	-	-	-	-	221.00	-	30.00
Sales of finished goods									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	-	0.01
Ms.Anita Rasiwasia	-	-	-	-	0.00	-	-	-	-
Ms.Pushpa Saraogi	-	-	-	-	0.05	0.00	-	-	-
Ms.Neha Garodia	-	-	-	-	0.00	-	-	-	-
Purchases of assets									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	0.03	0.06
Rent & Other expenses									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	18.58	16.13	14.13
Subcontracting expenses									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	4.59	-
Security deposit									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	-	7.20
Electricity Charges									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	0.42	-
Reimbursement of expenses received									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	0.13	-	-
Other income									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	0.28	-
Loan given									
Prakash Kumar Saraogi	-	-	-	-	61.00	-	-	-	-
Refund of loan given									
Prakash Kumar Saraogi	-	-	-	-	61.00	-	-	-	-

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.

39 Related party disclosure continued

C Balances with related parties

Particulars	Subsidiary			KMP			Enterprises owned or significantly influenced by Key Management Personnel / Directors and their relatives		
	As at								
	31-Mar-2021	31-Mar-2020	31-Mar-2019	31-Mar-2021	31-Mar-2020	31-Mar-2019	31-Mar-2021	31-Mar-2020	31-Mar-2019
Trade receivables									
GO Fashion FZE	-	-	-		-	-	-	-	-
Meridian Global Ventures Private Limited	-	-	-		-	-	-	-	0.01
Security deposit									
Meridian Global Ventures Private Limited	-	-	-	-	-	-	7.20	7.20	7.20
Trade payable									
GO Fashion FZE	-	-	-	-	-	-	-	-	-
Meridian Global Ventures Private Limited	-	-	-	-	-	-	-	0.42	0.03
Loan receivable									
GO Fashion FZE	-	-	-	-	-	-	-	-	-
Balances receivable									
Ms.Usha Saraogi	-	-	-	-	-	-	-	-	-
Ms.Anita Rasiwasia	-	-	-	-	-	-	-	-	-
Ms.Pushpa Saraogi	-	-	-	-	-	0.00	-	-	-
Ms.Neha Garodia	-	-	-	-	-	-	-	-	-
Ms. Ruchita Saraogi	-	-	-	-	-	-	-	-	-

D The company has provided unsecured loan to Go Fashion FZE amounting to ₹ 34.55 Million (AED 19,55,000), during the financial year 2017-18, repayable on demand, duly authorised by the Board of Directors at their meeting held on 14.06.2017 (AED 1,000,000), 07.09.2017 (AED 400,000), 07.11.2017 (AED 200,000) and 16.02.2018 (AED 355,000). Since the aforesaid amount of ₹ 34.55 Million was not recoverable, it has been written-off in the company's books for the year ended March 31, 2019.

E During the financial year 2018-19, the company had provided an advance to Meridian Global Ventures Private Limited amounting to ₹ 30.00 Million (₹ 30.00 Million in July '18), and it has been fully settled during the same financial year 2018-19 (₹ 20.00 Million in August '18 and ₹ 10.00 Million in September '18). Interest at the rate of 7.50% per annum has been charged on the same.
During the financial year 2020-21, the company had provided an advance to Meridian Global Ventures Private Limited amounting to ₹ 221.00 Million (₹ 84.00 Million in May '20 and ₹ 137.00 Million in July '20), and it has been fully settled during the same financial year 2020-21 (₹ 84.00 Million in May '20 and ₹ 137.00 Million in August '20).

Note No.

40 Financial instruments

(a) Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

Particulars	**As at**		
	31-Mar-2021	**31-Mar-2020**	**31-Mar-2019**
Total equity attributable to the equity shareholders of the company	2,829.36	2,863.02	2,283.34
As a percentage of total capital	96%	99%	97%
Current borrowings	104.39	27.90	82.81
As a percentage of total capital	4%	1%	3%
Total Capital	**2,933.75**	**2,890.92**	**2,366.15**

The Company is predominantly financed through equity, which is evident from the capital structure table. There is no change in the overall capital risk management strategy of the Company compared to last year.

(b) Categories of financial instruments

The carrying value of the financial instruments by categories

Particulars	**Carrying value**			**Fair value**		
	31-Mar-2021	**31-Mar-2020**	**31-Mar-2019**	**31-Mar-2021**	**31-Mar-2020**	**31-Mar-2019**
Financial assets						
Measured at fair value though profit and loss						
Investments in mutual funds	464.09	88.55	234.47	464.09	88.55	234.47
Measured at amortised cost						
Investment in subsidiary	-	-	-	-	-	-
Other financial assets	307.71	258.50	196.94	307.71	258.50	196.94
Trade receivables	471.39	556.37	400.77	471.39	556.37	400.77
Cash and cash equivalents	132.03	0.98	106.13	132.03	0.98	106.13
Bank balance other than cash and cash equivalents	264.83	324.24	330.42	264.83	324.24	330.42
Total	**1,640.05**	**1,228.64**	**1,268.73**	**1,640.05**	**1,228.64**	**1,268.73**
Financial liabilities						
Measured at amortised cost						
Borrowings	104.39	27.90	82.81	104.39	27.90	82.81
Lease liabilities	2,219.04	2,067.94	1,455.70	2,219.04	2,067.94	1,455.70
Trade payables	107.33	104.64	138.14	107.33	104.64	138.14
Other financial liabilities	34.07	29.14	15.78	34.07	29.14	15.78
Total	**2,464.83**	**2,229.62**	**1,692.43**	**2,464.83**	**2,229.62**	**1,692.43**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The Company has disclosed financial instruments such as comprise of borrowings, trade payable, and other current liabilities, loans, trade receivable, cash and cash equivalents and bank balances other than cash and cash equivalents at carrying value because their carrying values are a reasonable approximation of the fair values due to their short term nature.

(ii) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party.

(c) Financial risk management

The Company's principal financial liabilities, comprise of borrowings, trade payable and other financial liabilities

The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade receivables, cash and cash equivalents and bank balances other than cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors.

This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and Company's risk objective.

Note No.

40 Financial instruments

The management reviews and agrees policies for managing each of these risks which are summarized as below:

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk. Financial instruments affected by market risks include borrowings, security deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as on respective Balance Sheet dates. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as on respective Balance Sheet dates.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities (when revenue or expense is denominated in foreign currency). The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

(iii) Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and AED exchange rates, with all other variables held constant. The impact on the profit before tax is due to changes in the fair value of monetary assets and liabilities. Foreign currency exposures recognised by the Company that have not been hedged by a derivative instrument or otherwise are as under:

Particulars	**As at**					
	31-Mar-2021		**31-Mar-2020**		**31-Mar-2019**	
	Amount in FC	**Amount in ₹**	**Amount in FC**	**Amount in ₹**	**Amount in FC**	**Amount in ₹**
Trade Payables						
USD	-	0.03	0.15	10.17	-	-
Trade receivables						
AED	-	-	-	-	-	-
USD					0.09	6.31
Loan receivable						
AED	-	-	-	-	-	-
Advance paid to supplier						
USD	0.15	11.20	0.05	3.47	0.17	11.88
Net Assets/(Net Liabilities)		**11.17**		**(6.70)**		**18.19**

Sensitivity

Impact on profit before tax and equity	**As at**					
	31-Mar-2021		**31-Mar-2020**		**31-Mar-2019**	
	5% increase	**5% decrease**	**5% increase**	**5% decrease**	**5% increase**	**5% decrease**
USD	0.56	(0.56)	(0.37)	0.37	0.91	(0.91)

(iv) Interest Rate Risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's financial liabilities comprises of interest bearing cash credit facility; however these are not exposed to risk of fluctuation in market interest rate as the rates are fixed at the time of contract/agreement and do not change for any market fluctuation. Moreover, the cash credit facility is used to facilitate the cash flow movement of the Company during the year, and the Company prefers to generally maintain a positive balance, hence controlling the interest costs pertaining to the cash credit facility.

(v) Credit risk

Credit risk is the risk that the counter party will not meet its obligation under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating review and individual credit limits are defined in accordance with this assessment. The Company regularly monitors its outstanding customer receivables.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to trade receivables as low, as a majority of its trade receivable balance is receivable from Large Format Stores ('LFS'), who are well established business entities, and have been regular in their payments over the history of the business.

Note No.

40 Financial instruments

The average credit period on sale of products ranges between 30 to 60 days. The credit worthiness of trade receivables and the credit terms set are determined on a case to case basis and the Management has factored in the uncertainties arising out of COVID-19, as applicable. The fair values of trade receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when these become overdue. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Ageing in days	**As at**		
	31-Mar-2021	**31-Mar-2020**	**31-Mar-2019**
0-30	86.84	23.53	63.10
31-60	100.12	91.78	91.27
61-90	88.58	88.66	67.28
91-120	80.09	115.46	87.01
121-180	69.16	180.34	72.89
181-365	29.33	56.57	18.90
Above 365	17.27	0.03	0.32
Total	**471.39**	**556.37**	**400.77**

Movement in the expected credit loss allowance

Particulars	**As at**		
	31-Mar-2021	**31-Mar-2020**	**31-Mar-2019**
Opening balance	-	-	0.16
Provision made during the year	1.41	-	-
Amount written off during the year	(1.41)	-	(0.16)
Closing balance	-	-	-

(d) Financial instruments and cash & bank deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and mutual funds. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet is the carrying amounts which are given below. Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the company.

Particulars	**As at**		
	31-Mar-2021	**31-Mar-2020**	**31-Mar-2019**
Non-current assets			
Other Financial Asset	236.57	203.07	179.44
Investments	-	-	-
Current assets			
Investments	464.09	88.55	234.47
Trade receivables	471.39	556.37	400.77
Cash and cash equivalents	132.03	0.98	106.13
Bank balance other than cash and cash equivalents	264.83	324.24	330.42
Other Financial Asset	71.14	55.43	17.50

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks.

(e) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term investments and a cash credit facility. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be very low.

Note No.

40 Financial instruments

Maturity profile of financial liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date

Particulars	Carrying value	less than 1 year	More than 1 year
31-Mar-2021			
Borrowings	104.39	104.39	-
Lease liabilities	2,219.04	45.86	2,173.18
Trade payables	107.33	107.33	-
Other financial liabilities	34.07	34.07	-
Total	**2,464.83**	**291.65**	**2,173.18**
31-Mar-2020			
Borrowings	27.90	27.90	-
Lease liabilities	2,067.94	273.66	1,794.28
Trade payables	104.64	104.64	-
Other financial liabilities	29.14	29.14	-
Total	**2,229.62**	**435.34**	**1,794.28**
31-Mar-2019			
Borrowings	82.81	82.81	-
Lease liabilities	1,455.70	15.43	1,440.27
Trade payables	138.14	138.14	-
Other financial liabilities	15.78	15.78	-
Total	**1,692.43**	**252.16**	**1,440.27**

(f) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Disclosures of fair value measurement hierarchy for financial instruments are given below

Particulars	As at		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Level 1			
Financial Assets, measured at fair value through Profit and loss			
Investment in mutual funds	464.09	88.55	234.47
Level 2			
Financial Assets, measured at Amortised Cost			
Other Financial Asset	307.71	258.50	196.94
Trade receivables	471.39	556.37	400.77
Cash and cash equivalents	132.03	0.98	106.13
Bank balance other than cash and cash equivalents	264.83	324.24	330.42
Total	**1,175.96**	**1,140.09**	**1,034.26**
Financial Liabilities, measured at Amortised Cost			
Borrowings	104.39	27.90	82.81
Trade payables	107.31	104.65	138.14
Lease Liabilities	2,219.04	2,067.94	1,455.70
Other financial liabilities	34.07	29.14	15.78
Total	**2,464.81**	**2,229.63**	**1,692.43**

As at the respective reporting periods, the level 3 fair value measurements are Nil.

Note No.

41 Restatement adjustment

The Company has followed the same accounting policy choices (transition options as per Ind AS 116) as adopted on 01 April 2019 for transition to Ind AS 116, while preparing the restated financial information for each of the year ended 31 March 2021, 31 March 2020 and 31 March 2019. As specified in the Guidance Note, the equity balance computed under restated financial information for the year ended 31 March 2019 and equity balance computed on transition (using modified retrospective approach) to Ind AS 116 on 01 April 2019, differs due to restatement adjustments made for the year ended 31 March 2019. Accordingly, the closing equity balance as at 31 March 2019 of the restated financial information has not been carried forward to opening Balance sheet as at 01 April 2019. The reconciliation of the same is as follows :

Reconciliation of equity

Particulars	As at			
	31-Mar-2021	31-Mar-2020	31-Mar-2019	1-Apr-2018
Share capital	789.95	789.95	789.95	589.95
Reserves and surplus	2039.41	2,073.07	1,548.91	1,380.39
Equity balance as per respective periods statutory audited financial statements	**2,829.36**	**2,863.02**	**2,338.86**	**1,970.34**
Restatement adjustment				
Adjustments on account of transition to Ind AS 116 (Refer Note (a) below)				-
(1) Amortisation of Right-of-use assets	-	-	(273.49)	-
(2) Interest on Lease rental discounting	-	-	(113.60)	-
(3) Rent reversal	-	-	308.76	-
Deferred Tax Asset impact on adoption of Ind AS 116 (Refer Note (a) below)	-	-	22.81	-
Equity balance as per restated financial information	**2,829.36**	**2,863.02**	**2,283.34**	**1,970.34**

Reconciliation of total comprehensive income

Particulars	For the year ended		
	31-Mar-2021	31-Mar-2020	31-Mar-2019
Profit as per respective periods statutory audited financial statements	**(33.61)**	**524.22**	**368.53**
Restatement adjustment			
Adjustments on account of transition to Ind AS 116 (Refer Note (a) below)			
(1) Amortisation of Right-of-use assets			(273.49)
(2) Interest on Lease rental discounting			(113.60)
(3) Rent reversal			308.76
Deferred Tax Asset impact on adoption of Ind AS 116 (Refer Note (a) below)	-	-	22.81
Profit as per restated financial information	**(33.61)**	**524.22**	**313.00**

Explanatory notes restatement adjustments

(a) The Company had adopted Ind AS 116 'Lease' with the date of initial application being 01 April 2019. For the purpose of preparation of restated financial information, the initial application date for Ind AS 116 has been considered as 01 April 2018, resulting in net impact of Rs. 55.52 Million (Net of Deferred Tax Asset) in the restated 'Other equity' and 'Total comprehensive income'.

The net effect of the above mentioned restatement adjustment in the 'Other equity', 'Right-of-use asset' and 'Lease liabilities' balance as at 31 March 2019, have not been considered in the respective opening balances as at 01 April 2019. Hence, the opening balance of 'Other equity', 'Right-of-use' and 'Lease liabilities' as at 01 April 2019 in these restated financial information are as per the audited financials statements as at and for year ended 31 March 2019.

Material regrouping

(b) Appropriate adjustments have been made in the Restated Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, as applicable, to conform with the requirements of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

Note No.

42 Gains arising from rent concession and early termination of lease arrangements:

The company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per Ministry of Corporate Affairs (MCA) notification dated July 24, 2020 on IND AS 116 for rent concessions, which are granted due to COVID-19 pandemic. Consequently, the remaining amount of unadjusted lease value as per Ind AS 116 computation has been credited to Other Income - Ind AS, it amounts to ₹ 243.31 Millions for the year financial year 2020-21 (earlier years ₹ Nil).

During the year the company has also recognised ₹ 11.93 Millions (earlier years ₹ Nil), as Other Income - Ind AS, arising out of difference between the closing lease asset & liability value, on account of short closure of lease agreements.

The Company has discounted lease payments using the applicable incremental borrowing rate of 9% for measuring the lease liability.

43 "The Audit report dated September 17, 2020 has following other matter paragraph.

On account of COVID-19 related lock-down restrictions, management was able to perform year end physical verification of inventories, subsequent to the year end at certain locations. We were not able to physically observe the verification of inventory that was carried out by the Management. Consequently, we have performed alternative procedures to audit the existence of inventory as per the guidance provided by in SA 501 "Audit Evidence – Specific Considerations for Selected Items" and have obtained sufficient audit evidence to issue our unmodified opinion on the statement. Our report on the financial statement is not modified in respect of this matter."

44 Impact of COVID -19

The Company has considered internal and certain external sources of information up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the Company expects to fully recover the carrying amount of trade receivables, investments, inventories and other assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of special purpose interim standalone financial statements.

Signatures to Notes 1 to 44

For and on behalf of the Board of Directors of Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi	**Gautam Saraogi**	**R Mohan**	**Gayathri V**
Director	Director	Chief Financial officer	Company Secretary
DIN: 00496255	DIN: 03209296		

Chennai, August 12, 2021

Deloitte
Haskins & Sells LLP

Chartered Accountants
ASV N Ramana Tower,
52, Venkatnarayana Road,
T. Nagar,
Chennai - 600 017,
Tamil Nadu, India

Phone: +91 44 6688 5000
Fax: +91 44 6688 5400

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors

Go Fashion (India) Limited

(Formerly Go Fashion (India) Private Limited)

Dear Sirs,

1. We have examined, as appropriate (refer paragraph 6 below), the attached Restated Consolidated Financial Information of Go Fashion (India) Limited (the "Company" or the "Issuer") and its subsidiary (collectively, the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2019, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Cash Flow Statement for the year ended March 31, 2019, the Summary Statement of Significant Accounting Policies and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 12, 2021 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") 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 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 (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the

proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 1(a) to the Restated Consolidated 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 Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company comply with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated 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 July 17, 2021 in connection with the proposed IPO of equity shares of the Issuer;

   b) The Guidance Note. 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 Consolidated Financial Information have been compiled by the management from the special purpose audited consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") issued by Institute of Chartered Accountants of India and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 12, 2021.

5. For the purpose of our examination, we have relied on the report issued by us dated August 12, 2021 on the special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2019 as referred in Paragraph 4 above.

6. We did not audit the financial statements of the subsidiary whose share of total assets, total revenues, net cash (outflows) and total retained earnings included in the restated consolidated financial statements as at and for the year ended March 31, 2019 and as at April 1, 2018 is tabulated below, which have been audited by other auditors, and whose report have been furnished

to us by the Company's management and our opinion on the financial statements, in so far as it relates to the amounts and disclosures included in respect of this component, is based solely on the report of the other auditors:

(Rs in million)

Particulars	**As at/ for the year ended March 31, 2019**	**As at April 1, 2018**
Total retained earnings	Not applicable	(95.60)
Total assets	Not applicable	18.31
Total revenue	NIL	Not applicable
Net cash (outflows)	(6.65)	Not applicable

7. Based on our examination and according to the information and explanations given to us and as per the reliance placed on the audit report issued by the other auditors, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed in the financial statements of the Company as at and for the year ended March 31, 2021, as applicable;

   b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to August 01, 2019.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited 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 DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar

Partner

Membership No. 213649

UDIN: 21213649AAAADI2967

Place: Hyderabad

Date: August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated consolidated statement of assets and liabilities

Particulars	Note No.	As at 31-Mar-2019
ASSETS		
Non-current assets		
Property, plant and equipment	**3**	473.03
Capital work-in-progress	**4**	19.64
Intangible assets	**5**	4.91
Right-of-use assets	**6**	1,377.37
Financial assets		
Other financial asset	**7**	179.44
Deferred tax assets (net)	**34**	31.68
Other non-current assets	**8**	1.92
Total non-current assets		**2,087.99**
Current assets		
Inventories	**9**	694.95
Financial assets		
Investments	**10**	234.47
Trade receivables	**11**	400.77
Cash and cash equivalents	**12**	106.13
Bank balances other than cash and cash equivalents	**13**	330.42
Other financial asset	**14**	17.50
Current tax assets (net)	**34**	14.56
Other current assets	**15**	154.52
Total current assets		**1,953.32**
Total assets		**4,041.31**
EQUITY AND LIABILITIES		
Equity		
Share capital	**16**	789.95
Other equity	**17**	1,493.39
Total equity		**2,283.34**
Liabilities		
Non-current liabilities		
Financial liabilities		
Lease liabilities	**6**	1,440.27
Provision	**18**	7.24
Total non-current liabilities		**1,447.51**
Current liabilities		
Financial liabilities		
Borrowings	**19**	82.81
Lease liabilities	**6**	15.43
Trade payables	**20**	
Total outstanding dues of micro enterprises and small enterprises		0.13
Total outstanding dues of creditors other than micro and small enterprises		138.01
Other financial liabilities	**21**	15.78
Other current liabilities	**22**	48.84
Provisions	**23**	9.46
Total current liabilities		**310.46**
Total liabilities		**1,757.97**
Total equity and liabilities		**4,041.31**

See accompanying 1 to 41 notes to the restated consolidated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar
Partner
Membership No: 213649

Hyderabad, August 12, 2021

For and on behalf of the Board of Directors of
Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi
Director
DIN: 00496255

Gautam Saraogi
Director
DIN: 03209296

R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Chennai, August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated consolidated statement of profit and loss

Particulars	Note No.	For the year ended 31-Mar-2019
Income		
Revenue from operations	**24**	2,852.47
Other income	**25**	64.77
Total income [1]		**2,917.24**
Expense		
Cost of materials consumed	**26**	835.37
Purchases of stock-in-trade	**27**	284.08
Changes in inventories of finished goods and work-in-progress	**28**	(174.75)
Subcontracting Charges	**29**	204.52
Employee benefit expense	**30**	419.63
Finance costs	**31**	113.78
Depreciation and amortisation expenses	**32**	321.28
Other expenses	**33**	389.33
Total expenses [2]		**2,393.24**
Restated (Loss)/ profit before tax [3]= [1-2]		**524.00**
Tax expenses	**34**	
Current tax		136.78
Tax related to earlier years		(2.79)
Deferred tax		(21.26)
Total tax expense [4]		**112.73**
Restated (Loss)/ profit after tax [5]= [3-4]		**411.27**
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Re-measurements of the defined benefit plans [(gain)/ loss]		(5.07)
Income tax relating to above		1.48
Total other comprehensive income [6]		**(3.59)**
Restated Total comprehensive (loss)/ income for the year [5+6]		**414.86**
Earnings per equity share of ₹ 10 each (face value)	**35**	
Basic		7.88
Diluted		7.88

See accompanying 1 to 41 notes to the restated consolidated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of the Board of Directors of
Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

C Manish Muralidhar
Partner
Membership No: 213649

Prakash Kumar Saraogi
Director
DIN: 00496255

Gautam Saraogi
Director
DIN: 03209296

R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Hyderabad, August 12, 2021

Chennai, August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated consolidated statement of changes in equity
Share capital

Particulars	As at 31-Mar-2019
Equity shares of ₹ 10/- each with voting rights	
Opening balance	100.00
Add: Bonus shares issued during the year	200.00
Closing balance	**300.00**
0.01% Series A Compulsorily convertible cumulative preference shares	
Opening balance	249.96
Add: Issued during the year	-
Closing balance	**249.96**
0.01% Series B Compulsorily convertible cumulative preference shares	
Opening balance	239.99
Add: Issued during the year	-
Closing balance	**239.99**

Other equity

Particulars	Securities premium	Retained earning	Total
Balance as at 01-Apr-2018	1,057.93	220.60	1,278.53
Restated profit for the year	-	411.27	411.27
Remeasurements of defined benefit obligations	-	3.59	3.59
Utilised for issue of bonus shares	(200.00)	-	(200.00)
Balance as at 31-Mar-2019	**857.93**	**635.46**	**1,493.39**

See accompanying 1 to 41 notes to the restated consolidated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar
Partner
Membership No: 213649

Hyderabad, August 12, 2021

For and on behalf of the Board of Directors of
Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi
Director
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Director
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R Mohan
Chief Financial officer

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Company Secretary

Chennai, August 12, 2021

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated consolidated statement of cashflows

	Particulars	As at 31-Mar-2019
	Cash flows from operating activities	
	(Loss) / profit before tax for the year	**524.00**
	Adjustments for	
	Depreciation of property, plant and equipment and amortisation of intangible assets	47.79
	Provision for inventory	7.77
	(Gain)/ loss on disposal of property, plant and equipment	(0.05)
	Interest on fixed deposits	(13.28)
	Income from investment on mutual funds	(28.69)
	Finance costs	0.18
	Unrealized forex exchange gain (net)	(9.61)
	Bad debts Written Off	13.09
	Interest recognized on lease liability	113.60
	Depreciation recognized on lease assets	273.49
	Interest recognized on interest free lease deposits	(9.80)
	Operating profit before working capital changes	**918.49**
	Working capital adjustments for:	
	(Increase) / decrease in inventories	(266.39)
	(Increase) / decrease in trade and other receivables	(102.24)
	(Increase) / decrease in loans and advances and other assets	(133.99)
	(Decrease) / increase in trade payables and other current liabilities	80.68
	(Decrease) / increase in provisions	3.75
	Cash generated from operations	**500.30**
	Income tax paid (net of refunds)	(167.44)
	Net cash flow from operating activities [A]	**332.86**
	Cash flows from investing activities	
	Purchase of mutual funds	(403.68)
	Sale of mutual funds	933.69
	Purchase of Property, plant and equipment and capital work in progress	(260.54)
	Purchase of Intangible asset	(4.44)
	Proceeds from disposal of property, plant and equipment	0.25
	Bank deposits opened during the year	(329.26)
	Interest received on fixed deposits	10.98
	Net cash flow used in investing activities [B]	**(53.00)**
	Cash flows from financing activities	
	Finance costs paid	(0.18)
	Principal repayment of lease liability	(195.16)
	Interest expense on lease rental discounting	(113.60)
	Dividends and dividend distribution tax paid	(0.04)
	Net cash flow used in financing activities [C]	**(308.98)**
	Net increase / (decrease) in cash and cash equivalents [A+B+C]	**(29.12)**
	Cash and cash equivalents at the beginning of the year	52.44
(a)	**Cash and cash equivalents at the end of the year**	**23.32**

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Restated consolidated statement of cashflows

	Particulars	**As at 31-Mar-2019**
(a)	**Comprises**	
	Cash in hand	106.13
	Less: Cash credit facility from bank	(82.81)
	Less: Bank overdraft facility from bank	-
	Total	**23.32**

See accompanying 1 to 41 notes to the restated consolidated financial information

In terms of our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar
Partner
Membership No: 213649

Hyderabad, August 12, 2021

For and on behalf of the Board of Directors of Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi
Director
DIN: 00496255

Gautam Saraogi
Director
DIN: 03209296

R Mohan
Chief Financial officer

Gayathri V
Company Secretary

Chennai, August 12, 2021

1 General Background

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited} ("the Company") was incorporated on September 09, 2010. The Company's registered office is at New No.4, Old No. 144/2, 5th Floor, Sathak Center, Nungambakkam High Road, Chennai - 600 034, Tamilnadu, India. The Company is mainly engaged in the business of manufacture and sale of apparels for women and kids.

a Basis of preparation and presentation:

The Restated Consolidated Financial Information of the Company and its subsidiaries (the "Group") comprises the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2019, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Cash Flow Statement for the year ended March 31, 2019 and the Summary Statement of Significant Accounting Policies, and other explanatory notes (collectively referred to as, 'Restated Consolidated Financial Information'). These Restated Consolidated Financial Information have been prepared by the management of the Company for the purpose of inclusion in the draft red herring prospectus (the 'Offer Document') prepared by the Company in connection with its proposed Initial Public Offer ('IPO') in terms of the requirements of:
(a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ('Act');
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'); and
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended ('Guidance Note').
These Restated Consolidated Financial Information have been compiled by the Management from:
the special purpose audited Ind AS financial statements of the Group as at the year ended March 31, 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as issued by Institute of Chartered Accountants of India, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on August 12, 2021.
Since Go Fashion FZE (the "Subsidiary") was liquidated on February 4, 2019, the financial information for such entity has been consolidated for the period from April 1, 2018 to February 4, 2019 in accordance with Ind AS-110 "Consolidated Financial Statements".
These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to August 1,2019.
Subsequent to year ended March 31, 2019, the Company did not have any subsidiary and accordingly it was not required to prepare consolidated financial statements. Accordingly, the Restated Consolidated Financial Information:
(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2019 to reflect the same accounting treatment as per the accounting policy and grouping / classifications followed in the financial statements of the Company as at and for the year ended March 31, 2021, as applicable.
(b) do not require any adjustment for modification as there is no modification in the underlying audit reports.
The Company follows historical cost convention and accrual method of accounting in the preparation of the financial statements, except otherwise stated.

b Basis of Consolidation:

The consolidated financial statements for the year ended March 31, 2019, relate to Go Fashion (India) Limited, its wholly owned subsidiary company. The consolidated financial statements have been prepared on the following basis:

i. The financial statements of the company and its subsidiary company have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
ii. The entity Go Fashion FZE (incorporated in Dubai), which is a 100% subsidiary of Go Fashion (India) Limited has been considered in the preparation of consolidated financial statements, upto February 4, 2019 (date of liquidation of the subsidiary), for the year ended March 31, 2019.
iii. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extend possible, in the same manner as the Company's seperate financial statements.

2 Significant accounting policies

2.1 Statement of compliance with Indian Accounting Standards (Ind AS's)

These Restated Financial Information of the Company have been prepared in accordance with Indian Accounting Standard (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.2 Use of fair valuation

The restated financial statements have been prepared on the historical cost basis except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below:-

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would consider those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these restated financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** : Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** : Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** : Inputs are unobservable inputs for the asset or liability.

2.3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. 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 future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the restated financial statements are included in the following notes:

(i) Useful lives of Property, plant and equipment (Refer Note 2.9)
(ii) Assets and obligations relating to employee benefits (Refer Note 2.7)
(iii) Valuation and measurement of income taxes and deferred taxes (Refer Note 2.8)
(iv) Impairment of Assets (Refer Note 2.11)

2.4 Revenue recognition

Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for those goods or services. The specific recognition criteria described below must also be met before revenue is recognised. Revenue is recognised as follows:

Sale of goods

Revenue from contracts with customers

Revenue from contracts with customers is recognised upon transfer of control of promised goods/ services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ services.

To recognize revenues, the Company applies the following five-step approach:

• Identify the contract with a customer;
• Identify the performance obligations in the contract;
• Determine the transaction price;
• Allocate the transaction price to the performance obligations in the contract; and
• Recognise revenues when a performance obligation is satisfied.

Revenue from sale of products

Revenue is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts and volume rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Goods and Service Tax (GST) is not received by the Company in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Refund liabilities

A refund liability is the obligation to refund part or all of the consideration received (or receivable) from the customer. The Company has therefore recognised refund liabilities in respect of customer's right to return. The liability is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimate of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

The Company has presented its right to return assets and refund liabilities as required under Ind AS 115 in the financial statements.

Income from gift voucher

Gift voucher sales are recognised when the vouchers are redeemed, and the goods are sold to the customer.

Dividend and Interest Income

Dividend income from investments is recognised when the Company's right to receive payment has been established. Realised Gain from Redemption of Growth oriented mutual fund schemes are recognised in Profit and Loss Account upon receipt of redemption proceeds, and unrealised gain on Mark to Market re-statement of Mutual Funds are measured at Fair Value through Profit and Loss Account as on the Balance Sheet closing date. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.5 Foreign currencies

Determination of functional currency:

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (INR) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR).

Transactions in foreign currency are recorded on the basis of the exchange rate prevailing as on the date of transaction. Monetary assets and liabilities denominated in foreign currency are restated at rates prevailing at the year-end. The net loss or gain arising out of such restatement is dealt with in the Statement of Profit and Loss.

2.6 Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:
(i) the contract involves the use of an identified asset (ii) the company has substantially all of the economic benefits from use of the asset through the period of the lease (iii) the company has the right to direct the use of the asset.

The company as a lessee

At the commencement of the lease, the company recognises a right of use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a leasee, except for leases with a term of 12 months or less (Short term lease) and low value leases. For those Short term and low value leases, the company recognizes the lease payments as an operating expense on a straight line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

2.7 Employee benefits

Defined contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance and Employee State Insurance, which are recognized in the statement of Profit and loss on accrual basis. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the service entitling them to the contributions.

The Company has no obligation, other than the contribution payable to the provident fund.

Retirement benefit costs and termination benefits

Liabilities for gratuity funded in terms of a scheme administered by the LIC are determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the 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. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

2.8 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

The tax currently payable is based on estimated taxable profit for the year. Estimated taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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 bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax ("MAT") paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

2.9 Property, plant and equipment and Depreciation on Property, Plant and Equipment

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance .

Depreciation is provided for property, plant and equipment on the straight-line method over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
Estimated Useful Life of the various categories of Property, Plant & Equipment in Go Fashions are as below:
1. Plant & Machinery (SLM % 6.33 / 15 years) 2. Vehicles (SLM% 11.88 / 8 years) 3. Furniture (SLM% 9.50 / 10 years) 4. Office Equipments (SLM% 19 / 5 years) 5. Computers (SLM% 31.67 / 3 years)
An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Capital work in progress
Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Intangible assets
Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

Intangible assets comprise of computers and are amortized on a straight line basis over their estimated useful lives of 3 years. The estimated useful lives of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.11 Impairment
Financial assets (other than fair value)
The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.
The Company applies simplified approach of expected credit loss model for recognising Impairment loss on lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Expected credit loss is the difference between all contractual
cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Non-financial assets
Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

2.12 Inventories
Items of inventory are valued at lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion, and other costs incurred in bringing the inventories to their present location and condition and is net of taxes where applicable. Cost of raw materials, stores and spares, packing material and traded goods is determined on weighted average basis. In case of work-in-process and finished goods, cost includes the actual cost of conversion.

2.13 Provisions and Contingent liabilities
A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.
The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

2.14 Investment

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.
Current investments are carried individually, at fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.
During the year ended March 31, 2019, the Wholly Owned Subsidiary filed an application with Jebal Ali Free Zone ('JAFZA') for removal/striking off its name from the records of the JAFZA. Accordingly, the JAFZA skirted off the name of the Wholly Owned Subsidiary as on 04.02.2019 and liquidated its assets and liabilities.

2.15 Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

A) Financial assets

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets are measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

Foreign exchange gains and losses

The fair value of foreign assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For the foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in statement of profit and loss.

B) Financial liabilities and Equity

Financial liabilities at amortized cost

Financial liabilities are measured at amortized cost using effective interest method.
The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Borrowings & Security Deposits

Any difference between the proceeds (net of transaction costs) and the repayment amount is recognized in profit or loss over the period of the liability and subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Equity instruments

An equity instrument is contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in 'Other income"
The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in the profit and loss.

2.16 Cash and cash equivalent

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.17 Earnings per share (EPS)

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.18 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.19 Recent Accounting Pronouncements

Amendments to Ind AS 12 - Income Taxes

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019.

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 – Income Taxes. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019.

Amendment to Ind AS 19 - Employee Benefits

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 – Employee Benefits in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019, though early application is permitted.

2.20 Borrowing Cost

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which these occur.

Note No.

3 Property, plant and equipment

Particulars	As at 31-Mar-2019
Plant and machinery	90.61
Furnitures and fixtures	341.75
Vehicles	3.82
Office equipment	27.50
Computers	9.35
Net carrying value	**473.03**

Particulars	Plant and machinery	Furnitures and fixtures	Vehicles	Office equipment	Computers	Total
Gross carrying value						
Balance as at 01-Apr-2018	28.73	237.28	5.33	21.71	19.44	312.49
Additions	69.11	165.66	-	16.62	6.68	258.07
Disposal/adjustments during the year	-	(0.25)	-	-	-	(0.25)
Balance as at 31-Mar-2019	**97.84**	**402.69**	**5.33**	**38.33**	**26.12**	**570.31**
Accumulated depreciation						
Balance as at 01-Apr-2018	5.36	27.35	0.88	5.60	12.63	51.82
Depreciation expense for the year	1.87	33.65	0.63	5.23	4.14	45.52
Disposal / adjustments during the year	-	(0.06)	-	-	-	(0.06)
Balance as at 31-Mar-2019	**7.23**	**60.94**	**1.51**	**10.83**	**16.77**	**97.28**
Net carrying value as at						
31-Mar-2019	90.61	341.75	3.82	27.50	9.35	473.03

*The moveable fixed assets of the company are hypothicated as charge for the purpose of drawing Cash Credit facility with the Bank (Refer Note 19)

4 Capital work-in-progress

Particulars	As at 31-Mar-2019
Opening balance	17.19
Additions during the year (Net)	2.45
(a) Closing balance	**19.64**

(a) The above pertains to expenditure related to the opening of EBO stores and capital work in-progress at warehouse.

5 Intangible assets

Particulars	As at 31-Mar-2019
Software	4.91
Total	**4.91**

Particulars	Software
Gross carrying value	
Balance as at 01-Apr-2018	21.20
Additions	4.44
Disposal/Adjustments during the year	-
Balance as at 31-Mar-2019	**25.64**
Accumulated depreciation	
Balance as at 01-Apr-2018	18.46
Depreciation expense for the year	2.27
Disposal / adjustments during the year	-
Balance as at 31-Mar-2019	**20.73**
Net carrying value as at	
31-Mar-2019	4.91

Note No.

6 Leases

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 01-Apr-2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Company had used simplified transition approach under Ind AS 116, under which the difference between right-to-use asset and lease liabilities is adjusted against retained earnings as on the date of transition. For the purpose of restated financial information the proforma transition date has been considered as 01 April 2018.

Some leases of office buildings contain extension options exercisable by the Company upto one year before the end of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Company and not by the lessors.

(a) Right-of-use assets

Particulars	As at 31-Mar-2019
Opening balance	**830.51**
Add: Addition during the year	820.35
Less: Impact on lease termination	-
Less: Amortised during the year	273.49
Total	**1,377.37**

For details on Restatement adjustments on ROU assets & lease liabilities Refer Note 41

(b) Lease liabilities

The following is the movement in lease liabilities

Particulars	As at 31-Mar-2019
Opening balance	**830.51**
Additions	820.35
Impact of lease termination	-
Deletions	-
Interest	113.60
Lease payments	308.76
Closing balance	**1,455.70**
Non-current lease liabilities	1,440.27
Current lease liabilities	15.43

For details on Restatement adjustments on ROU assets & lease liabilities Refer Note 41

(c) Lease related expenses debited to Statement of profit or loss

Particulars	For the year ended 31-Mar-2019
Interest expense on lease liabilities	113.60
Amortisation of right-of-use assets	273.49
Expense relating to short-term leases	67.50

(d) Contractual maturities of lease liabilities excluding interest thereon on an undiscounted basis

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Balance as at 31-Mar-2019	386.93	1,256.96	235.56	1,879.45

(e) Operating lease commitment as lessee

Particulars	For the year ended 31-Mar-2019
Expenses recognized in the statement of profit or loss	
a) Minimum lease payments	354.52
b) Contingent rent	21.74
Total	**376.26**

Variable rent for certain stores is payable in accordance with the lease agreement as the higher of : (a) fixed minimum guarantee amount and (b) revenue share percentage

Agreements with a non-cancellable clause are executed for periods ranging from 6 to 108 months and with cancellable clause ranging from 7 to 108 months.

Note No.	Particulars	As at 31-Mar-2019
7	**Other financial asset**	
	Non-current	
	[Unsecured, considered good]	
	Security deposits - at amortised cost	179.44
	Total	**179.44**
8	**Other non-current assets**	
	Advances for purchase of Property, Plant & Equipment	1.92
	Amounts deposited with income tax authorities paid under protest	-
	Total	**1.92**
9	**Inventories**	
	Raw materials	165.05
	Work-in-progress	141.32
	Finished goods*	290.61
	Finished goods [stock-in-trade]	105.74
	Less: Provision for inventories	(7.77)
	Total	**694.95**
	* Note: Includes stocks in transit	-

a Cost of Inventories pledged as security against current borrowings, details of which have been described in Note 19.
b Cost inventories recognised as expense due to obsolescence amounts to ₹ 50.20 Million.
c Provision made for slow moving inventories amounts to ₹ 7.77 Million.
d For mode of valuation of inventories refer Note 2.12 of Accounting Policies.

10	**Financial Asset - Investments**	
	Current	
	Quoted (at fair value through profit and loss)	
	HDFC Liquid Fund - Direct Plan - Growth Option	0.38
	102 units as at 31-Mar-2019	
	HDFC Liquid Fund - Direct Plan - Daily Dividend	41.02
	40,223 units as at 31-Mar-2019	
	ICICI Prudential Liquid - Direct Plan - Daily Dividend	193.07
	1,928,603 units as at 31-Mar-2019	
	Total	**234.47**
	Other disclosures	
	Cost of Investments	234.39
	Aggregate value of quoted investments	234.47
	Aggregate value of unquoted investments	-
11	**Trade receivables**	
	Receivables outstanding for a period exceeding six months from the date they became due for payment	
	Unsecured, considered good	19.06
	Unsecured, significant increase in credit risk	0.16
	Less: Allowance for expected credit loss	(0.16)
		19.06
	Other receivables	
	Unsecured, considered good	381.71
	Total	**400.77**

For details on credit risk for trade receivables, refer Note 40 (C) (v)
Trade Receivables are hypothecated as Security for part of Cash Credit facilities (Refer Note 19)

12	**Cash and cash equivalents**	
	Cash in hand	9.64
	Balances with	
	Banks in current accounts	90.38
	Credit card companies	6.11
	Total	**106.13**

Note No.	Particulars	As at 31-Mar-2019
13	**Bank balances other than cash and cash equivalents**	
	Margin money deposits	28.73
	Other bank deposits*	301.69
	Total	**330.42**

* Note: Other bank deposits represents, fixed deposit with banks with original maturity of more than three months.

14	**Other financial asset**	
	Current	
	[Unsecured, considered good]	
	Security Deposits - at amortised cost	15.00
	Interest accrued but not due on fixed deposits	2.50
	Total	**17.50**
	Includes deposits with Meridian Global Ventures Private Limited (Refer Note 39)	7.20

15	**Other current assets**	
	Advances to	
	Suppliers	51.72
	Employees	1.61
	Others	-
	Balances with government authorities (other than income taxes)*	48.97
	Prepayments	-
	Prepaid expenses	3.75
	Prepaid rent	48.47
	Other receivables	-
	Total	**154.52**

* Note: Balance with government authorities relates to input credit entitlements and GST balances and other balances with regulatory authorities.

Note No. 16 Equity

Particulars	As at 31-Mar-2019	
	No. of shares	₹
Authorised		
Equity shares of ₹ 10/- each with voting rights	3,10,00,000	310.00
Preference shares of ₹ 100/- each	49,00,000	490.00
Issued, subscribed and fully paid		
Equity shares of ₹ 10/- each with voting rights	3,00,00,120	300.00
Preference shares 0.01% Series A Compulsorily convertible cumulative preference shares of ₹ 100 each fully paid up ['Series A CCPS']	24,99,615	249.96
Preference shares 0.01% Series B Compulsorily convertible cumulative preference shares of ₹ 100 each fully paid up ['Series B CCPS']	23,99,860	239.99
Total		**789.95**

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31-Mar-2019	
	No. of shares	₹
Equity shares of ₹ 10/- each with voting rights		
At the commencement of the year	1,00,00,040	100.00
Issue of bonus shares	2,00,00,080	200.00
At the end of the year	**3,00,00,120**	**300.00**
Series A CCPS		
At the commencement of the year	24,99,615	249.96
Changes during the year	-	-
At the end of the year	**24,99,615**	**249.96**
Series B CCPS		
At the commencement of the year	23,99,860	239.99
Changes during the year	-	-
At the end of the year	**23,99,860**	**239.99**

(b) Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a nominal value of ₹ 10. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(c) Terms/ rights attached to preference shares

Paid up preference shares of the Company comprise of:

24,99,615, 0.01% Series A Compulsorily Convertible Cumulative preference shares of Rs 100 each, allotted to Sequoia Capital India Investments IV. The shares are convertible at the option of holder of the preference shares at a fixed number of shares at the ratio of 1:6, upon the earlier of (i) 1 day prior to the expiry of 20 years from the First Closing Date; or (ii) in connection with a IPO, prior to filing of a prospectus by the Company.

23,99,860, 0.01% Series B Compulsorily Convertible Cumulative preference shares of Rs 100 each, allotted to India Advantage Fund S4 I (22,07,634 series) and Dynamic India Fund S4 US I (1,92,226 series). These shares may be converted to equity shares at any time at the option of the shareholder, at a fixed number of shares at the ratio of 1:3, upon the earlier of (i) 1 day prior to the expiry of 20 years from the First Closing Date; or (ii) in connection with a IPO, prior to filing of a prospectus by the Company.

Preference shares carry a preferential right as to dividend over equity shareholders. Where dividend on cumulative preference shares is not declared for a financial year, the entitlement thereto is carried forward. The preference shares are entitled to one vote per share at meetings of the company on any resolutions of the company directly affecting their rights. However, a cumulative preference shareholder acquires voting rights on par with an equity shareholder if the dividend on preference shares has remained unpaid for a period of not less than two years. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares.

During the year 2018-19, the company has allotted bonus shares in the ratio 1:2 for equity shareholders. Preference shareholders are eligible for bonus shares at the time of conversion.

Note No.

(d) Details of shares held by each shareholder holding more than 5% shares

Particulars	As at 31-Mar-2019	
	No. of shares	% holding
Equity shares of ₹ 10/- each with voting rights		
Mr. Rahul Saraogi*	1,49,99,940	49.99
Mr. Gautam Saraogi*	1,49,99,940	49.99
Series A CCPS		
0.01% Series A Compulsorily Convertible Cumulative Preference shares of Rs 100 each fully paid up		
Sequoia Capital India Investments IV	24,99,615	100.0
Series B CCPS		
0.01% Series B Compulsorily Convertible Cumulative Preference shares of Rs 100 each fully paid up		
India Advantage Fund S4 I	22,07,634	91.99
Dynamic India Fund S4 US I	1,92,226	8.01

(e) Details of shares issued for consideration other than cash during the preceding three years

Particulars	As at 31-Mar-2019
Equity Shares with Voting rights	
Bonus issue of fully paid up equity shares of ₹ 10/- each with voting rights	2,00,00,080

Note No.	Particulars	As at 31-Mar-2019
17	**Other equity**	
	Securities premium*	
	Opening balance	**1,057.93**
	Premium on share issued during the year	-
	Utilised for issue of bonus shares	(200.00)
	Closing balance	**857.93**
	Retained earnings*	
	Opening balance (Refer Note 41)	**220.60**
	Add: Transfer from the statement of profit and loss	411.27
	Add/ (Less): Remeasurements of defined benefit obligations*	3.59
	Less : Dividend	-
	Less : Tax on dividend	-
	Closing balance	**635.46**
	Total reserves and surplus	**1,493.39**

*** Notes:**

(a) Securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act 2013.

(b) Retained earnings represent the amount of accumulated earnings / deficit of the Company, and re-measurement gains/losses on defined benefit plans. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

18	**Provision**	
	Non-current	
	Provision for employee benefits	
	Gratuity (Refer Note 37)	7.24
	Total	**7.24**

19	**Borrowings**	
	Current	
	Secured	
	Cash credit from banks and financial institutions*	82.81
	Current account [overdraft]	-
	Total	**82.81**

*** Note on Terms of current borrowings:**

The cash credit facility from Ratnakar Bank Limited ['RBL Bank'] comprising of ₹200 Million, has been obtained for the purpose of working capital. The facility has been availed for a tenure of 12 months, and is repayable on demand.

The facility is secured by way of an exclusive charge on the entire current assets and moveable fixed assets of the company, both present and future, and an unconditional and irrevocable personal guarantee of Mr. Prakash Saraogi, Mr. Gautam Saraogi and Mr. Rahul Saraogi.

Interest is charged at 0.45% above 1 year MCLR on a monthly basis.

Note No.	Particulars	As at 31-Mar-2019
20	**Trade payables**	
	Trade Payables	
	Total outstanding dues of micro enterprises and small enterprises*	0.13
	Total outstanding dues of creditors other than micro and small enterprises	138.01
	Total	**138.14**

The average credit period on domestic purchases ranges between 30 - 45 days. The Company has financial risk management policies in place to ensure that all the payable are paid within the pre-agreed credit terms.

*** Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.13
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-
The amount of interest due and payable for the year	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-

The above information regarding dues to Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the auditors.

21	**Other financial liabilities**	
	Other current financial liabilities at amortised cost	
	Security deposits	6.37
	Capital creditors	6.94
	Retention money payable	2.47
	Total	**15.78**
22	**Other current liabilities**	
	Statutory dues payable	15.62
	Employee benefits payable	7.67
	Other payables	25.55
	Total	**48.84**
23	**Provisions**	
	Current	
	Provision for employee benefits	
	Gratuity (Refer Note 37)	-
	Other customer provisions for	
	Discount on stock lying with LFS partner	9.46
	Total	**9.46**

Movement in other customer provision	
Provision for discount	
Opening balance	-
Add: Made during the year	9.46
Less: Utilised during the year	-
Closing balance	**9.46**

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.	Particulars	For the year ended 31-Mar-2019
24	**Revenue from operations**	
A	**Revenue streams**	
	Sale of products	
	Retail Sales	2,931.33
	Less: Discounts provided during the year	(75.44)
	Less: Gift vouchers availed during the year	(18.75)
	Total [A]	**2,837.14**
	Other operating revenue	
	Scrap sales	15.51
	Export incentives	(0.18)
	Total [B]	**15.33**
	Total [A+B]	**2,852.47**
B	**Disaggregated revenue information**	
	Sales channels	
	Exclusive brand outlets ('EBO')	1,859.23
	Large format stores ('LFS')	763.86
	Others - Online, distributer and franchisee	214.06
	Total	**2,837.14**
	Sales channels	
	Revenue from retail operations	1,859.23
	Revenue from other than retail operations	977.91
	Total	**2,837.14**

25	**Other income**	
	Income on financial assets:	
	Interest on Bank deposits	13.28
	Interest on Security deposits measured at amortised cost	9.80
	On investments in mutual funds	28.69
	Net gain on foreign exchange transactions and translation	10.72
	Gain on sale of property, plant and equipment (net)	0.05
	Miscellaneous income	2.23
	Total	**64.77**

26	**Cost of materials consumed**	
	Opening stock of raw materials	73.41
	Add: Purchases	927.01
		1,000.42
	Less: Closing stock of raw materials	(165.05)
	Cost of materials consumed	**835.37**
	Breakup of cost of material consumed	
	Fabric	698.83
	Accessories	90.11
	Packing Materials	16.09
	Yarn	30.34
	Total	**835.37**

27	**Purchases of stock-in-trade**	
	Garments	284.08
	Total	**284.08**

28	**Changes in inventories of finished goods and work-in-progress**	
	Opening Stock	
	Work-in-progress	99.83
	Finished goods and stock-in-trade	263.08
		362.91
	Closing Stock	
	Work-in-progress	141.32
	Finished goods and stock-in-trade	396.34
		537.66
	Total	**(174.75)**

29	**Subcontracting Charges**	
	Subcontracting and sample making charges	204.52
	Total	**204.52**

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.	Particulars	For the year ended 31-Mar-2019
30	**Employee benefit expense**	
	Salaries, wages and bonus	389.85
	Contribution to provident and other funds (Refer Note 37)	8.16
	Gratuity expenses (Refer Note 37)	6.79
	Staff welfare expenses (Refer Note 37)	14.83
	Total	**419.63**
31	**Finance costs**	
	Interest expense on	
	Cash credit facility	0.18
	Lease rental discounting (Refer Note 6)	113.60
	Total	**113.78**
32	**Depreciation and amortisation expenses**	
	Depreciation on property, plant and equipment (Refer Note 3)	45.52
	Amortisation of intangible assets (Refer Note 5)	2.27
	Amortisation of right-of-use assets (Refer Note 6)	273.49
	Total	**321.28**
33	**Other expenses**	
	Power & fuel	22.09
	Sales promotion expenses	53.14
	Freight and handling charges	37.14
	Rent (Refer Note 6)	67.50
	Repairs and maintenance	
	Buildings	39.94
	Machinery	1.70
	Others	29.69
	Communication expenses	4.89
	Printing and stationery	2.87
	Travelling and conveyance	18.17
	Rates and taxes	5.81
	Legal and professional charges	13.93
	Payment to auditor (Refer Note (a) below)	1.84
	Expenditure on corporate social responsibility (Refer Note (b) below)	2.58
	Cash collection charges	7.89
	Bank charges	9.86
	Obsolete stock written off	50.20
	Bad debts	13.09
	Miscellaneous expenses	7.00
	Total	**389.33**
(a)	**Payment to auditor**	
	Statutory audit	1.60
	Tax audit	0.16
	Certification Fees	0.08
	Total	**1.84**
(b)	**Corporate social responsibility (CSR)**	
	Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013	3.08
	Amount spent during the year	
	In cash	
	(i) Construction / acquisition of any asset	-
	(ii) On purposes other than (i) above:	-
	Promoting preventive health care	2.58
	Promoting education	-
	Conservation of natural resources and other allied areas	-

Note No.

34 Deferred tax assets and liabilities (net)

Particulars	As at 31-Mar-2019
Deferred tax assets	31.68
Deferred tax liabilities	-
Net deferred tax asset/ (liability)	**31.68**

(a) Components of deferred tax asset /(liability)

Deferred tax asset	
Property, plant and equipment and intangible assets	0.69
Employee benefits	5.46
Preliminary expenses disallowed	2.72
Right-to-use asset	22.81
Gross deferred tax asset	**31.68**
Net deferred tax asset/ (liability) (net)	**31.68**

(b) Current tax assets and liabilities (net)

Provision for taxation	136.78
Less: Taxes paid	(151.34)
Net current tax asset/ (current tax liability)	**(14.56)**

(c) Tax expenses

Particulars	For the year ended 31-Mar-2019
Current tax in respect of	
Current year	136.78
Prior years	(2.79)
Deferred Tax	
Temporary differences recognised as DTA	(21.26)
Total	**112.73**
Deferred Tax	
Provision for employee benefits	(0.50)
Difference between book balance and tax balance of property, plant and equipment	0.84
Bad debts	-
Right-to-use asset	(22.81)
Preliminary expenses allowed	2.69
	(19.78)
Less: Income tax recognized on other comprehensive income	(1.48)
Total deferred tax expense recognised in statement of profit and loss	**(21.26)**

(d) Reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended 31-Mar-2019
Restated (Loss) / profit before tax [A]	524.00
Income tax rate [B]	29.12%
Income tax expense [A*B]	**152.59**
Expenses that are not deductible in determining taxable provision	7.51
Tax - exempt income	(8.37)
Other Comprehensive income	(1.48)
Benefits under Chapter VIA	(1.46)
Others	(33.27)
Tax paid pertaining to the previous years	(2.79)
Total tax expense / (credit) recognised in the statement of profit and loss	**112.73**

Note No.

34 (e) Movement of Deferred tax assets and liabilities (net)

2018-19	Opening balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Closing balance
Deferred tax assets / (liabilities) in relation to				
Property, Plant and Equipment	1.53	(0.84)	-	0.69
Bad debts	-	-	-	0.00
Employee benefits	4.96	(0.97)	1.48	5.46
Preliminary Expenses disallowed	5.41	(2.69)	-	2.72
Right to use asset		22.81		22.81
Net deferred tax asset/ (liability)	**11.90**	**18.31**	**1.48**	**31.68**

Note No.

35 Earnings per share

Particulars	**For the year ended 31-Mar-2019**
(Loss) / profit after tax	411.27
(Loss) / profit after tax attributable for equity share holders	**411.27**
Weighted average number of equity shares (Nos.)	3,00,00,120
Weighted average potential equity shares due to CCPS (Nos.)	2,21,97,270
Weighted average number of equity shares used in the calculation of basic and diluted EPS (Nos.)	**5,21,97,390**
Earnings per share	
Basic (₹)	7.88
Diluted (₹)*	7.88
Face value of equity shares (₹)	10.00

* Note: Earnings Per Share has been re-stated to include the impact of Compulsorily Convertible Cumulative Preference Shares Outstanding as on 31.03.2019, which is convertable at a fixed number of shares. There is no change in the Diluted number of shares with this effect.

36 Contingent liabilities and commitments

	Particulars	**As at 31-Mar-2019**
	Contingent liabilities	
(a)	Claims against the company not acknowledged as debts	
	Telangana CST demand FY 16-17	3.77
	Value Added Tax [VAT] Jammu and Kashmir FY 15-16	0.01
		3.78
(b)	**Commitments**	
	Estimated amount of contracts remaining to be executed on capital account and not provided for	29.62
	Less: Capital advances paid	(7.55)
	Net Capital Commitments	**22.07**
	Total	**25.85**

The claims against the company not acknowledged as debts, has been arrived at based on the notice of demand and the Company is contesting this claim with the respective authority. Future cash flows in respect of the above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. Management is hopeful of successful outcome in the appellate proceedings.

37 Employee benefits

(a) Defined contribution plan

The Company makes provident and pension fund contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Company also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes. Expenses recognized against defined contribution plans:

Particulars	**For the year ended 31-Mar-2019**
Included under 'Contribution to provident and other funds' (Refer Note 29)	
Contributions to provident and pension funds	8.16
Included under 'Staff welfare expenses' (Refer Note 29)	
Contributions to employee state insurance	10.59
Contributions to labour welfare fund	-

(b) Defined benefit plans

The Company operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972 and the benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India.

The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit cost credit method.

Note No.

(c) Other disclosures of defined benefit plans as required under Ind AS–19 are as under

Particulars	For the year ended 31-Mar-2019
Service cost	
Current service cost	6.25
Interest cost	0.54
Components of defined benefit costs recognised in statement of profit or loss [B]	**6.79**
Actuarial (gain) / loss on plan obligations	(5.31)
Difference between actual return and interest income on plan assets - (gain) /loss	0.24
Components of defined benefit costs recognised in other comprehensive income [B]	**(5.07)**
Total [A+B]	**1.72**

(d) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows

Particulars	As at 31-Mar-2019
Present value of defined benefit obligation	10.11
Less: Fair value of plan assets	(2.87)
Net liability recognised in the balance sheet	**7.24**
Current portion of the above	-
Non current portion of the above	7.24

(e) Movement in the present value of the defined benefit obligation are as follows

Particulars	As at 31-Mar-2019
Present value of defined benefit obligation at the beginning of the year	**8.52**
Expenses Recognised in statement of Profit & Loss	
Current service cost	6.25
Interest cost	0.65
Benefit paid	-
Remeasurement gains / (loss)	
Actuarial gain (loss)	(5.31)
Present value of the defined benefit obligation at the end of year	**10.11**

(f) Movement in fair value of plan assets are as follows

Particulars	As at 31-Mar-2019
Fair value of plan assets at the beginning of the year	-
Interest income on plan assets	0.11
Income recognised in statement of profit & loss	
Expected return on plan assets	(0.24)
Remeasurement gains / (losses)	
Actuarial gains/(loss) arising form changes in financial assumptions	-
Contributions by employer (including benefit payments recoverable)	3.00
Benefit paid	-
Fair value of plan assets at the end of the year	**2.87**

(g) Sensitivity analysis

Particulars	For the year ended 31-Mar-2019
Present value of the defined benefit obligation at the end of year	10.11
Impact of the change in the discount rate	
Impact due to increase of 0.50%	9.81
Impact due to decrease of 0.50%	10.44
Impact of the change in the salary increase	
Impact due to increase of 0.50%	9.81
Impact due to decrease of 0.50%	10.43

(i) Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

(ii) Sensitivities as to rate of inflation, rate of increase of pension in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Note No.

(h) Maturity profile

Particulars	As at 31-Mar-2019
0 to 1 year	0.59
1 to 2 Year	0.80
2 to 3 Year	1.01
3 to 4 Year	1.38
4 to 5 Year	1.76
5 years onwards	6.13

(i) Actuarial assumptions

Particulars	For the year ended 31-Mar-2019
Discount rate	7.37%
Salary escalation	10.00%
Withdrawal rate up to 30/44 and above 44 years	20.00%
Mortality rate	IALM (2006-08) Ultimate / LIC Ann (1996-98)
Method used	Projected unit credit method

38 Segment reporting

The Company is primarily engaged in the business of retail trade through retail and departmental stores facilities, which in the terms of Ind AS 108 on 'Operating Segments', constitutes a single reporting business segment.

There are no material individual markets outside India and hence the same is not disclosed for geographical segments for the segment revenues or results or assets. During the year ended 31 March 2019, the revenue from transactions with a single external customer did not amount to 10 percent or more of the Company's revenues from the external customers.

Note No.

39 Related party disclosure

A List of related parties

Relationship	Name of the related party
Subsidiary	GO Fashion FZE, UAE [liquidated on 04.02.2019]
Key management personnel ['KMP']	Prakash Kumar Saraogi, Director Gautam Saraogi, Director
Relatives of KMP	Ms.Usha Saraogi Ms.Anita Rasiwasia Ms.Pushpa Saraogi Ms.Neha Garodia Mr.Rahul Saroagi Ms. Ruchita Saraogi
Entities in which KMP / Relatives of KMP can exercise significant influence ['ESI']	Meridian Investments, Firm Meridian Global Ventures Private Limited (formerly Meridian Apparels Private Limited) Go Colors Garment Trading LLC, UAE

Related parties relationships are as identified by the management and relied upon by the auditors.

Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}
Notes to the restated consolidated financial information
(Amount in ₹ Millions, except for share data or as otherwise stated)

Note No.

39 Related party disclosure continued

B Transactions with related parties

Particulars	**KMP and their relatives**	**Enterprises owned or significantly influenced by Key Management Personnel / Directors and their relatives**
	For the year ended	
	31-Mar-2019	**31-Mar-2019**
Remuneration of KMP		
Short Term Employee Benefit:		
Prakash Kumar Saraogi	8.68	-
Gautam Saraogi	3.47	-
Interest income		
Meridian Global Ventures Private Limited	-	0.43
Advance given		
Meridian Global Ventures Private Limited {Also Refer Note 38 (F)}	-	30.00
Refund of advance		
Meridian Global Ventures Private Limited {Also Refer Note 38 (F)}	-	30.00
Sales of finished goods		
Meridian Global Ventures Private Limited	-	0.01
Ms.Pushpa Saraogi	0.00	-
Purchases of assets		
Meridian Global Ventures Private Limited	-	0.06
Rent & Other expenses		
Meridian Global Ventures Private Limited	-	14.13
Security deposit		
Meridian Global Ventures Private Limited	-	7.20

Note No.

39 Related party disclosure continued

C Balances with related parties

Particulars	KMP	Enterprises owned or significantly influenced by Key Management Personnel / Directors and their relatives
	As at	
	31-Mar-2019	31-Mar-2019
Trade receivables		
GO Fashion FZE	-	-
Meridian Global Ventures Private Limited	-	0.01
Security deposit		
Meridian Global Ventures Private Limited	-	7.20
Trade payable		
GO Fashion FZE	-	-
Meridian Global Ventures Private Limited	-	0.03
Loan receivable		
GO Fashion FZE	-	-
Balances receivable		
Ms.Usha Saraogi	-	-
Ms.Anita Rasiwasia	-	-
Ms.Pushpa Saraogi	0.00	-
Ms.Neha Garodia	-	-
Ms. Ruchita Saraogi	-	-

D The following are the details of the transactions eliminated as per Ind AS 24 read with SEBI ICDR Regulations during the year ended March 31, 2019:

Name of Related Party	Nature of transactions	₹ Millions
Go Fashion FZE	Investment in Equity	70.73
	Unsecured loan Receivable*	34.55
	Trade Receivable	2.44
Total		**107.72**

*Note: Also refer Note E below

E The company has provided unsecured loan to Go Fashion FZE amounting to ₹ 34.55 Million (AED 19,55,000), during the financial year 2017-18, repayable on demand, duly authorised by the Board of Directors at their meeting held on 14.06.2017 (AED 1,000,000), 07.09.2017 (AED 400,000), 07.11.2017 (AED 200,000) and 16.02.2018 (AED 355,000). Since the aforesaid amount of ₹ 34.55 Million was not recoverable, it has been written-off in the company's books for the year ended March 31, 2019.

F During the financial year 2018-19, the company had provided an advance to Meridian Global Ventures Private Limited amounting to ₹ 30.00 Million (₹ 30.00 Million in July '18), and it has been fully settled during the same financial year 2018-19 (₹ 20.00 Million in August '18 and ₹ 10.00 Million in September '18). Interest at the rate of 7.50% per annum has been charged on the same.

Note No.

40 Financial instruments

(a) Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

Particulars	As at 31-Mar-2019
Total equity attributable to the equity shareholders of the company	2,283.34
As a percentage of total capital	97%
Current borrowings	82.81
As a percentage of total capital	3%
Total Capital	**2,366.15**

The Company is predominantly financed through equity, which is evident from the capital structure table. There is no change in the overall capital risk management strategy of the Company compared to last year.

(b) Categories of financial instruments

The carrying value of the financial instruments by categories

Particulars	Carrying value 31-Mar-2019	Fair value 31-Mar-2019
Financial assets		
Measured at fair value though profit and loss		
Investments in mutual funds	234.47	234.47
Measured at amortised cost		
Investment in subsidiary	-	-
Other financial assets	196.94	196.94
Trade receivables	400.77	400.77
Cash and cash equivalents	106.13	106.13
Bank balance other than cash and cash equivalents	330.42	330.42
Total	**1,268.73**	**1,268.73**
Financial liabilities		
Measured at amortised cost		
Borrowings	82.81	82.81
Lease liabilities	1,455.70	1,455.70
Trade payables	138.14	138.14
Other financial liabilities	15.78	15.78
Total	**1,692.43**	**1,692.43**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The Company has disclosed financial instruments such as comprise of borrowings, trade payable, and other current liabilities, loans, trade receivable, cash and cash equivalents and bank balances other than cash and cash equivalents at carrying value because their carrying values are a reasonable approximation of the fair values due to their short term nature.

(ii) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party.

(c) Financial risk management

The Company's principal financial liabilities, comprise of borrowings, trade payable and other financial liabilities

The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade receivables, cash and cash equivalents and bank balances other than cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors.

This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and Company's risk objective.

Note No.

40 Financial instruments

The management reviews and agrees policies for managing each of these risks which are summarized as below:

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk. Financial instruments affected by market risks include borrowings, security deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as on respective Balance Sheet dates. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as on Balance Sheet date.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities (when revenue or expense is denominated in foreign currency). The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

(iii) Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and AED exchange rates, with all other variables held constant. The impact on the profit before tax is due to changes in the fair value of monetary assets and liabilities. Foreign currency exposures recognised by the Company that have not been hedged by a derivative instrument or otherwise are as under:

Particulars	**As at 31-Mar-2019**	
	Amount in FC	**Amount in ₹**
Trade Payables		
USD	-	-
Trade receivables		
AED	-	-
USD	0.09	6.31
Loan receivable		
AED	-	-
Advance paid to supplier		
USD	0.17	11.88
Net Assets/(Net Liabilities)		**18.19**

Sensitivity

Impact on profit before tax and equity	**As at 31-Mar-2019**	
	5% increase	**5% decrease**
USD	0.91	(0.91)

(iv) Interest Rate Risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's financial liabilities comprises of interest bearing cash credit facility; however these are not exposed to risk of fluctuation in market interest rate as the rates are fixed at the time of contract/agreement and do not change for any market fluctuation. Moreover, the cash credit facility is used to facilitate the cash flow movement of the Company during the year, and the Company prefers to generally maintain a positive balance, hence controlling the interest costs pertaining to the cash credit facility.

(v) Credit risk

Credit risk is the risk that the counter party will not meet its obligation under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating review and individual credit limits are defined in accordance with this assessment. The Company regularly monitors its outstanding customer receivables.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to trade receivables as low, as a majority of its trade receivable balance is receivable from Large Format Stores ('LFS'), who are well established business entities, and have been regular in their payments over the history of the business.

Note No.

40 Financial instruments

The average credit period on sale of products ranges between 30 to 60 days. The credit worthiness of trade receivables and the credit terms set are determined on a case to case basis and the Management has factored in the uncertainties arising out of COVID-19, as applicable. The fair values of trade receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when these become overdue. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Ageing in days	**As at 31-Mar-2019**
0-30	63.10
31-60	91.27
61-90	67.28
91-120	87.01
121-180	72.89
181-365	18.90
Above 365	0.32
Total	**400.77**

Movement in the expected credit loss allowance

Particulars	**As at 31-Mar-2019**
Opening balance	0.16
Provision made during the year	-
Amount written off during the year	(0.16)
Closing balance	**-**

(d) Financial instruments and cash & bank deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and mutual funds. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet is the carrying amounts which are given below. Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the company.

Particulars	**As at 31-Mar-2019**
Non-current assets	
Other Financial Asset	179.44
Investments	-
Current assets	
Investments	234.47
Trade receivables	400.77
Cash and cash equivalents	106.13
Bank balance other than cash and cash equivalents	330.42
Other Financial Asset	17.50

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks.

(e) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term investments and a cash credit facility. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be very low.

Note No.

40 Financial instruments

Maturity profile of financial liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date

Particulars	Carrying value	less than 1 year	More than 1 year
31-Mar-2019			
Borrowings	82.81	82.81	-
Lease liabilities	1,455.70	15.43	1,440.27
Trade payables	138.14	138.14	-
Other financial liabilities	15.78	15.78	-
Total	**1,692.43**	**252.16**	**1,440.27**

(f) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Disclosures of fair value measurement hierarchy for financial instruments are given below

Particulars	As at 31-Mar-2019
Level 1	
Financial Assets, measured at fair value through Profit and loss	
Investment in mutual funds	234.47
Level 2	
Financial Assets, measured at Amortised Cost	
Other Financial Asset	196.94
Trade receivables	400.77
Cash and cash equivalents	106.13
Bank balance other than cash and cash equivalents	330.42
Total	**1,034.26**
Financial Liabilities, measured at Amortised Cost	
Borrowings	82.81
Trade payables	138.14
Lease Liabilities	1,455.70
Other financial liabilities	15.78
Total	**1,692.43**

As at 31.03.2019 , the level 3 fair value measurements are Nil.

Note No.

41 Restatement adjustment

The Company has followed the same accounting policy choices (transition options as per Ind AS 116) as adopted on 01 April 2019 for transition to Ind AS 116, while preparing the restated consolidated financial information for the year ended 31 March 2019. The reconciliation of the same is as follows :

Reconciliation of equity

Particulars	As at	
	31-Mar-2019	1-Apr-2018
Share capital	789.95	589.95
Reserves and surplus	1,548.91	1,278.53
Equity balance as per special purpose consolidated financial information	**2,338.86**	**1,868.48**
Restatement adjustment		
Adjustments on account of transition to Ind AS 116 (Refer Note (a) below)		-
(1) Amortisation of Right-of-use assets	(273.49)	-
(2) Interest on Lease rental discounting	(113.60)	-
(3) Rent reversal	308.76	-
Deferred Tax Asset impact on adoption of Ind AS 116 (Refer Note (a) below)	22.81	-
Equity balance as per restated consolidated financial information	**2,283.34**	**1,868.48**

Reconciliation of total comprehensive income

Particulars	For the year ended
	31-Mar-2019
Profit as per special purpose consolidated financial information	**470.38**
Restatement adjustment	
Adjustments on account of transition to Ind AS 116 (Refer Note (a) below)	-
(1) Amortisation of Right-of-use assets	(273.49)
(2) Interest on Lease rental discounting	(113.60)
(3) Rent reversal	308.76
Deferred Tax Asset impact on adoption of Ind AS 116 (Refer Note (a) below)	22.81
Profit as per restated consolidated financial information	**414.86**

Explanatory notes restatement adjustments

(a) The Company had adopted Ind AS 116 'Lease' with the date of initial application being 01 April 2019. For the purpose of preparation of restated consolidated financial information, the initial application date for Ind AS 116 has been considered as 01 April 2018, resulting in net impact of Rs. 55.52 Million (Net of Deferred Tax Asset) in the restated 'Other equity' and 'Total comprehensive income'.

Material regrouping

(b) Appropriate adjustments have been made in the Restated Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, as applicable, to conform with the requirements of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

Signatures to Notes 1 to 41

For and on behalf of the Board of Directors of Go Fashion (India) Limited {formerly known as Go Fashion (India) Private Limited}

Prakash Kumar Saraogi	**Gautam Saraogi**	**R Mohan**	**Gayathri V**
Director	Director	Chief Financial officer	Company Secretary
DIN: 00496255	DIN: 03209296		

Chennai, August 12, 2021

OTHER FINANCIAL INFORMATION

The accounting ratios required under Paragraph 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(in ₹ million other than shared data)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Restated earnings per Equity Share (in ₹) - Basic	-0.68	10.08	5.93
Restated earnings per Equity Share (in ₹) - Diluted	-0.68	10.08	5.93
Return on Net Worth (%)*	-1.25%	18.38%	13.55%
Net asset value per Equity Share (in ₹)	54.21	54.85	43.74
EBITDA	463.49	1,265.05	799.88

** Return on Net Worth (%) = Restated profit or loss for the year divided by Total Equity at the end of the year.*
(1) Not annualised.
***Notes**: Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings per Share' prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).*

The audited financial statements of our Company as at and for the year ended March 31, 2021, March 31, 2020, and March 31, 2019 and the reports thereon dated June 17, 2021, September 17, 2020 and August 1, 2019, respectively ("**Audited Financial Statements**") are available at www.gocolors.co.in. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any 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 any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Measures

Certain non-GAAP measures like EBITDA, EBITDA margin, Net Worth, return on Net Worth, Net Asset Value per Equity Share, debt equity ratio and total borrowings/ equity (**"Non-GAAP Measures"**) presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled non-GAAP Measures between companies may not be possible. Other companies may calculate the non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See '*Risk Factors – We have in this Draft Red Herring Prospectus included certain Non-GAAP Measures 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 Indian retail industry and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*' on page 39.

Reconciliation of restated profit/ (loss) for the year to EBITDA and EBITDA margin for the year

The table below reconciles restated profit/ (loss) for the year to EBITDA. EBITDA is calculated as restated profit/ (loss) for the year plus total tax expenses, depreciation and amortization expenses, and finance costs while EBITDA Margin is the percentage of EBITDA divided by total income.

(in ₹ million)

Particulars	Year ended March 31,		
	2021	2020	2019
Restated profit/ (loss) for the year/ period (I)	-35.39	526.34	309.41
Adjustments:			
Add: Total tax expenses (II)	4.04	156.52	112.73
Add: Finance costs (III)	205.69	164.72	113.78
Add: Depreciation and amortisation expense (IV)	604.99	465.72	321.28
Less: Other Income (VI)	315.84	48.25	57.32
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) (V = I + II + III + IV)	463.49	1265.05	799.88

Reconciliation of Net Worth

(in ₹ million)

Particulars	Year ended March 31,		
	2021	2020	2019
Equity share capital (I)	789.95	789.95	789.95
Other equity* (II)	2,039.41	2,073.07	1,493.39
Net Worth (III) = (I + II)	2,829.36	2,863.02	2,283.34

** includes equity component of compound financial instruments*

Reconciliation of return on Net Worth

(in ₹ million)

Particulars	Year ended March 31,		
	2021	2020	2019
Equity share capital (I)	789.95	789.95	789.95
Other equity* (II)	2,039.41	2,073.07	1,493.39
Total equity (III) = (I + II)	2,829.36	2,863.02	2,283.34
Restated profit/ (loss) for the period (IV)	-35.39	526.34	309.41
Return on Net Worth (V) = (IV / (III))	**-1.25%**	**18.38%**	**13.55%**

** includes equity component of compound financial instruments;*
*** Not annualised.*

Reconciliation of Net Asset Value (per Equity Share)

(in ₹ million, except for share data)

Particulars	Year ended March 31,		
	2021	2020	2019
Equity share capital (I)	789.95	789.95	789.95
Other equity* (II)	2,039.41	2,073.07	1,493.39
Total equity (III) = (I + II)	2,829.36	2,863.02	2,283.34
Number of equity shares (IV)	52,197,390	52,197,390	52,197,390
Net asset value per equity share (V) = (III / IV)	**54.21**	**54.85**	**43.74**

** includes equity component of compound financial instruments*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information on page 206.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 14. Also read "Risk Factors" and "- Significant Factors Affecting our Results of Operations and financial condition" on pages 21 and 290, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2019, 2020 and 2021 included herein is derived from our Restated Financial Information, included in this Draft Red Herring Prospectus. Further, unless otherwise indicated or the context otherwise requires, all operational information included herein for Fiscals 2019 is as on standalone basis. For further information, see "Financial Information" on page 206. Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to Go Fashion (India) Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Report on Women's Bottom Wear Apparel in India" dated August 10, 2021 (the "Technopak Report"), prepared and issued by Technopak Advisors Private Limited appointed on May 25, 2021, and exclusively commissioned by and paid for by us in connection with the Offer. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 12.

OVERVIEW

We are among the largest women's bottom-wear brands in India, with a market share of approximately 8% in the branded women's bottom-wear market in Fiscal 2020 (*Source: Technopak Report*). We are engaged in the development, design, sourcing, marketing and retailing a range of women's bottom-wear products under the brand, '*Go Colors*'. We are among the few apparel companies in India to have identified the market opportunity in women's bottom-wear and have acted as a 'category creator' for bottom-wear. We have leveraged our first-mover advantage to create a direct-to-consumer brand with a diversified and differentiated product portfolio of premium quality products at competitive prices. (*Source: Technopak Report*)

The share of organized retailing within women's apparel has increased from 19% in Fiscal 2015 to 27% in Fiscal 2020 and is expected to reach 42% by Fiscal 2025. This rapid growth is attributable to a growing female population, increasing number of working women, evolving fashion trends, and rising spending power of consumers. In particular, women's bottom-wear is the fastest growing category in the women's apparel segment market and contributes 8.3% of women's apparel market amounting to ₹ 135,470 million in Fiscal 2020 and is expected to grow at a CAGR of 12.35% to reach ₹ 243,150 million by Fiscal 2025. The organised share of women's bottom-wear market is expected to reach ₹ 92,400 million with a share of 38% in Fiscal 2025 growing at a CAGR of 24.3% until 2025. The women's clothing market in India has evolved in the past decade from the traditional one-piece apparel, like the saree, to a two-piece and mix-and-match apparel, with bottom-wear becoming an essential category that caters to basic and functional needs of consumers. Today, bottom-wear has become a must-have that provides comfort as well as style and is a round-the-year universal category that is not subject to seasonal trends. Historically, the bottom-wear market, being highly unorganized, has had limited options for consumers to access branded products of consistent quality. (*Source: Technopak Report*)

We offered one of the widest portfolios of bottom-wear products among women's apparel retailers in India in terms of colours and styles, as of July 2021 (*Source: Technopak Report*). Our bottom-wear products, which include churidars, leggings, dhotis, harem pants, patiala, palazzos, culottes, pants, trousers and jeggings, are sold across multiple categories such as ethnic wear, western wear, fusion wear, athleisure, denims, plus sizes and girls wear making our portfolio 'universal' and for every occasion. As of May 31, 2021, we sold bottom-wear in over 50 styles in more than 120 colours. We design our products to cater to women across all age groups and girls and

fits that are suitable to various body types and physiques. These factors, coupled with the lack of seasonality, ensure that our portfolio is resistant to redundancy from fashion trends.

We endeavour to provide our customers with premium quality products, and at a price range that caters across all income segments and the price range of our products ranges from ₹ 225 to ₹ 1,599 while the average selling price of our products in Fiscal 2021 was ₹ 584.02. In addition, the strength of our '*Go Colors*' brand and round-the-year relevance of our product portfolio allows us to typically retail our products at full price and with discounts offered only in limited circumstances.

We serve our customers primarily through our extensive network of 450 exclusive brand outlets ("**EBOs**") (including 15 kiosks operated on a "company owned and company operated" ("**COCO**") model and 11 franchise stores) that are spread across 23 states and union territories in India, as of May 31, 2021. Our cluster-based approach to opening and operating EBOs allows us to pursue the COCO model which results in better operational control and greater store profitability. In our experience, retailing through EBOs creates better brand recall. Our EBOs are located in high streets, malls, residential market areas in major metros, large cities and other tier II and tier III cities and at airports. In addition, our distribution channels include large format stores ("**LFSs**") including Reliance Retail Limited, Central, Unlimited, Globus Stores Private Limited and Spencer's Retail among others. Our LFSs have grown from 925 LFSs, as of March 31, 2019 to 1,419 LFSs, as of March 31, 2020 and further increased to 1,267 LFSs, as of March 31, 2021 while as of May 31, 2021 we operated in 1,332 such stores. In addition, we sell our products through our own website and online marketplaces and through multi-brand outlets ("**MBOs**").

The table below sets forth our revenue from operations from our distribution channels, for the periods indicated:

	Fiscal 2019		**Fiscal 2020**		**Fiscal 2021**	
	Amount (₹ million)	**% of Total Revenue from Operations**	**Amount (₹ million)**	**% of Total Revenue from operations**	**Amount (₹ million)**	**% of Total Revenue from operations**
EBOs[1]	1,859.23	65.18%	2,667.13	68.04%	1,727.62	68.92%
LFSs	763.86	26.78%	1,030.17	26.28%	551.58	22.00%
Online	35.97	1.26%	38.18	0.97%	119.40	4.76%
MBOs and Others[2]	193.42	6.78%	184.66	4.71%	108.08	4.31%
Total	**2,852.47**	**100.00%**	**3,920.14**	**100.00%**	**2,506.68**	**100.00%**

Notes:
(1) EBO includes kiosks and franchise stores
(2) MBOs and others includes sales through multi-brand outlets and garment fairs, exhibitions, events, etc. and scrap sales.

The tables below sets forth certain performance indicators of our EBOs for the periods indicated:

Particulars	**EBOs**		
	As of / for the year ended March 31,		
	2019	**2020**	**2021**
New stores opened during the Fiscal	130	133	42
Stores[1]	333	448	449
Cities	88	110	114
Same Store Sales Growth[2]	19.97%	11.37%	(36.75)%
Average Store Area (square feet)	306.29	348.89	379.64
Sales per Square Feet (₹)	18,174.10	17,063.83	10,135.26
- Mature Stores[3] Sales per Square Feet	24,737.11	21,871.34	10,525.10
Revenue per Store (₹ million)	5.57	5.95	3.85
- Mature Stores[3] (₹ million)	7.43	7.19	3.84
Average Capital Expenditure per Store[4] (₹ million)	1.23	1.44	1.72

Notes:
(1) Stores refers to the number of stores at the end of the relevant period.
(2) Same-Store Sales Growth represents the period-over-period percentage change in net revenue from operations of all stores which are operational for more than 12 months for the reported Fiscal.
(3) Mature Stores refers to stores in existence for a period of more than 12 months.
(4) Average Capital Expenditure per Store refers to cost of interiors, furniture and equipment.

Our in-house design and merchandising team designs and develops bottom-wear products across categories with their deep understanding of consumers' requirements, in-depth market research and data analysis, helping in creating the fit and comfort of our products. The efforts of our design and merchandising team are supplemented

by our extensive sourcing network and the manufacturing network undertaken through 73 suppliers and 42 job-workers spread across 11 states and union territories, as of May 31, 2021.

We manage our inventory and logistics as well as our entire supply chain for all our channels from our 99,100 square foot warehouse in Tirupur, Tamil Nadu and are capable of handling complex SKU mixes. We have implemented ERP protocols across our operations that have helped us scale our operation and assist us in tracking inventory at our warehouse. We also have modern equipment at our warehouse that results in process efficiencies enabling us to optimize our costs. Our inventory management ensures that we are able to maintain inventory levels across our wide range of SKUs and our distribution network. As part of our inventory management, we also track business intelligence reports generated by our system to address changing trends and customer preferences which would result in minimal write-offs.

We are led by a management team that has extensive industry experience. Our Promoters, Prakash Kumar Saraogi, Managing Director and Gautam Saraogi, Executive Director and Chief Executive Officer, have been instrumental in the growth of our business. Prakash Kumar Saraogi has over three decades of experience in the apparel industry while Gautam Saraogi has over 10 years of experience in garment manufacturing, sourcing, marketing and brand building. The experience of our management team in garment sourcing, manufacturing, retailing and exports has helped us grow our operations. Their experience in exporting garments has helped our Company consistently procure quality fabrics at competitive prices. We have a committed and large senior management team that has extensive experience in the retail and fashion industry, which positions us well to capitalize on future growth opportunities. Our heads of functional groups, such as marketing and e-commerce, sourcing and supply chain, finance and accounts, product development and design, operations and sales, enhance the quality of our management with their specific and extensive industry experience. Our Board of Directors includes a combination of management executives and independent members who bring in significant business expertise including in the areas sales and marketing, finance and corporate governance. We have grown our operations with capital infusion from reputed investors such as funds managed or advised by ICICI Venture and Sequoia Capital in Fiscal 2018 and Fiscal 2014, respectively.

The table below sets forth certain key financial information for the periods indicated:

Particulars	**As of / for the year ended March 31,**		
	2019	**2020**	**2021**
	(₹ million, except percentages)		
Revenue from operations	2,852.47	3,920.14	2,506.68
EBITDA	799.88	1,265.05	463.49
EBITDA Margin	28.04%	32.27%	18.49%
Restated (Loss) / Profit After Tax	309.41	526.34	(35.39)
Return on Capital Employed	14.36%,	18.14%	3.47%
Return on Equity	13.55%	18.38%	(1.25)%

For reconciliation of EBITDA, EBITDA Margin, Return on Capital Employed and Return on Equity, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated (Loss) / Profit after Tax*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of Capital Employed and Return on Capital Employed (pre-tax) to Total Assets*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of Return on Equity to Total Equity*" on page 292, 293 and 293, respectively. *Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Non-GAAP Financial Measures" on page 12.*

PRESENTATION OF FINANCIAL INFORMATION

Our restated consolidated balance sheet as at March 31, 2019, and the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated cash flow statement, restated statement of changes in equity and notes forming part of the restated consolidated financial information for the year ended March 31, 2019, together with the summary of significant accounting policies and explanatory information thereon (collectively, the "**Restated Consolidated Financial Information**"), have been compiled from our audited consolidated financial statements as at and for the year ended March 31, 2019, prepared in accordance with Ind AS, read with the Companies (Indian Accounting Standards) Rules, 2015, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by ICAI and the circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016

issued by SEBI. Our restated standalone balance sheet as at March 31, 2021, 2020, and 2019, and the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone cash flow statement, restated statement of changes in equity and notes forming part of the restated standalone financial information for the years ended March 31, 2021, 2020, and 2019, together with the summary of significant accounting policies and explanatory information thereon (collectively, the "**Restated Financial Information**"), have been compiled from our audited financial statements as at and for the years ended March 31, 2021, 2020 and 2019, prepared in accordance with Ind AS, read with the Companies (Indian Accounting Standards) Rules, 2015, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by ICAI and the circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 issued by SEBI.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Impact of COVID-19

Beginning in March 2020 we experienced a substantial reduction in customer footfalls and store operations due to the nationwide lockdown implemented on March 25, 2020, quarantines, stay-at-home and shelter-in-place orders, the promotion of social distancing, and other restrictions. The impact of the COVID-19 pandemic on our business, operations and financial performance have included and may continue to include significant decline in revenue from operations. We experienced and may continue to be subject to temporary as well as permanent closures and reduced store-level operations such as reduced operating hours, as mandated by regulatory authorities. Our Company's total revenue from operations decreased by 36.06% from ₹ 3,920.14 million in Fiscal 2020 to ₹ 2,506.68 million in Fiscal 2021. The impact of the ongoing pandemic, particularly the second wave and more communicable strain of the virus that has affected India in April 2021, may also result in an adverse impact on our profitability as our operating expenses, primarily comprising lease rental expenses and employee benefit expenses, are less variable in nature. We also incurred and may continue to incur additional expenses in complying with evolving government regulations, including with respect to social distancing measures and sanitization practices. Also see "*Risk Factors – The current and continuing impact of the ongoing COVID-19 pandemic on our business and operations has been significant. The impact of the pandemic on our operations in the future, including its effect on the ability or desire of customers to visit our stores, is uncertain and may be significant and continue to have an adverse effect on our business prospects, strategies, business, operations, our future financial performance, and the price of our Equity Shares.*" on page 21.

In order to manage the adverse impact of COVID-19 on our operations, we have implemented and are in the process of implementing various measures to manage our expenses and liquidity. These measures include rationalization of under-performing stores exacerbated by COVID-19, and reduction in format size of several stores. In addition, we capitalized on this opportunity to renegotiate our rental arrangements under various agreements with mall developers, landlords and lessors during the onset of the COVID-19 pandemic in India. Based on these rent relief negotiations, we arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 crisis with a majority of our landlords. However, there can also be no assurance that we will be able to obtain such waivers or successfully further renegotiate these arrangements in the future. Further, in accordance with MCA Notification dated July 24, 2020 on Ind AS 116 (the "**MCA Notification**"), the Company has elected to apply the practical expedient of not assessing rent concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As a result, rent concession, shown as an increase in other income, increased to ₹ 243.31 million in Fiscal 2021 from no such income in Fiscal 2020.

To increase revenue generation opportunities during the initial months of COVID-19, we increased our focus on sales through our own online channels and leading e-commerce marketplaces. Through e-commerce marketplaces and our own websites, we have been able to leverage the fixed costs we have invested in integrating our physical stores and warehouses with our online channels, to serve customers seeking delivery of our products.

In the short- to medium-term, we expect that revenues generated at our stores as a proportion of our overall revenue from operations may decline while our revenues through online channels as a proportion of our overall revenue from operations may gradually increase. However, the impact of subsequent waves of the virus on our business cannot be ascertained at this time and we cannot currently estimate the duration or future negative impact of the COVID-19 pandemic on our ability to continue expanding our network of stores, or improve same-store sales growth. As a retail company, we are significantly exposed to the public health and economic effects of the COVID-19 pandemic and there can be no assurance that our business will not be adversely affected if the COVID-

19 pandemic were to worsen or last for an extended period, or if subsequent waves and more restrictive measures were to be implemented.

Expansion of our store network

Our ability to continue our growth across geographies depends upon the strength of our brand, product offering and store economics. Our ability to effectively execute our expansion strategy further depends on our ability to open new stores successfully. As of March 31, 2021, we operated 450 EBOs across 115 cities in 23 states and union territories across India.

As a retailing company, our stores generally need to be in high visibility and high traffic locations. Our ability to effectively obtain quality commercial property to relocate existing stores or open new stores depends on the availability of commercial property that meets our criteria for customer traffic, square footage, lease economics, demographics and other factors, including our ability to negotiate terms that meet our financial targets. In addition, rising real estate prices may restrict our ability to lease new desirable locations.

Any new store that we establish requires significant resources in terms of lease costs, fit-outs and refurbishments, to align the store with our preferred format, and may not be profitable immediately upon its opening or may take time to break even, and failure to do so within a reasonable period may adversely affect our profitability. Our ability to reduce our payback periods depends on our ability to negotiate commercially reasonable terms with lessors/ landlords/ mall developers, based on the store format and the location for such format, that is subject to various assumptions on demand for our products from the particular demographic at the location. In addition, new stores could impact the sales of our existing stores nearby, and there can be no assurance that sales cannibalization will not occur or become more significant in the future as we increase our presence in existing markets. An inability to appropriately identify suitable locations, or set-up the most appropriate store-format at a particular location, or to negotiate commercially reasonable lease terms, may increase our payback periods, result in store-closures, and adversely affect our results of operations and financial condition. However, with the experience of setting up stores in various parts of India and, we believe that we are well positioned to leverage on opportunities for expansion.

Cost of procuring raw materials and manufacturing our products

We have established long-standing relationships with our suppliers, job workers, in order to ensure the delivery of quality products to our customers. In Fiscal 2021, we sourced raw materials, such as printed fabric, processed fabric and trim materials from approximately 73 suppliers (third-party traders, mills or weavers), and sourced finished products from five suppliers. We have not entered into formal arrangements or contracts with such suppliers and issue purchase orders to source our materials on an as-needed basis. Our cost of goods sold is impacted by the amount of raw materials procured and the price at which we procure such raw materials, and may fluctuate from time to time. The availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in Government policies and regulations.

Further, we manufacture our products through job workers and incur sub-contracting charges as expenses. Sub-contracting charges incurred by us were ₹ 204.52 million, ₹ 275.83 million and ₹118.19 million, or 7.17%, 7.04% and 4.72%, respectively, of our revenue from operations for the Fiscals 2019, 2020, and 2021, respectively. Changes in quantity of products manufactured through our job workers and increase in costs of production of job workers (which may increase in the future, including due to increase in the cost of labour and other utilities) may affect expenses incurred towards fabrication charges and consequently our profitability and results of operations.

Consumer spending and general economic and market conditions

While we are engaged in the business of retailing essential wear, our success partially depends to a significant extent on customer confidence and spending, which is influenced by general economic condition and discretionary income levels. Many factors affect the level of customer confidence and spending in the retail sector, including recession, inflation, political uncertainty, availability of consumer credit, taxation and unemployment. Our performance may decline during recessionary periods or in other periods where one or more macro-economic factors, or potential macro-economic factors, negatively affect the level of customer confidence and spending.

Women's bottom-wear market contributes 8% of women's apparel market amounting to ₹ 13,547 crores in Fiscal 2020. This bottom-wear market is expected to grow at a CAGR of 12.35% to reach ₹ 24,315 crores by Fiscal

2025. The share of organised retail in ethnic and fusion bottom-wear is expected to increase from 47% in Fiscal 2020 to 52% in Fiscal 2025. The overall share of bottom-wear category in women's apparel is expected to increase from 8.3% in Fiscal 2020 to 9.6% in Fiscal 2025 (*Source: Technopak Report*). We intend to capitalize on the growing industry opportunity and leverage our position as the market leader in the bottom-wear segment in India, to continue to grow our business.

Employee benefit expenses

We incur employee benefits expenses towards employee remuneration and benefits includes salaries and wages, contributions to the provident fund, gratuity expenses and staff welfare expenses. The growth of our retail operations, particularly through EBOs and LFS (where we position our employees) results in the increase of our retail staff and corresponding increase in our employee benefits expenses. As of March 31, 2019, 2020, and 2021 we had 2,150, 2,914 and 2,794 employees, respectively, of which 85.49%, 88.33% and 88.62%, respectively, were employed at our EBOs and LFS. In Fiscals 2019, 2020, and 2021, our employee benefit expenses were ₹ 419.63 million, ₹ 619.54 million and ₹ 614.87 million that represented 14.71%, 15.80% and 24.53% of our revenue from operations in such periods, respectively. We expect employee benefit expenses to increase in line with the growth of our operations and effective manpower planning and by maintaining optimal employee strength in corporate, logistics and front-end retail, thereby endeavouring to maximise revenue per employee.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE FINANCIAL YEARS

There have been no changes in the accounting policies of the Company during the last three financial years, except for with respect to Ind AS 116, which was effective for accounting periods beginning on or after April 1, 2019.

Ind AS 116

On March 30, 2019, the Ministry of Company Affairs ("**MCA**") notified that Ind AS 116 would be effective for accounting periods beginning on or after April 1, 2019.

We adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. We have used simplified transition approach under Ind AS 116, under which the difference between right-to-use asset and lease liabilities is adjusted against retained earnings as on the date of transition. For the purpose of Restated Financial Information, the proforma transition date has been considered as April 1, 2018, resulting in net impact of ₹ 55.52 million (net of deferred tax asset) in the restated 'Other equity' and 'Total comprehensive income'.

The net effect of the above mentioned restatement adjustment in the 'other equity', 'right-of-use asset' and 'lease liabilities' balance as at March 31, 2019, have not been considered in the respective opening balances as at April 1, 2019. Hence, the opening balance of 'other equity', 'right-of-use' and 'lease liabilities' as at April 1, 2019 in these Restated Financial Information are as per the audited standalone financials statements as at and for year ended March 31, 2019. For further information, see "*Restated Financial Information – Note 41: Restatement adjustments*" on page 245.

NON-GAAP MEASURES

EBITDA and others below, (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of EBITDA and EBITDA Margin to Restated (Loss) / Profit after Tax

The table below reconciles restated (loss) / profit for the year to EBITDA. EBITDA is calculated as profit/loss for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income, while EBITDA Margin is the percentage of EBITDA divided by revenue from operations.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Restated (loss) / profit after tax (I)	**309.41**	**526.34**	**(35.39)**
Add: Total Tax Expense (II)	112.73	156.52	4.04
Add: Exceptional Items (III)	0	0	0
Add: Finance Costs (IV)	113.78	164.72	205.69
Add: Depreciation and Amortisation expense (V)	321.28	465.72	604.99
Less: Other Income (VI)	57.32	48.25	315.84
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) VII = I + II +III+IV+V-VI	**799.88**	**1,265.05**	**463.49**
Revenue from operations (VIII)	2,852.47	3,920.14	2,506.68
EBITDA Margin (VII/VIII)	**28.04%**	**32.27%**	**18.49%**

Reconciliation of Capital Employed and Return on Capital Employed (pre-tax) to Total Assets

The table below reconciles capital employed to total assets. Capital employed is calculated as total assets less current liabilities, plus borrowings under current liabilities, current maturities of long-term debts and lease liabilities under current liabilities, while ROCE is calculated as EBIT divided by capital employed.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Total Assets (I)	4,041.31	5,191.86	5,483.67
Current Liabilities (II)	212.22	218.8	309.83
Current Liabilities - Borrowings (III)	82.81	27.9	104.39
Current Maturities of Long-Term Debts (IV)	0	0	0
Current Liabilities - Lease liabilities (V)	15.43	273.66	45.86
Capital Employed (VI) = I-(II+III+IV+V)	**3,730.85**	**4,671.50**	**5,023.59**
Restated (Loss) / Profit after Tax (VII)	309.41	526.34	(35.39)
Total Tax Expense (VIII)	112.73	156.52	4.04
Finance Costs (IX)	113.78	164.72	205.69
Earnings Before Interest, Tax (EBIT) (X) = VII+ VIII + IX	**535.92**	**847.58**	**174.34**
Return on Capital Employed (X/VI)	**14.36%**	**18.14%**	**3.47%**

Reconciliation of Return on Equity to Total Equity

The table below reconciles return on equity to total equity. Return on equity is calculated as restated (loss) / profit for the year/ period divided by total equity.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Total Equity (I)	2,283.34	2,863.02	2,829.36
Restated (Loss) / Profit after Tax (II)	309.41	526.34	(35.39)
Return on Equity (III) = (II/I)	**13.55%**	**18.38%**	**(1.25)%**

Reconciliation of Total Borrowings and Debt to Equity Ratio

The table below reconciles total borrowings and debt to equity. Total Borrowings is calculated as borrowings under non-current liabilities plus current maturities of long-term debts plus borrowings under current liabilities, while Debt to Equity is calculated as Total Borrowings divided by total equity.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Non-Current Liabilities - Borrowings (I)	-	-	-
Current maturities of long-term debts (II)	-	-	-
Current liabilities – Borrowings (III)	82.81	27.9	104.39
Total Borrowings IV = (I + II + III)	**82.81**	**27.9**	**104.39**
Total Equity (V)	**2,283.34**	**2,863.02**	**2,829.36**
Debt to Equity ratio VI = (IV/V)	**0.04**	**0.01**	**0.04**

Company Adjusted EBITDA

The table below reconciles restated (loss) / profit for the year to Company Adjusted EBITDA, which is our EBITDA that has been adjusted to remove the effects of our adoption of Ind AS 116, for the periods indicated.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Restated (loss) / profit after tax (I)	**309.41**	**526.34**	**(35.39)**
Add: Total Tax Expense (II)	112.73	156.52	4.04
Add: Finance Costs (IV)	113.78	164.72	205.69
Add: Depreciation and Amortisation expense (V)	321.28	465.72	604.99
Less: Other Income (VI)	57.32	48.25	315.84
EBITDA: VII = I + II +III+IV+V-VI	**799.88**	**1265.05**	**463.49**
Less: Ind AS adjustments on Lease Contract	297.81	423.36	335.16
Company Adjusted EBITDA	**502.07**	**841.69**	**128.33**

Notes:
Ind AS Adjustments includes adjustments for Ind AS 116, in accordance with MCA Notification, our Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. For further information, see "Restated Financial Information – Note 42" on page 246.

Company Adjusted PAT

The table below reconciles restated (loss) / profit after tax to Company Adjusted PAT, which is our PAT that has been adjusted for lease contracts and the deferred tax impact on account of our adoption of Ind AS 116, for the periods indicated.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Restated (loss) / profit after tax	**309.41**	**526.34**	**(35.39)**
Add: Adjustments for lease contract and security deposit discounting	79.48	122.24	87.41
Less: Deferred tax impact on lease contract accounting	22.81	43.78	9.8
Company Adjusted PAT	**366.08**	**604.80**	**42.22**

Company Adjusted Return on Capital Employed

The table below reconciles capital employed to total assets. Capital Employed is calculated as total assets less current liabilities, plus borrowings under current liabilities, current maturities of long-term debts and lease liabilities under current liabilities, while ROCE is calculated as EBIT divided by capital employed. The ROCE has been further adjusted for right of use assets, deferred tax impact and lease liabilities on account of our adoption of Ind AS 116, for the periods indicated.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Total Assets	4,041.31	5,191.86	5,483.67
Current Liabilities	310.46	520.36	460.08
Capital Employed (I)	**3,730.85**	**4,671.50**	**5,023.59**
(Loss)/ Profit Before Tax	**422.14**	**682.86**	**(31.35)**
Interest	113.78	164.72	205.69
Company EBIT (II)	**535.92**	**847.58**	**174.34**
ROCE% (II)/(I)	**14.36%**	**18.14%**	**3.47%**
Total Assets (I)	**3,730.85**	**4,671.50**	**5,023.59**
Less: Right of use of assets (III)	1,377.37	1,947.14	2,006.14
Less: Deferred tax effect on lease asset accounting (IV)	22.81	43.78	53.59
Add: Lease liabilities	15.43	273.66	45.86
Less: Security deposit discount effect in current assets	1.15	2.59	(2.09)
Company Adjusted Total Assets (V) = (I)-(III)-(IV)	**2,347.25**	**2,956.83**	**3,007.63**
Company Adjusted PAT	**366.08**	**604.80**	**42.22**
Add: Interest	0.18	0.84	2.80
Add: Tax	135.54	200.30	13.84
Company Adjusted EBIT (VI)	**501.80**	**805.94**	**58.86**
Company Adjusted ROCE% (VIII) = (VII) / (V)	**21.38%**	**27.26%**	**1.96%**

Company Adjusted Return on Equity

The table below reconciles Adjusted Return on Equity to total equity. Company Adjusted Return on Equity is calculated as Company Adjusted PAT divided by total equity.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Company Adjusted PAT (I)	366.08	604.80	42.22
Total Equity (II)	2,283.34	2,863.02	2,829.36
Company Adjusted Return on Equity (III) = (I/II)	**16.03%**	**21.12%**	**1.49%**

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Set forth below are the principal components of income and expenditure from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations comprises (i) sale of products (retail sales net of discounts and gift vouchers provided during the year); and (ii) other operating revenue including scrap sales and export incentives.

Other Income

Other income includes (i) income on financial assets (interest on bank deposits, interest on security deposits measured at amortised cost, investment in mutual funds and interest on income tax refund); (ii) net gain on foreign exchange transactions and translation; (iii) gain on sale of property, plant and equipment; (iv) gain arising from rent concession / early termination of lease agreements; and (v) miscellaneous income.

Expenses

Our expenses comprise (i) cost of materials consumed; (ii) purchases of stock-in-trade; (iii) changes in inventories of finished goods and work-in-progress; (iv) subcontracting charges; (v) employee benefit expense; (vi) finance costs; (vii) depreciation and amortisation expenses; and (viii) other expenses.

Cost of Materials Consumed

Cost of materials consumed comprise opening stock of raw materials, purchases and an adjustment for closing stock of raw materials. Cost of materials consumed is primarily towards fabric, accessories, packing materials and yarn.

Purchases of Stock-in-Trade

Purchases of stock-in-trade comprises garments.

Changes in Inventories of Finished Goods and Work-in-Progress

Changes in inventories of finished goods and work-in-progress comprise changes in our (i) inventories of work-in-progress; and (ii) finished goods and stock in trade; calculated based on the opening stock of work-in-progress and finished goods and stock-in-trade, adjusted for closing stock of work in progress and finished goods & stockin-trade.

Subcontracting Charges

Subcontracting charges comprise sub-contracting and sample making charges.

Employee Benefit Expense

Employee benefit expense comprises (i) salaries, wages and bonus; (ii) contribution to provident and other funds; (iii) gratuity expenses; and (iv) staff welfare expenses.

Finance Costs

Finance costs include interest expense on (i) cash credit facility; (ii) delayed payment of income tax; and (iii) lease rental discounting.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses comprise (i) depreciation of property, plant and equipment (plant and machinery, furniture and fixtures, vehicles, office equipment and computers); (ii) amortisation of intangible assets (software); and (iii) amortisation on right-of-use assets.

Other Expenses

Other expenses comprise (i) power and fuel; (ii) sales promotion expenses; (iii) freight and handling charges; (iv) rent; (v) repairs and maintenance (buildings, machinery and others); (vi) communication expenses; (vii) printing and stationery; (viii) travelling and conveyance; (ix) rates and taxes; (x) legal and professional charges; (xi) payment to auditor; (xii) expenditure on corporate social responsibility; (xiii) cash collection charges; (xiv) net loss on foreign exchange transactions and translation; (xv) loss on sale of property, plant and equipment; (xvi) bank charges; (xvii) property, plant and equipment written off; (xviii) obsolete stock written off; (xix) provision for expected credit impairments; (xx) bad debts; and (xxi) miscellaneous expenses.

Key components of other expenses are explained below:

- Power and fuel expenses are mainly incurred towards generator charges in the office, warehouse and EBOs.

- Sales promotion expenses primarily comprises expenses towards advertisement, social media promotions, event promotions and commission on lease property.

- Freight and handling charges comprises amounts paid to logistics companies for transport of products from our job workers to our warehouses and from our warehouses to our EBOs and LFSs, and freight on online sales to customer and material returns.

- Rent expenses incurred towards our EBOs, payable to landlords/ lessors/ mall developers.

- Repairs and Maintainence expenses incurred towards our buildings, machinery and others primarily comprise of the maintenance of warehouses and our storage system, the maintenance and upkeeps, refurbishments and periodic upgrades to our EBOs to maintain the ambience and experiential customer service, and the common area maintenance paid to malls

- Property, plant and equipment written off include: (i) in the case of store renovation, capitalised expenditure and the written off depreciated cost of interior; and (ii) in the case of closure, the written off interior cost after salvage.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations on a standalone basis for Fiscal 2019, 2020 and 2021:

Particulars	Fiscal					
	2019		2020		2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Income						
Revenue from operations	2,852.47	98.03%	3,920.14	98.78%	2,506.68	88.81%
Other income	57.32	1.97%	48.25	1.22%	315.84	11.19%
Total income	**2,909.79**	**100.00%**	**3,968.39**	**100.00%**	**2,822.52**	**100.00%**
Expense						
Cost of materials consumed	835.37	28.71%	1062.06	26.76%	488.97	17.32%
Purchases of stock-in-trade	284.08	9.76%	604.59	15.24%	218.17	7.73%
Changes in inventories of finished goods and work in progress	(174.75)	(6.01)%	(367.14)	(9.25)%	214.45	7.60%
Subcontracting charges	204.52	7.03%	275.83	6.95%	118.19	4.19%
Employee benefit expense	419.63	14.42%	619.54	15.61%	614.87	21.78%
Finance costs	113.78	3.91%	164.72	4.15%	205.69	7.29%
Depreciation and amortisation expenses	321.28	11.04%	465.72	11.74%	604.99	21.43%
Other expenses	483.74	16.62%	460.21	11.60%	388.54	13.77%
Total expenses	**2,487.65**	**85.49%**	**3,285.53**	**82.79%**	**2,853.87**	**101.11%**
(Loss) / profit before tax	**422.14**	**14.51%**	**682.86**	**17.21%**	**(31.35)**	**(1.11)%**
Tax expenses						
Current tax	136.78	4.70%	204.65	5.16%	26.00	0.92%
Tax related to earlier years	(2.79)	(0.10)%	(1.58)	(0.04)%	(1.01)	(0.04)%
Deferred tax	(21.26)	(0.73)%	(46.55)	(1.17)%	(20.95)	(0.74)%
Total tax expense	**112.73**	**3.87%**	**156.52**	**3.94%**	**4.04**	**0.14%**
(Loss) / profit after tax	**309.41**	**10.63%**	**526.34**	**13.26%**	**(35.39)**	**(1.25)%**
Other comprehensive income						
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans (gain) / loss	(5.07)	(0.17)%	2.83	0.07%	(2.38)	(0.08)%
Income tax relating to above	1.48	0.05%	(0.71)	(0.02)%	0.60	(0.02)%
Total other comprehensive income	**(3.59)**	**(0.12)%**	**2.12**	**0.05%**	**(1.78)**	**(0.06)%**

Particulars	Fiscal					
	2019		2020		2021	
	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income	(₹ million)	Percentage of total income
Total comprehensive (loss) / income for the year	**313.00**	**10.76%**	**524.22**	**13.21%**	**(33.61)**	**(1.19)%**

FISCAL 2021 COMPARED TO FISCAL 2020

Key Developments

- Our operations in Fiscal 2021 were severely impacted by COVID-19 and consequent lockdowns and restrictions imposed in India. Operations at our stores were suspended or restricted, which resulted in a decrease in sale of our products, on account of government restrictions imposed during Fiscal 2021. For further information, see " – *Significant Factors Affecting Results of Operations and Financial Condition – Impact of COVID-19*" on page 290.

- Our operations in Fiscal 2021 were also impacted by related rationalization efforts undertaken by us in order to improve operational efficiency. These included, renegotiating existing lease arrangements and closing certain stores. As a result, we closed 41 EBOs in Fiscal 2021, compared to 18 EBOs closed in Fiscal 2020. For further information, see " – *Significant Factors Affecting Results of Operations and Financial Condition – Impact of COVID-19*" on page 290.

Income

Total income decreased by 28.87% from ₹ 3,968.39 million in Fiscal 2020 to ₹ 2,822.52 million in Fiscal 2021 primarily due to the impact of the COVID-19 crisis and the temporary closure of a number of our stores across India due to lockdown related restrictions on our business operations commencing from end of Fiscal 2020, as well as reduced store-level operations, including reduced operating hours in line with GoI guidelines, which resulted in a significant decrease in customer footfalls at our stores given the lockdown, and significant decrease in same-store sales up to the third quarter of Fiscal 2021.

Revenue from operations

Revenues from operations decreased by 36.06% from ₹ 3,920.14 million in Fiscal 2020 to ₹ 2,506.68 million in Fiscal 2021, primarily due to a decrease in retail sales and other operation revenue including scrap sale, on account of the COVID-19 pandemic.

Sale of products

Sale of products decreased by 35.99% from ₹ 3,906.13 million in Fiscal 2020 to ₹ 2,500.29 million in Fiscal 2021, primarily driven by the impact of COVID-19 and the temporary closure of a number of our stores due to lockdown related restrictions on our business operations.

- Revenue from EBOs decreased by 35.23% from ₹ 2,667.13 million in Fiscal 2020 to ₹ 1,727.62 million in Fiscal 2021.

- Revenue from LFSs decreased by 46.46% from ₹ 1,030.17 million in Fiscal 2020 to ₹ 551.58 million in Fiscal 2021.

- Revenue from other channels, i.e. online increased from ₹ 38.18 million in Fiscal 2020 to ₹ 119.40 million in Fiscal 2021.and MBO's decreased by 38.82% from ₹ 116.98 million in Fiscal 2020 to ₹ 71.57 million in Fiscal 2021, primarily driven by increased online purchases by customers due to COVID-19.

Other operating revenue

Other operating revenue also decreased by 54.39% from ₹ 14.01 million in Fiscal 2020 to ₹ 6.39 million in Fiscal 2021 primarily due to a decrease in scrap and exhibition sales.

Other income

Other income increased from ₹ 48.25 million in Fiscal 2020 to ₹ 315.84 million in Fiscal 2021, primarily due to an increase in income from rent concession / early termination of lease agreements to ₹ 243.31 million in Fiscal 2021 from no such income in Fiscal 2020 on account of the company electing to apply the practical expedient of not assessing the rent concessions as a lease modification, as per Ministry of Corporate Affairs (MCA) notification dated July 24, 2020 on Ind AS 116 for rent concessions, which are granted due to COVID-19 pandemic; the company has also recognised ₹ 11.93 million, as other income arising out of difference between the closing lease asset & liability value, on account of short closure of lease agreements and an increase in income from security deposits measured at amortised cost by 211.94% from ₹ 12.73 million in Fiscal 2020 to ₹ 39.71 million in Fiscal 2021.

This was partially offset by a decrease in income from bank deposits by 48.00% from ₹ 22.79 million in Fiscal 2020 to ₹ 11.85 million in Fiscal 2021 and on investments in mutual funds by 53.79% from ₹ 9.63 million in Fiscal 2020 to ₹ 4.45 million in Fiscal 2021.

Expenses

Total expenses decreased by 13.14% from ₹ 3,285.53 million in Fiscal 2020 to ₹ 2,853.87 million in Fiscal 2021, primarily due to the decreased scale of our operations during the COVID-19 pandemic.

Cost of materials consumed

Cost of materials consumed significantly decreased by 53.96% from ₹ 1062.06 million in Fiscal 2020 to ₹ 488.97 million in Fiscal 2021 due to a decline in purchases of raw materials primarily due to reduced sales on account of reduced demand for products as a result of store closures, economic uncertainty and other factors arising out of the COVID-19 pandemic.

Purchases of stock-in-trade

Purchases of stock-in-trade (garments) decreased from ₹ 604.59 million in Fiscal 2020 to ₹ 218.17 million in Fiscal 2021 primarily due to delays in garment sourcing and restructuring for optimisation of the inventory due to the COVID-19 lockdown.

Changes in inventories of finished goods and work-in-progress

Inventories of finished goods and work-in-progress reflect a net decrease by 23.70% from ₹ 904.80 million in Fiscal 2020 to ₹690.35 million in Fiscal 2021 attributable to delays in garment sourcing and restructuring for optimisation of inventory due to COVID-19 lockdowns.

Subcontracting charges

Subcontracting charges include sub-contracting and sample making charges that decreased by 57.15% from ₹ 275.83 million in Fiscal 2020 to ₹ 118.19 million in Fiscal 2021 due to reduced operations.

Employee benefits expense

Employee benefits expenses decreased by 0.75% from ₹ 619.54 million in Fiscal 2020 to ₹ 614.87 million in Fiscal 2021, primarily due to a decrease in salaries, wages and bonus by 1.28% from ₹ 580.41 million in Fiscal 2020 to ₹ 572.98 million in Fiscal 2021 on account of the optimisation of labour force as a result of the lockdown. This also led to a decrease in staff welfare expenses by 12.38% from ₹ 18.58 million in Fiscal 2020 to ₹ 16.28 million in Fiscal 2021. This was marginally offset by an increase in the contribution to provident and other funds by 13.03% from ₹ 13.43 million in Fiscal 2020 to ₹ 15.18 million in Fiscal 2021; and an increase in gratuity expenses by 46.49% from ₹ 7.12 million in Fiscal 2020 to ₹ 10.43 million in Fiscal 2021 attributable to the increase in service costs.

Finance costs

Finance costs increased by 24.87% from ₹ 164.72 million in Fiscal 2020 to ₹ 205.69 million in Fiscal 2021 primarily due to an increase in lease rental discounting by 23.80% from ₹ 163.88 million in Fiscal 2020 to ₹ 202.89 million in Fiscal 2021 a result of the adoption of Ind AS 116. Interest expense on cash credit facility

increased from ₹ 0.12 million in Fiscal 2020 to ₹ 1.15 million in Fiscal 2021 and expenses on delayed payment of income tax also increased from ₹ 0.72 million in Fiscal 2020 to ₹ 1.65 million in Fiscal 2021.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 29.90% from ₹ 465.72 million in Fiscal 2020 to ₹ 604.99 million in Fiscal 2021, primarily on account of increase in amortisation of right-of-use assets by 30.47% from ₹ 394.35 million in Fiscal 2020 to ₹ 514.63 million in Fiscal 2021, due to capitalisation of new EBOs. Depreciation of property, plant and equipment increased by 26.00% from ₹ 69.22 million in Fiscal 2020 to ₹ 87.22 million in Fiscal 2021 and depreciation of intangible assets also increased by 53.17% from ₹ 2.05 million in Fiscal 2020 to ₹ 3.14 million in Fiscal 2021 due to capitalisation of new EBOs and the adoption of Ind AS 116.

Other expenses

Other expenses decreased by 15.57% from ₹ 460.21 million in Fiscal 2020 to ₹ 388.54 million in Fiscal 2021, primarily due to a decrease in:

- Sales promotion expenses that decreased by 10.66% from ₹ 71.20 million in Fiscal 2020 to ₹ 63.61 million in Fiscal 2021 primarily on account of the COVID-19 pandemic affecting revenue from sales and reduced commission on stores.

- Rent expenses that decreased by 40.92% from ₹ 110.99 million in Fiscal 2020 to ₹ 65.57 million in Fiscal 2021 primarily due to lease extension options held and exercisable by the Company, rent relief negotiations pursuant to which we arrived at negotiated agreements with respect to reductions in rent and our rental obligations during the COVID-19 pandemic with a majority of our landlords. In accordance with MCA Notification, the Company has elected to apply the practical expedient of not assessing lease concessions as a lease modification for all lease concessions which are granted due to COVID-19 pandemic. As a result, rent concession, shown as an increase in other income, increased to ₹ 243.31 million in Fiscal 2021 from no such income in Fiscal 2020.

- Repairs and maintenance expenses of buildings that decreased by 11.69% from ₹ 55.34 million in Fiscal 2020 to ₹ 48.87 million in Fiscal 2021 on account of waivers of common area maintenance charges from mall owners for the duration of the nationwide lockdown imposed by the government in Fiscal 2021 on account of the COVID-19 pandemic; expense on machinery that decreased from ₹ 0.42 million in Fiscal 2020 to ₹ 0.13 million in Fiscal 2021 and expenses on others that decreased by 25.63% from ₹ 23.57 million in Fiscal 2020 to ₹ 17.53 million in Fiscal 2021 on account of COVID-19 lockdowns and reduced operations.

- Travelling and conveyancing expenses that decreased by 46.12% from ₹ 16.24 million in Fiscal 2020 to ₹ 8.75 million in Fiscal 2021, due to nationwide lockdown and temporary closures of certain of our stores on account of the COVID-19 pandemic, reduced operating hours and reduced travel by the corporate team.

- Bank charges that decreased by 29.57% from ₹ 16.10 million in Fiscal 2020 to ₹ 11.34 million in Fiscal 2021 due to lesser transactions as a result of reduced operations.

- Miscellaneous expenses that decreased by 34.82% from ₹ 12.12 million in Fiscal 2020 to ₹ 7.90 million in Fiscal 2021 on account of reduced operations.

The decrease was marginally offset by an increase in expenditure on corporate social responsibility from ₹ 0.61 million in Fiscal 2020 to ₹ 16.81 million in Fiscal 2021 due to CSR expenditure of prior years and write offs on property, plant and equipment from ₹ 19.34 million in Fiscal 2020 to ₹ 25.95 million in Fiscal 2021 due to closure of stores on account of COVID-19 and relocation.

Restated (Loss)/ Profit Before Tax

For the reasons discussed above, restated loss before tax was ₹ 31.35 million in Fiscal 2021 compared to a profit of ₹ 682.86 million in Fiscal 2020.

Tax Expense

Current tax expenses decreased from ₹ 204.65 million in Fiscal 2020 to ₹ 26.00 million in Fiscal 2021; tax related to earlier years decreased from ₹ 1.58 million in Fiscal 2020 to ₹ 1.01 million in Fiscal 2021; and deferred tax allowance decreased from ₹ 46.55 million in Fiscal 2020 to ₹ 20.95 million in Fiscal 2021, primarily on account of reduced taxable profit. As a result, total tax expense amounted to ₹ 4.04 million in Fiscal 2021 compared to ₹ 156.52 million in Fiscal 2020.

Restated (Loss)/Profit After Tax

We recorded a loss after tax of ₹ 35.39 million in Fiscal 2021 compared to a profit of ₹ 526.34 million in Fiscal 2020.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 463.49 million in Fiscal 2021 compared to EBITDA of ₹ 1265.05 million in Fiscal 2020, while EBITDA Margin was 18.49% in Fiscal 2021 compared to 32.37% in Fiscal 2020.

For reconciliation of EBITDA and EBITDA Margin, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated (Loss) / Profit after Tax*" on page 292.

FISCAL 2020 COMPARED TO FISCAL 2019

Income

Total income increased by 36.38% from ₹ 2,909.79 million in Fiscal 2019 to ₹ 3,968.39 million in Fiscal 2020 primarily due to an increase in in the number of EBOs and Same Stores Sales Growth during Fiscal 2020. We had 448 EBOs as of March 31, 2020 compared to 333 EBOs as of March 31, 2019.

Revenue from Operations

Revenues from operations increased by 37.43% from ₹ 2,852.47 million in Fiscal 2019 to ₹ 3,920.14 million in Fiscal 2020, primarily due to an increase in retail sales, reduced sale of imperfect goods and receipt of earlier year export incentives.

Sale of Products

Sale of products increased by 37.68% from ₹ 2,837.14 million in Fiscal 2019 to ₹ 3,906.13 million in Fiscal 2020.

- Revenue from EBOs increased by 43.45% from ₹ 1,859.23 million in Fiscal 2019 to ₹ 2,667.13 million in Fiscal 2020, primarily due to increased number of stores.
- Revenue from LFSs increased by 34.86% from ₹ 763.86 million in Fiscal 2019 to ₹ 1,030.17 million in Fiscal 2020, primarily due to increased number of stores and Same Store Sales Growth.
- Revenue from other channels, i.e. online increased by 6.17% from ₹ 35.97 million in Fiscal 2019 to ₹ 38.18 million in Fiscal 2020 and MBO's, decreased by 16.19% from ₹ 139.58 million in Fiscal 2019 to ₹ 116.98 million in Fiscal 2020, primarily driven by increased sales through cash and carry.

Other Operating Revenue

Other operating revenue decreased by 8.61% from ₹ 15.33 million in Fiscal 2019 to ₹ 14.01 million in Fiscal 2020 primarily due to a decrease in revenue from scrap sales, attributable to reduced sale of imperfect goods.

Other Income

Other income decreased by 15.82% from ₹ 57.32 million in Fiscal 2019 to ₹ 48.25 million in Fiscal 2020, primarily due to a decrease in income from investments in mutual funds by 66.43% from ₹ 28.69 million in Fiscal 2019 to ₹ 9.63 million in Fiscal 2020; and a decrease in net gain on foreign exchange transaction and translation to a nil in Fiscal 2020 from ₹ 3.27 million in Fiscal 2019. This was partially offset by an increase in income from bank deposits by 71.61% from ₹ 13.28 million in Fiscal 2019 to ₹ 22.79 million in Fiscal 2020; and an increase in

income from security deposits measured at amortised cost by 29.90% from ₹ 9.80 million in Fiscal 2019 to ₹ 12.73 million in Fiscal 2020.

Expenses

Total expenses increased by 32.07% from ₹ 2487.65 million in Fiscal 2019 to ₹ 3,285.53 million in Fiscal 2020, primarily due to an increase in cost of materials consumed, purchase of stock in trade and employee benefit expenses driven by an increase in scale of our operations in Fiscal 2020.

Cost of materials consumed

Cost of materials consumed increased by 27.14% from ₹ 835.37 million in Fiscal 2019 to ₹ 1,062.06 million in Fiscal 2020 due to an increase in opening stock by 124.83% from ₹ 73.41 million in Fiscal 2019 to ₹ 165.05 million in Fiscal 2020; and an increase in purchases including purchase of fabric, accessories, packing material and yarn in Fiscal 2020 owing to increased sales.

Purchases of stock-in-trade

Purchases of stock-in-trade (garments) increased by 112.82% from ₹ 284.08 million in Fiscal 2019 to ₹ 604.59 million in Fiscal 2020 due to new products / categories being outsourced as finished garments.

Changes in inventories, finished goods and work-in-progress

Inventories of finished goods and work-in-progress reflect a net increase by 68.28% from ₹ 537.67 million in Fiscal 2019 to ₹ 904.80 million in Fiscal 2020 attributable to an increase in operations.

Subcontracting charges

Subcontracting charges include subcontracting and sample making charges that increased by 34.87% from ₹ 204.52 million in Fiscal 2019 to ₹ 275.83 million in Fiscal 2020 due to increased outsourcing to vendors.

Employee benefits expense

Employee benefits expenses increased by 47.64% from ₹ 419.63 million in Fiscal 2019 to ₹ 619.54 million in Fiscal 2020, primarily due to an increase in salaries, wages and bonus by 48.88% from ₹ 389.85 million in Fiscal 2019 to ₹ 580.41 million in Fiscal 2020, on account of increase in the number of our employees from 2,150 as of March 31, 2019 to 2,914 as of March 31, 2020, due to an increase in stores. This also led to an increase in contribution to provident and other funds by 64.58% from ₹ 8.16 million in Fiscal 2019 to ₹ 13.43 million in Fiscal 2020; gratuity expenses from ₹ 6.79 million in Fiscal 2019 to ₹ 7.12 million in Fiscal 2020; and staff welfare expenses from ₹ 14.83 million in Fiscal 2019 to ₹ 18.58 million in Fiscal 2020.

Finance costs

Finance costs increased by 44.77% from ₹ 113.78 million in Fiscal 2019 to ₹ 164.72 million in Fiscal 2020 primarily due to an increase in lease rental discounting by 44.26% from ₹ 113.60 million in Fiscal 2019 to ₹ 163.88 million in Fiscal 2020 as a result of the adoption of Ind AS 116. Expenses on delayed payment of income tax also increased from nil in Fiscal 2019 to ₹ 0.72 million in Fiscal 2020.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 44.96% from ₹ 321.28 million in Fiscal 2019 to ₹ 465.72 million in Fiscal 2020, primarily on account of increase in amortisation of right-of-use assets by 44.23% from ₹ 273.49 million in Fiscal 2019 to ₹ 394.45 million in Fiscal 2020, due to the adoption of Ind AS 116 and the opening of additional stores. Depreciation of property, plant and equipment also increased by 52.07% from ₹ 45.52 million in Fiscal 2019 to ₹ 69.22 million in Fiscal 2020.

Other expenses

Other expenses decreased by 4.86% from ₹ 483.74 million in Fiscal 2019 to ₹ 460.21 million in Fiscal 2020, primarily due to an decrease in expenditure on obsolete stock written off from ₹ 50.20 million in Fiscal 2019 to a

nil in Fiscal 2020 and a decrease in expenditure on bad debts from ₹ 105.28 million in Fiscal 2019 to a nil in Fiscal 2020 attributable to closure of our subsidiary:

The decrease was partially offset by an increase in:

- Power and fuel expenses that increased by 79.04% from ₹ 22.09 million in Fiscal 2019 to ₹ 39.55 million in Fiscal 2020 primarily on account of increase in number of stores.

- Sales promotion expenses that increased by 33.99% from ₹ 53.14 million in Fiscal 2019 to ₹ 71.20 million in Fiscal 2020 primarily due to new advertisement campaigns such as billboards and focussed cluster campaigns.

- Freight and handling charges that increased by 27.63% from ₹ 37.14 million in Fiscal 2019 to ₹ 47.40 million in Fiscal 2020 primarily due to increase in product volumes, stores, and LFS supplies.

- Rent that increased by 64.43% from ₹ 67.50 million in Fiscal 2019 to ₹ 110.99 million in Fiscal 2020 due to the adoption of Ind AS 116.

- Repairs and maintenance expenses of buildings that increased by 38.56% from ₹ 39.94 million in Fiscal 2019 to ₹ 55.34 million in Fiscal 2020 primarily due to an increase in the number of stores.

- Bank charges that increased by 63.62% from ₹ 9.84 million in Fiscal 2019 to ₹ 16.10 million in Fiscal 2020 due to higher LC charges as a result of increased imports.

- Property, plant and equipment written off that increased from a nil in Fiscal 2019 to ₹ 19.34 million in Fiscal 2020 on account of impairment of assets under Ind AS 36.

Restated Profit before tax

For the reasons discussed above, restated profit before tax was ₹ 682.86 million in Fiscal 2020 compared to ₹ 422.14 million in Fiscal 2019.

Tax Expense

Current tax expenses increased from ₹ 136.78 million in Fiscal 2019 to ₹ 204.65 million in Fiscal 2020 and deferred tax allowance increased from ₹ 21.26 million in Fiscal 2019 to ₹ 46.55 million in Fiscal 2020, primarily on account of increase in taxable profit. As a result, total tax expense amounted to ₹ 156.52 million in Fiscal 2020 compared to ₹ 112.73 million in Fiscal 2019.

Restated Profit after Tax for the Year

We recorded a restated profit after tax for the year of ₹ 526.34 million in Fiscal 2020 compared to ₹ 309.41 million in Fiscal 2019.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 1,265.05 million in Fiscal 2020 compared to EBITDA of ₹ 799.88 million in Fiscal 2019, while EBITDA Margin was 32.27% in Fiscal 2020 compared to 28.04% in Fiscal 2019.

For reconciliation of EBITDA and EBITDA Margin, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated (Loss) / Profit after Tax*" on page 292.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through capital infusion by investors and internal accruals. From time to time, we may obtain loan facilities to finance our short-term working capital requirements.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Net cash from/ (used in) operating activities	332.86	572.11	898.53
Net cash from/ (used in) investing activities	(53.00)	(184.65)	(472.58)
Net cash from/ (used in) financing activities	(308.98)	(437.70)	(371.39)
Net increase/ (decrease) in cash and cash equivalents	(29.12)	(50.24)	54.56
Cash and cash equivalents at the end of the period/ year	23.32	(26.92)	27.64

Operating Activities

Fiscal 2021

In Fiscal 2021, net cash from operating activities was ₹ 898.53 million. Restated loss before tax for the year was ₹ 31.35 million in Fiscal 2021 and adjustments to reconcile loss before tax to operating profit before working capital changes primarily consisted of depreciation of plant, property and equipment and amortisation of intangible assets of ₹ 90.36 million; interest recognized on lease liability of ₹ 202.89 million; and depreciation recognised on lease assets of ₹ 514.63 million. This was partially offset by adjustments for interest recognized on interest free lease deposits of ₹ 294.95 million and other income from lease accounting of ₹ 255.24 million. The main working capital adjustments in Fiscal 2021 included decrease in inventories of ₹ 217.98 million and decrease in loans and advance and other assets ₹ 252.35 million. Cash generated from operations in Fiscal 2021 amounted to ₹ 898.85 million. Income tax paid amounted to ₹ 0.32 million.

Fiscal 2020

In Fiscal 2020, net cash from operating activities was ₹ 572.11 million. Restated profit before tax for the year was ₹ 682.86 million in Fiscal 2020 and adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation of plant, property and equipment and amortisation of intangible assets of ₹ 71.27 million; interest recognized on lease liability of ₹ 163.88 million; and depreciation recognised on lease assets of ₹ 394.45 million. This was partially offset by adjustments for interest on fixed deposits of ₹ 22.79 million and interest recognized on interest free lease deposits of ₹ 12.73 million.

The main working capital adjustments in Fiscal 2020 included decrease in loans and advance and other assets of ₹ 198.62 million and increase in provisions of ₹ 31.86 million. This was partially offset by adjustments for increase in inventories of ₹ 381.46 million; increase in trade and other receivables ₹ 165.06 million; and decrease in trade payables and other current liabilities of ₹ 215.77 million. Cash generated from operations in Fiscal 2020 amounted to ₹ 774.60 million. Income tax paid amounted to ₹ 202.49 million.

Fiscal 2019

In Fiscal 2019, net cash from operating activities was ₹ 332.86 million. Restated profit before tax for the year was ₹ 422.14 million in Fiscal 2019 and adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation of plant, property and equipment and amortisation of intangible assets of ₹ 47.79 million; interest recognized on lease liability of ₹ 113.60 million; and depreciation recognised on lease assets of ₹ 273.49 million. This was partially offset by adjustments for interest on fixed deposits of ₹ 13.28 million and income from investment on mutual funds of ₹ 28.69 million.

The main working capital adjustments in Fiscal 2019 included increase in trade payables and other current liabilities of ₹ 80.68 million and increase in provisions of ₹ 3.75 million. This was partially offset by adjustments for increase in inventories of ₹ 266.39 million; increase in trade and other receivables of ₹ 102.24 million; and increase in loans and advance and other assets of ₹ 133.99 million. Cash generated from operations in Fiscal 2019 amounted to ₹ 500.30 million. Income tax paid amounted to ₹ 167.44 million.

Investing Activities

Fiscal 2021

Net cash used in investing activities was ₹ 472.58 million in Fiscal 2021, primarily on account of purchase of mutual funds of ₹ 934.45 million; purchase of property, plant and equipment, intangible assets and capital work

in progress ₹ 100.28 million; and placement of security deposits of ₹ 69.61 million. This was partially offset by bank deposits matured during the year of ₹ 116.33 million and interest received on fixed deposits of ₹ 11.46 million.

Fiscal 2020

Net cash used in investing activities was ₹ 184.65 million in Fiscal 2020, primarily on account of purchase of property, plant and equipment, intangible assets and capital work in progress of ₹ 284.95 million; and placement of security deposits of ₹ 84.29 million. This was partially offset by Sale of mutual funds of ₹ 1680.17 million and interest received on fixed deposits of ₹ 21.90 million.

Fiscal 2019

Net cash used in investing activities was ₹ 53.00 million in Fiscal 2019, primarily on account of purchase of property, plant and equipment, intangible assets and capital work in progress of ₹ 264.98 million; and bank deposits opened during the year of ₹ 329.26 million. This was partially offset by redemption of mutual funds of ₹ 933.69 million and interest on fixed deposits received ₹ 10.98 million.

Financing Activities

Fiscal 2021

Net cash used in financing activities was ₹ 371.39 million in Fiscal 2021, primarily on account of principal repayment of lease liability of ₹ 167.29 million and interest expense on lease rental discounting of ₹ 202.90 million.

Fiscal 2020

Net cash used in financing activities was ₹ 437.70 million in Fiscal 2020, primarily on account of principal repayment of lease liability of ₹ 273.66 million and interest expense on lease rental discounting of ₹ 163.87 million.

Fiscal 2019

Net cash used in financing activities was ₹ 308.98 million in Fiscal 2019, primarily on account of principal repayment of lease liability of ₹ 195.16 million and interest expense on lease rental discounting of ₹ 113.60 million.

INDEBTEDNESS

As of March 31, 2021, we had total borrowings (consisting of current and non-current borrowings) of ₹ 104.39 million. Our gross debt to equity ratio was 0.04 as of March 31, 2021. For further information on our indebtedness, see "*Financial Indebtedness*" on page 318.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2021, and our repayment obligations in the periods indicated:

Particulars	**As of March 31, 2021**				
	Payment due by period				
	(₹ million)				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Long Term Borrowings					
Term loans (secured)	-	-	-	-	-
Term loans (unsecured)	-	-	-	-	-
Total long term borrowings (including current maturities)	-	-	-	-	-
Short Term Borrowings					
Secured	104.39	104.39	-	-	-
Unsecured	-	-	-	-	-
Total Short Term Borrowings	**104.39**	**104.39**	-	-	-

Particulars	As of March 31, 2021				
	Payment due by period				
	(₹ million)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Total Borrowings	**104.39**	**104.39**	**-**	**-**	**-**

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2021, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for were as follows:

Particulars	Amount (₹ million)
Contingent Liabilities and Commitments	
(a) Claims against the Company not acknowledged as debts	11.69
(b) Commitments	5.97
Estimated amount of contracts remaining to be executed on capital account and not provided	**17.66**

For further information on our contingent liabilities, see "*Financial Information*" on page 206.

Except as disclosed in the Restated Financial Information, Restated Consolidated Financial Information or elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments as of March 31, 2021, aggregated by type of contractual obligation:

Particulars	As of March 31, 2021				
	Payment due by period				
	(₹ million)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long Term Borrowings					
Contractual obligations	-	-	-	-	-
Long term borrowings including current portion	-	-	-	-	-
Lease liabilities	2,219.04	45.86	1139.14	631.56	402.48
Trade Payables	107.33	107.33	-	-	-
Security deposits payable	10.28	10.28	-	-	-
Short term borrowings	104.39	104.39	-	-	-
Capital creditors	17.83	17.83	-	-	-
Others	5.96	5.96	-	-	-
Total	**2,464.83**	**291.65**	**1139.14**	**631.56**	**402.47**

For further information on our capital and other commitments, see "*Financial Information*" on page 206.

CAPITAL EXPENDITURES

In Fiscal 2019, Fiscal 2020, and Fiscal 2021, our capital expenditure towards additions to fixed assets (property, plant and equipment's and intangible assets) and capital work-in-progress (net additions/transfers) were ₹ 264.96 million, ₹ 285.04 million and ₹ 100.29 million, respectively. The following table sets forth our fixed assets for the periods indicated:

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021
	(₹ million)		
Property, plant and equipment	258.07	219.78	94.33
Intangible Assets	4.44	4.06	0.95

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021
	(₹ million)		
Capital Work in Progress (net additions/transfers)	2.45	61.20	5.01
Total	**264.96**	**285.04**	**100.29**

For further information, see "*Financial Information*" on page 206.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration to executive Directors and Key Managerial Personnel, loan written off, advances given, sale of finished goods and subcontracting charges. For further information relating to our related party transactions, see "*Financial Information – Note 39: Related party disclosures*" on page 238.

In Fiscals 2019, 2020 and 2021, the aggregate amount of such related party transactions was ₹ 141.71 million, ₹ 47.58 million, and ₹ 43.85 million, respectively. The percentage of the aggregate value of such related party transactions to our revenue from operations in Fiscals 2019, 2020 and 2021 was 4.97%, 1.21% and 1.75%, respectively.

AUDITOR'S OBSERVATIONS

There have been no reservations/ qualifications or adverse remarks/ emphasis of matter highlighted by our statutory auditors in their auditor's reports on the audited financial statements as of and for the years ended March 31, 2019, 2020 and 2021.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Currency risk, interest risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Product Price Risk

Product price increases which are not in line with the levels of customers discretionary spends, may affect the sales volumes. In such a scenario, the risk is managed by offering judicious discounts to customers to sustain volumes. We negotiate with vendors for purchase price rebates such that the rebates substantially absorb the product discounts offered to the retail customers. This helps protect us from significant product margin losses.

Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

We are exposed to interest rate risk primarily due to borrowings having floating interest rates. We use available working capital limits for availing short term working capital demand loans with interest rates negotiated from time to time so that we have an effective mix of fixed and variable rate borrowings. We do not enter into financial instrument transactions for trading or speculative purposes or to manage interest rate exposure.

Credit Risk

Credit risk is the risk of the financial loss that the counterparty will default on its contractual obligation. The credit risk for us primarily arises from the credit exposures to trade receivables (mainly institutional customers), deposits with landlords for store properties taken on leases, cash and cash equivalents, deposits with banks and other receivables.

Trade and other receivables

Our retail business is predominantly on cash and carry basis. We sell goods on credit basis to institutional parties. The credit risk on such collections is minimal considering that such sales are only 3% of the total sales. The average credit period for institutional parties is 30 days. No interest is charged on trade receivables on payment received even after the credit period. We have adopted a policy of dealing with only credit worthy counterparties in case of institutional customers and the credit risk exposure for institutional customers is managed by us by credit worthiness checks. We also carry credit risk on lease deposits with landlords for store properties taken on lease, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds after store shut down is managed through successful negotiations or appropriate legal actions, where necessary.

Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of our short, medium and long-term funding and liquidity management requirements. We manage liquidity risk by maintaining adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, 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 in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 287 and 21, 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 "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 290 and 21, respectively. To our knowledge, 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 revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 21, 149 and 287 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Risk Factors*", "*Industry Overview*", "*Our Business*" and on pages 21, 104 and 149, respectively, for further details on competitive conditions that we face across our various business segments.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals are as described in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2021 compared to Fiscal 2020*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2020 compared to Fiscal 2019*" above on pages 298 and 301, respectively.

SEGMENT REPORTING

Our business activity primarily falls within a single business and geographical segment, i.e. retailing of bottom-wear apparel in India, accordingly, other than as disclosed in "*Restated Financial Information – Note 38*" on page 237, we do not follow any other segment reporting.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business exhibits seasonality with relatively higher revenues recorded during the festive periods compared to other periods. For further information, see "*Risk Factors - Our sales are subject to seasonal variations that could result in fluctuations in our results of operations.*" on page 36.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2021 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Draft Red Herring Prospectus, there have been no significant developments after March 31, 2021 that may affect our future results of operations.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue recognition

Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for those goods or services. The specific recognition criteria described below must also be met before revenue is recognised. Revenue is recognised as follows:

Sale of goods

<u>Revenue from contracts with customers</u>

Revenue from contracts with customers is recognised upon transfer of control of promised goods/ services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ services.

To recognize revenues, the Company applies the following five-step approach:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise revenues when a performance obligation is satisfied.

Revenue from sale of products

Revenue is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts and volume rebates, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Goods and Service Tax (GST) is not received by the Company in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Refund liabilities

A refund liability is the obligation to refund part or all of the consideration received (or receivable) from the customer. The Company has therefore recognised refund liabilities in respect of customer's right to return. The liability is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimate of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

The Company has presented its right to return assets and refund liabilities as required under Ind AS 115 in the financial statements.

Income from gift voucher

Gift voucher sales are recognised when the vouchers are redeemed, and the goods are sold to the customer.

Dividend and Interest Income

Dividend income from investments is recognised when the Company's right to receive payment has been established. Realised Gain from Redemption of Growth oriented mutual fund schemes are recognised in Profit and Loss Account upon receipt of redemption proceeds, and unrealised gain on Mark to Market re-statement of Mutual Funds are measured at Fair Value through Profit and Loss Account as on the Balance Sheet closing date. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Foreign currencies

Determination of functional currency:
Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (INR) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR).

Transactions in foreign currency are recorded on the basis of the exchange rate prevailing as on the date of transaction. Monetary assets and liabilities denominated in foreign currency are restated at rates prevailing at the year-end. The net loss or gain arising out of such restatement is dealt with in the Statement of Profit and Loss.

Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

(i) the contract involves the use of an identified asset (ii) the company has substantially all of the economic benefits from use of the asset through the period of the lease (iii) the company has the right to direct the use of the asset.

The company as a lessee

At the commencement of the lease, the company recognises a right of use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a leasee, except for leases with a term of 12 months or less (Short term lease) and low value leases. For those Short term and low value leases, the company recognizes the lease payments as an operating expense on a straight line basis over the term of the lease. Certain lease arrangements

includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Ministry of Corporate Affairs (MCA) vide its notification dated July 24, 2020, has directed the companies to recognise the short term waivers received on account of COVID-19 pandemic, up to June 2021, as other income in the profit and loss account.

Employee benefits

Defined contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance and Employee State Insurance, which are recognized in the statement of Profit and loss on accrual basis. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the service entitling them to the contributions.

The Company has no obligation, other than the contribution payable to the provident fund.

Retirement benefit costs and termination benefits

Liabilities for gratuity funded in terms of a scheme administered by the LIC are determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the 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. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item ‘Employee benefits expense’. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company’s defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

The tax currently payable is based on estimated taxable profit for the year. Estimated taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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 bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax ("MAT") paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

Property, Plant and Equipment and Depreciation on Property, Plant and Equipment

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance.

Depreciation is provided for property, plant and equipment on the straight-line method over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated Useful Life of the various categories of Property, Plant & Equipment in Go Fashions are as below:

1. Plant & Machinery (SLM % 6.33 / 15 years) 2. Vehicles (SLM% 11.88 / 8 years) 3. Furniture (SLM% 9.50 / 10 years) 4. Office Equipments (SLM% 19 / 5 years) 5. Computers (SLM% 31.67 / 3 years)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Capital work in progress

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Intangible assets

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

Intangible assets comprise of computers and are amortized on a straight line basis over their estimated useful lives of 3 years. The estimated useful lives of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

Impairment

Financial assets (other than fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

The Company applies simplified approach of expected credit loss model for recognising Impairment loss on lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Expected credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

Inventories

Items of inventory are valued at lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion, and other costs incurred in bringing the inventories to their present location and condition and is net of taxes where applicable. Cost of raw materials, stores and spares, packing material and traded goods is determined on weighted average basis. In case of work-in-process and finished goods, cost includes the actual cost of conversion.

Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the Restated Financial Information. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

Investment

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

Current investments are carried individually, at fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

During the year ended March 31, 2019, the Wholly Owned Subsidiary filed an application with Jebal Ali Free Zone ('JAFZA') for removal/striking off its name from the records of the JAFZA. Accordingly, the JAFZA skirted off the name of the Wholly Owned Subsidiary as on 04.02.2019 and liquidated its assets and liabilities.

Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets are measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

Foreign exchange gains and losses

The fair value of foreign assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For the foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in statement of profit and loss.

Financial Liabilities and Equity

Financial liabilities at amortized cost

Financial liabilities are measured at amortized cost using effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Borrowings and Security Deposits

Any difference between the proceeds (net of transaction costs) and the repayment amount is recognized in profit or loss over the period of the liability and subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Equity instruments

An equity instrument is contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in ‘Other income’.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL,

the foreign exchange component forms part of the fair value gains or losses and is recognized in the profit and loss.

Cash and cash equivalent

Cash comprises cash on hand, cheques and demand drafts on hand, balances with banks in current accounts / demand deposits. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Borrowing Cost

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which these occur.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2021, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "*Risk Factors*", '*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*' and beginning on pages 21, 287 and 206, respectively.

Particulars	Pre-offer as at March 31, 2021 (in ₹ million)	As adjusted for the Offer
Borrowings		
Non-current borrowings (I)	-	[●]
Current maturity of long-term debts (II)	-	[●]
Current borrowings (III)	104.39	
Total borrowings (IV = I + II + III)	104.39	[●]
Equity		
Equity share capital (V)	789.95	[●]
Other Equity (VI)	2039.41	[●]
Total Equity (VII = V + VI)	2829.36	[●]
Total borrowings/ Total Equity (VIII = IV/ VII)	0.04	[●]

Notes:

1) *The above has been computed on the basis on amounts derived from the restated IndAS summary statement of assets and liabilities of the Company as on March 31, 2021.*
2) *The Company is proposing to have public issue of shares comprising of Offer for Sale and a Fresh Issue.*
3) *The corresponding post-Offer capitalisation data for each of the above amounts given in the table is not determinable at this stage pending the completion of book building process and hence, the same have not been provided in the above statement.*

FINANCIAL INDEBTEDNESS

Our Company avails credit facilities in the ordinary course of our business for the purpose of meeting working capital requirements.

Pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, our Board is authorised to borrow such monies which together with the money already borrowed does not exceed the paid-up share capital and free reserves of our Company. Pursuant to our Articles of Association and pursuant to the Board resolution dated August 9, 2021 and the special resolution passed by our Shareholders on August 9, 2021, our Board has been authorised to borrow sums of money not exceed the amount of ₹ 3,000 million over and above the aggregate of the paid-up share capital, free reserves and securities premium of our Company.

Set forth below is a brief summary of our aggregate outstanding borrowings, as on July 31, 2021.

(in ₹ million)

Category of Borrowing	Sanctioned Amount (to the extent applicable)	Amount outstanding as on July 31, 2021
Working Capital facilities		
Secured		
Fund based	650	Nil
Non-fund based (Sub Limit)	400	338
Total borrowings	**650**	**338**

**As certified by G. Natesan & Co, Chartered Accountants, by way of their certificate dated August 12, 2021.*

Key terms of our secured borrowings are disclosed below:

- ***Tenor***: The tenor of the working capital facilities availed by us is maximum up to 12 months.
- ***Interest rate***: The working capital facility availed by our Company from RBL Bank has a variable interest rate which is mutually decided by the parties from time to time and the working capital facility with ICICI Bank is tied to a base rate/ MCLR as specified by the lender with a reset option and subject to prevailing money market condition.
- ***Security***: In terms of our borrowings where security needs to be created, we are typically required to create security by way of first charge on our current assets (both present and future) and on our entire movable and immovable fixed assets (both present and future). Further, our borrowings are also guaranteed by our Promoter Directors.
- ***Repayment***: Our working capital facilities are repayable on demand.
- ***Restrictive Covenants:*** As per the terms of our loan agreements, certain corporate actions for which our Company requires prior written consent of the lenders include:

  a) Change in ownership or control of our Company;

  b) Amending the Constitutional Documents of the Company;

  c) Formulating any scheme of amalgamation, compromise, reconstruction, consolidation, demerger or merger;

  d) Declaration of dividends or distribution of profits except where the instalments of principal and interest payable to a particular lender is being paid regularly and there are no irregularities in relation thereto;

  e) Raising further debt (other than as unsecured loans from shareholders), or availing any credit facilities or accommodation from any banks or financial institutions, or any person, firm, or company;

  f) Effecting any changes to the capital structure or the company; and

  g) Undertaking any new business, or operations, or project, or diversification, modernisation, or substantial expansion of existing business or of any project.

- ***Events of Default:*** As per the terms of our borrowings, the following, among others, constitute events of default:

  a) Non-Payment of instalment/ interest within the stipulated time;

  b) Representations or warranties found to be untrue or misleading when made;

  c) Our Company ceasing or threatening to cease or carrying on its business;

  d) Commission of an act of bankruptcy or filing of an application in relation to insolvency or bankruptcy against our Company;

  e) Cross-Default under other borrowings of our Company;

  f) Change in control of the Company; and

  g) Occurrence or existence of such events or circumstances, which in the opinion of the Bank, could have a Material Adverse Effect.

- ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may:

  a) Terminate the sanctioned facilities;

  b) Seek immediate repayments of the facilities;

  c) Suspend further access/drawals; and

  d) Enforce their security interest which includes, among others, taking possession and/or transfer of the assets to such other third parties by way of lease, leave and license, sale or otherwise.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above.

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Promoters or Directors; (ii) outstanding actions taken by statutory or regulatory authorities involving our Company, Promoters or Directors; (iii) outstanding claims involving our Company, Promoters or Directors for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and the total amounts involved); (iv) outstanding litigations as determined to be material by our Board as per the materiality policy by way of its resolution dated August 9, 2021 in accordance with the SEBI ICDR Regulations ("**Materiality Policy**"); (v) disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years including outstanding actions; (vi) outstanding litigation involving our Group Company which has a material impact on our Company.*

In accordance with the Materiality Policy:

(a) all pending litigation involving our Company, our Promoters or Directors, other than criminal proceedings, actions taken by statutory or regulatory authorities, outstanding claims related to any direct or indirect taxes and disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters, would be considered 'material', if the monetary amount of claim made by or against our Company, our Directors and Promoters in any such pending proceeding is in excess of 1% of the revenue from operations of our Company as per the last full year restated financial information being Fiscal 2021, being ₹ 25.07 million or any such litigation, the outcome of which would materially and adversely affect our Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

(b) outstanding dues to any creditor of our Company having monetary value exceeding ₹ 5.37 million, which is 5% of the total trade payables of our Company as on March 31, 2021, as per the Restated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on March 31, 2021, any outstanding dues exceeding ₹ 5.37 million have been considered as material outstanding dues for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise, 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.

Further, it is clarified that for the purpose of the above, pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Promoters or Directors shall not be considered as litigation until such time that any of our Company, our Promoters or Directors, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

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. Outstanding litigations against our Company

Criminal proceedings

Nil.

Actions taken by statutory and regulatory authorities involving our Company

Nil.

Civil proceedings

Nil.

B. Outstanding litigations by our Company

Criminal proceedings

1. Our Company has filed a criminal complaint against Mr. Kirandeep Singh in the Fast Track Court No. III, Saidapet, Chennai, Tamil Nadu under Section 138 of the Negotiable Instruments Act, 1881. The total amount involved is ₹ 0.30 million and the matter is currently pending.

Civil proceedings

Nil.

C. Tax proceedings

Except as disclosed below, there are no outstanding claims involving our Company for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and the total amounts involved):

(₹ in million)

Particulars	Number of cases	Ascertainable amount involved*
Direct tax	4	11.20
Indirect tax	10	5.28
Total	14	16.48

* *To the extent quantifiable.*

II. LITIGATION INVOLVING OUR DIRECTORS

A. Outstanding litigation against our Directors

Criminal proceedings

Nil.

Actions taken by statutory and regulatory authorities involving our Directors

Nil.

Civil proceedings

Nil.

B. Outstanding litigation by our Directors

Criminal proceedings

Nil.

Civil proceedings

Nil.

C. Tax proceedings

Nil.

III. LITIGATION INVOLVING OUR PROMOTERS

A. Litigation filed against our Promoters

Criminal proceedings

Nil.

Actions by regulatory and statutory authorities involving our Promoters

Nil.

Civil proceedings

Nil.

Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years

There has been no disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last five Financial Years immediately preceding the date of filing of this Draft Red Herring Prospectus.

B. Litigation filed by our Promoters

Criminal proceedings

Nil.

Civil proceedings

Nil.

C. Tax proceedings

Nil.

IV. OUTSTANDING LITIGATION INVOLVING OUR GROUP COMPANY WHICH HAS A MATERIAL IMPACT ON OUR COMPANY

Nil.

V. OUTSTANDING DUES TO CREDITORS

Details of outstanding dues owed by our Company as at March 31, 2021, are set out below:

Type of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	13	1.74
Material creditors	4	39.09
Other creditors	562	66.48
Total	579	**107.31**

The details pertaining to outstanding over dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at https://www.gocolors.co.in/pdf/OutstandingOverdues.pdf

VI. Material developments since the last balance sheet date

There have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our operations, trading, 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 business requires various approvals issued by relevant central and state authorities under various rules and regulations. We have set out below an indicative list of all material approvals obtained by our Company, as applicable, for the purposes of undertaking our business activities and operations ("**Key Approvals**"). In view of such approvals, our Company can undertake the Offer and its current business activities. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus.*

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see 'Risk Factors – If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected ' on page 31. For further details in connection with the regulatory and legal framework within which we operate, see 'Key Regulations and Policies' on page 173.

I. General details

Incorporation details of our Company

(i) Certificate of incorporation dated September 9, 2010 issued to our Company by the Registrar of Companies, Tamil Nadu at Chennai in the name of 'Go Fashion (India) Private Limited', with Corporate Identity Number (CIN) U17291TN2010PTC077303.

(ii) Fresh certificate of incorporation dated July 12, 2021 issued by the Registrar of Companies, Tamil Nadu at Chennai pursuant to conversion of our Company from 'private limited company' to a 'public limited company' and consequential change in our name from 'Go Fashion (India) Private Limited' to 'Go Fashion (India) Limited'. The new Corporate Identity Number (CIN) is U17291TN2010PLC077303.

Offer related approvals

For details of corporate and other approvals obtained in relation to the Offer, see '*Other Regulatory and Statutory Disclosures*' on page 325.

Tax related approvals

(i) The permanent account number of our Company is AADCG9557C.

(ii) The tax deduction account number of our Company is CHEG11197E.

(iii) GST registration certificate issued by Government of India and State Governments for GST payments in the states where our business operations are situated.

(iv) Professional tax certificates have been obtained by us for the states where our business operations are situated, except for Punjab, Madhya Pradesh and Odisha, where we are under the process of obtaining it.

Labour and Employee related approvals

(i) Under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as amended, our Company has been allotted EPF code number TN/CB/88203.

(ii) Under the Employees' State Insurance Act, 1948 our Company has been allotted the Employees' State Insurance code number 51561115150010106.

Importer-Exporter Code

(i) Certificate of Importer Exporter Code dated October 28, 2010 granting the IEC number 0410029653, issued by the Joint Director General of Foreign Trade.

II. Approvals in relation to our operations

As of May 31, 2021, we had 450 EBO stores which includes 427 stores and 12 kiosks, taken on a leasehold basis and 11 franchise stores. We require certain approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business in India. These licenses

differ on the basis of the location as well as the nature of operations carried out at such locations. In states where our leased stores and kiosks are located, we obtain registrations under the respective shops and commercial establishment acts of those states, wherever enacted or in force. We also obtain trade licenses from the respective municipal authorities of areas where our leased stores are located and where local laws require such trade licenses to be obtained.

In relation to our warehouse in Tirupur, Tamil Nadu, we have obtained a registration under the Tamil Nadu Shops and Commercial Establishments Acts, 1947 and a no objection certificate from the Fire and Rescue Services Department, Tirupur.

Certain approvals may have lapsed in their normal course and our Company has either made applications to the appropriate authorities for renewal of such licenses and/or approvals or is in the process of making such applications.

III. Intellectual Property

A. *Trademarks*

As on the date of this Draft Red Herring Prospectus, we have 22 registered trademarks which are currently operational in India and for which we have obtained valid registration certificates under the Trademarks Act. The trademarks are registered under class 25 of the Trademarks Act and all of them are currently operational. Further, we have also made five applications seeking registration for certain additional trademarks under the Trademarks Act, all of which are currently operational.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has authorised the Offer by a resolution dated August 9, 2021.
- Our Shareholders have authorised the Fresh Issue, pursuant to a special resolution passed on August 9, 2021 under Section 62(1)(c) of the Companies Act 2013.
- The Board has, on August 12, 2021 approved this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Approvals from the Selling Shareholders

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

S. No.	Name of the Selling Shareholder	Date of Consent Letter	Date of corporate authorisation/ board resolution
1.	PKS Family Trust	August 12, 2021	NA
2.	VKS Family Trust	August 12, 2021	NA
3.	Sequoia Capital India Investments IV	August 12, 2021	August 9, 2021
4.	India Advantage Fund S4 I	August 12, 2021	June 29, 2021
5.	Dynamic India Fund S4 US I	August 12, 2021	July 23, 2021

Each of the Selling Shareholders, severally and not jointly, confirm that it is in compliance with Regulation 8 of the SEBI ICDR Regulations and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of our Equity Shares pursuant to its letter dated [●], 2021 and [●], 2021, respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Promoters, members of Promoter Group, our Directors or persons in control of our Promoters or our Company and each of the Selling Shareholders are not 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.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, member of Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them in respect of its respective holding in our Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with securities market

Except for Srinivasan Sridhar, who is associated with Evyavan Asset Management Ltd., investment manager for AIF Evyavan Investment Trust, with SEBI registration number IN/AIF2/20-21/0816, none of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding actions initiated by SEBI against any of our Directors, in the past five years.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the subscription money if it fails to do so*."

The Offer is being undertaken under Regulation 6(2) of the SEBI ICDR Regulations. We are therefore required to allot not less than 75% of the Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. In the event, we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

Further, our Company confirms that it is not in-eligible 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 following conditions specified in Regulation 5 of the SEBI ICDR Regulations:

(i) Our Company, the Selling Shareholders, our Promoters, the members of our Promoter Group, and our Directors are not debarred from accessing the capital market by SEBI;

(ii) None of our Promoters or our Directors are promoter or directors of companies which are debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or our Directors have been categorized as a Wilful Defaulter;

(iv) None of our Promoters and our Directors are fugitive economic offenders;

(v) Other than the outstanding CCCPS, which will be converted into 22,197,270 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus; and

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING JM FINANCIAL LIMITED, DAM CAPITAL ADVISORS LIMITED (*FORMERLY IDFC SECURITIES LIMITED*) AND ICICI SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES. THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITIES

ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, BEING JM FINANCIAL LIMITED, DAM CAPITAL ADVISORS LIMITED (*FORMERLY IDFC SECURITIES LIMITED*) AND ICICI SECURITIES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 12, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/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 BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, the Selling Shareholders 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 Company's instance and anyone placing reliance on any other source of information, including our Company's website www.gocolors.co.in, or any of the Selling Shareholders, would be doing so at his or her own risk. It is clarified that none of the Selling Shareholders, nor any of its respective directors, partners, trustees, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided by any person other than those specifically made or undertaken by such Selling Shareholder in this Draft Red Herring Prospectus in relation to itself and its respective portion of the Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, each of the Selling Shareholders (with respect to itself and its respective portion of the Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; 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.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, trustees, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, trustees, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Group Company, the Selling Shareholders and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. ICICI Securities Limited would be involved only in the marketing of the Offer.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, 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 permission from RBI), systemically important NBFCs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, 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, NBFC-SIs 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, however, 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 himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Chennai, India only.

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 SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft 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 our affairs or in the affairs of any of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; 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"), pursuant to Rule 144A or another available exemption from, or in a transaction not subject to or another available exemption from the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. Prospective purchasers are hereby notified that sellers of the Equity Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder.

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.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with the Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, 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;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available), or (iv) pursuant to another available exemption from the registration requirements under the U.S. Securities Act, and in each case in accordance with all applicable laws, including the state securities laws in the United States;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser is not acquiring the Equity Shares as a result of any form of "general solicitation" or "general advertising" (within the meaning of Rule 502(c) under the U.S. Securities Act) or any "directed selling efforts" (as that term is defined in Regulation S);

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE

SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), OR (4) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR RESALES OF THE EQUITY SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EQUITY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE EQUITY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. "

10. the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that the Company, the Selling Shareholders, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, the Selling Shareholders and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with the Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly 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;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 or Rule 904 of Regulation S;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, it will only do so pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and in each case in accordance with any applicable securities laws of any state of the United States or other applicable jurisdiction;

7. the purchaser is not acquiring the Equity Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) under the U.S. Securities Act);

8. the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

9. the purchaser acknowledges that the Company, the Selling Shareholders, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, Selling Shareholders and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to NSE. The disclaimer clause as intimated by NSE to us shall be included in the Red Herring Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

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. Each of the Selling Shareholder, severally and not jointly, confirms that it shall extend reasonable support, documentation and co-operation, as required or requested by our Company and/or the BRLMs in relation to its respective Offered Shares for the completion of listing of the Equity Shares at the Stock Exchanges.

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 six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI.

If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by the 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. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard

to interest on such refunds will be reimbursed by such Selling Shareholder in proportion to its respective portion the Offered Shares. However, each of the Selling Shareholders shall not be liable to pay and / or reimburse any expenses towards refund or any interest thereon in respect to Allotment of its respective proportion of the Offered Shares or otherwise, unless the failure or default or delay, as the case may be, is solely on account of any act by such Selling Shareholder and such liability shall be limited to the extent of its respective Offered Shares.

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 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the legal counsel, the bankers/ lenders to our Company, industry sources, independent chartered accountants, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Bankers to the Offer/Escrow Bank, Public Offer Account Bank, Sponsor Bank and Refund Bank to act in their respective capacities, will be obtained. Further, such consents shall not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus and the Prospectus with the SEBI.

Our Company has received consent of our Statutory Auditors, who hold a valid peer review certificate, to include their name as required under Section 26(5) of the Companies Act 2013 in this Draft Red Herring Prospectus, and as an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of the report of the Statutory Auditors on the Restated Financial Information and Restated Consolidated Financial Information each dated August 12, 2021 and the statement of possible special tax benefits dated August 12, 2021 included in this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has received written consent from an independent architect, namely, Anuradha Desikan, founder architect of ADVA Architects & Consultants (membership no. CA/2005/35797) to include her name 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 architect, in relation to the certificate dated August 9, 2021 issued by them, certifying, among others, expenses which are to be incurred by the Company towards purchase of fit-outs, information technology and utilities for the proposed stores and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

Particulars regarding Public or Rights Issues during the Last Five Years

Other than as disclosed in "*Capital Structure-Notes to the Capital Structure*" on page 70, there have been no public issues or rights issues undertaken by our Company during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or Brokerage on Previous Issues in the Last Five Years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital Issues in the Preceding Three Years by our Company, our listed Group Company and associates

Except as disclosed in '*Capital Structure*' on page 70, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Our Company does not have any subsidiaries or associates or listed Group Company.

Performance *vis-à-vis* Objects – Public/ rights issue of our Company

Our Company has not undertaken any public issues, including any rights issues to the public in the five years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* Objects – Last one public/ rights issue of subsidiaries/ listed promoters

Our Company does not have any subsidiary or listed promoters.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public offering of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Price Information of past issues handled by the BRLMs

<u>JM Financial Limited</u>

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.*

Sr. No.	Issue name	Issue Size (` million)	Issue price (`)	Listing Date	Opening price on Listing Date (in `)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Rolex Rings Limited	7,310.00	900.00	August 09, 2021	1,250.00	Not Applicable	Not Applicable	Not Applicable
2.	Tatva Chintan Pharma Chem Limited	5,000.00	1,083.00	July 29, 2021	2,111.85	Not Applicable	Not Applicable	Not Applicable
3.	Clean Science and Technology Limited	15,466.22	900.00	July 19, 2021	1,755	Not Applicable	Not Applicable	Not Applicable
4.	India Pesticides Limited	8,000.00	296.00	July 5, 2021	350.00	12.64% [1.87%]	Not Applicable	Not Applicable
5.	Shyam Metalics and Energy Limited[7]	9,085.50	306.00	June 24, 2021	380.00	40.95% [0.42%]	Not Applicable	Not Applicable
6.	Sona BLW Precision Forgings Limited	55,500.00	291.00	June 24, 2021	301.00	45.45% [0.42%]	Not Applicable	Not Applicable
7.	Macrotech Developers Limited	25,000.00	486.00	April 19, 2021	436.00	30.22% [5.21%]	75.43% [10.89%]	Not Applicable
8.	Anupam Rasayan India Limited[8]	7,600.00	555.00	March 24, 2021	520.00	-0.11% [-0.98%]	30.49%[8.23%]	Not Applicable
9.	Easy Trip Planners Limited	5,100.00	187.00	March 19, 2021	212.25	-7.27% [-0.86%]	124.68%[6.94%]	Not Applicable
10.	MTAR Technologies Limited	5,964.14	575.00	March 15, 2021	1050.00	69.45% [-2.84%]	78.83% [5.83%]	Not Applicable

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:

1. *Opening price information as disclosed on the website of NSE.*
2. *Change in closing price over the issue/offer price as disclosed on NSE.*

3. *Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of 4.90 % on the offer price was offered to the eligible employees bidding in the employee reservation portion equivalent to ₹ 15 per equity share.*
8. *A discount of Rs. 55 per equity share was offered to eligible employees bidding in the employee reservation portion.*
9. *Not Applicable – Period not completed*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.*

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-2022	7	1,25,361.72	-	-	-	-	3	1	-	-	-	-	-	-
2020-2021	8	62,102.09	-	-	3	2	1	2	-	-	-	3	1	1
2019-2020	4	36,400.83**	-	-	1	-	1	2	-	1	1	-	1	1

***Spandana Sphoorty Financial Limited raised Rs. 11,898.49 million as against the issue size of Rs. 12,009.36 million*

DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)*

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by DAM Capital Advisors Limited (Formerly IDFC Securities Limited).*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Mazagon Dock Shipbuilders Limited	4,436.86	145.00	October 12, 2020	214.90	+18.90%, [+5.87%]	+52.90%, [+20.25%]	+45.79%, [+24.34%]
2	Indian Railway Finance Corporation Limited	46,333.79	26.00	January 29, 2021	24.90	-5.19%, [+6.56%]	-18.65%, [+9.02%]	-11.15%, [+15.49%]
3.	Laxmi Organic Industries Limited	6,000.00	130.00	March 25, 2021	155.50	+37.85%, [+0.11%]	+71.96%, [+10.11%]	Not applicable
4.	Glenmark Life Sciences Limited	15,136.00	720.00	August 6, 2021	750.00	Not applicable	Not applicable	Not applicable

Source: www.nseindia.com

Notes:

(a) Issue size derived from prospectus
(b) Price on NSE is considered for all of the above calculations
(c) % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.

(d) Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
(e) The Nifty 50 index is considered as the benchmark index
(f) 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 DAM Capital Advisors Limited (Formerly IDFC Securities Limited).

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-22	1	15,136.00	-	-	-	-	-	-	-	-	-	-	-	-
2020-21	3	56,770.65	-	-	1	-	1	1	-	-	1	-	1	-
2019-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com

Notes:

a. The information is as on the date of this offer document
b. The information for each of the financial years is based on issues listed during such financial year.
c. Since 30/180 calendar days from listing date has not elapsed for few issues, hence data for same is not available

ICICI Securities Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by ICICI Securities Limited.

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Home First Finance Company India Limited	11,537.19	518.00	03-Feb-21	618.80	+4.98%,[+1.97%]	-5.64%,[-1.05%]	+15.86%,[+6.58%]
2	Railtel Corporation of India Limited	8,192.42	94.00	26-Feb-21	109.00	+35.64%,[-0.15%]	+37.50%,[+5.32%]	NA*
3	Kalyan Jewellers India Limited	11,748.16	87.00(1)	26-Mar-21	73.95	-24.60%,[-1.14%]	-7.07%,[+8.13%]	NA*
4	Suryoday Small Finance Bank Limited	5,808.39	305.00(2)	26-Mar-21	292.00	-18.38%,[-1.14%]	-26.87%,[+8.13%]	NA*
5	Nazara Technologies Limited	5,826.91	1,101.00(3)	30-Mar-21	1,990.00	+62.57%,[+0.13%]	+37.59%,[+6.84%]	NA*
6	Macrotech Developers Limited	25,000.00	486.00	19-Apr-21	436.00	+30.22%,[+5.21%]	+75.43%,[+10.89%]	NA*
7	Shyam Metalics and Energy Limited	9,087.97	306.00(4)	24-Jun-21	380.00	+40.95%,[+0.42%]	NA*	NA*

8	Dodla Dairy Limited	5,201.77	428.00	28-Jun-21	550.00	+44.94%,[-0.43%]	NA*	NA*
9	G R Infraprojects Limited	9,623.34	837.00(5)	19-Jul-21	1,715.85	NA*	NA*	NA*
10	Tatva Chintan Pharma Chem Limited	5,000.00	1,083.00	29-July-21	2,111.85	NA*	NA*	NA*

**Data not available*

(1) *Discount of Rs. 8 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 87.00 per equity share.*
(2) *Discount of Rs. 30 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 305.00 per equity share.*
(3) *Discount of Rs. 110 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 1,101.00 per equity share.*
(4) *Discount of Rs. 15 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 306.00 per equity share.*
(5) *Discount of Rs. 42 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 837.00 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 ICICI Securities Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22*	5	53,913.08	-	-	-	-	3	-	-	-	-	-	-	-
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	-	2	4	2	2
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1

* This data covers issues upto YTD

Notes:

1. *All data sourced from www.nseindia.com, except for Computer Age Management Services Limited for which the data is sourced from www.bseindia.com*
2. *Benchmark index considered is NIFTY*
3. *30th, 90th, 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 is a holiday, in which case we have considered the closing data of the previous trading day*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	JM Financial Limited	www.jmfl.com
2.	DAM Capital Advisors Limited (*Formerly IDFC Securities Limited*)	www.damcapital.in
3.	ICICI Securities Limited	www.icicisecurities.com

Stock Market Data of the Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

SEBI, by way of its circular dated March 16, 2021 ("March 2021 Circular"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the March 2021 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The Registrar Agreement provides for 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 pursuant to the Offer, or

such other period as may be prescribed under applicable law to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, 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 investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the BRLMs shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. For helpline details of the Lead Managers pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see '*General Information*' on page 61.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Investors can contact the 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 or non-receipt of funds by electronic mode.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Disposal of Investor Grievances by our Company

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 seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has obtained authentication on the SCORES and complies with the SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. For details, see '*Our Management*' on page 181.

Our Company has appointed Gayathri Venkatesan as our Company Secretary and Compliance Officer for the Company who may be contacted in case of any pre-Offer or post-Offer related grievances. Her contact details are as follows:

Sathak Center
5th Floor, New No. 4, Old No. 144/2
Nungambakkam High Road
Chennai 600 034, Tamil Nadu, India
Tel: 044 42111777
E-mail: companysecretary@gocolors.com

Each of the Selling Shareholders have severally and not jointly authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of its respective portion of the Offered Shares.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

SECTION VII – OFFER INFORMATION
TERMS OF THE OFFER

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the CAN (for Anchor Investors), Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities, issued from time to time, by SEBI, the Government of India, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by SEBI, the Government of India, the Stock Exchange, the RoC, the RBI and/or other authorities while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI Listing Regulations, SEBI ICDR Regulations, SCRA read with SCRR, the Memorandum of Association and the Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of transfer in accordance with applicable law. For more information, see '*Main Provisions of the Articles of Association*' on page 367.

Mode of Payment of Dividend

Our Company will pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For more information, see '*Dividend Policy*' and '*Main Provisions of the Articles of Association*' on pages 205 and 367, respectively.

Face Value and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. At any given point in time there will be only one denomination for the Equity Shares.

The Price Band, the minimum Bid Lot will be decided by our Company and the Selling Shareholders in consultation with the BRLMs, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language in the place where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, in, 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 at the respective websites of the Stock Exchanges.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer related expenses*" on page 93.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders will have the following rights:

1. Right to receive dividends, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy and e-voting;
4. Right to receive offers for rights shares and be allotted bonus shares, if announced;
5. Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
6. Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
7. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see '*Main Provisions of the Articles of Association*' on page 267.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 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.

In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated January 2, 2020 among NSDL, our Company and the Registrar to the Offer.
- Tripartite Agreement dated November 29, 2019 among CDSL, our Company and Registrar to the Offer.

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. For the method of Basis of Allotment, see '*Offer Procedure*' on page 348.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Chennai, Tamil Nadu.

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.

Nomination Facility

In accordance with Section 72 of the Companies Act 2013, read with 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. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), 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). 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 or alienation of Equity Share(s) by the person nominating. 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 Office or to the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, 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 form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid/Offer Period

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

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

** *Our Company and the Selling Shareholders may, in consultation with the BRLMs, 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.*

An indicative timetable in respect of the Offer is set out below:

BID/OFFER CLOSING DATE	[●]
FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about [●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/ UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*	On or about [●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	On or about [●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or any of the Selling Shareholders or the BRLMs.

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 six Working Days of the Bid/Offer Closing Date or such period as may be prescribed, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders, revision of the Price Band 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 of the Selling Shareholders, severally and not jointly, shall extend reasonable support, documentation and co-operation required or requested by our Company and/or the BRLMs, in relation to its respective portion of the Offered Shares, for the completion of the listing of the Equity Shares at the Stock Exchanges.

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 six Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from 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 basis any revised SEBI circulars to this effect.

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. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

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 Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein 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 SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

It is clarified that 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. 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 will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period.

Our Company and the Selling Shareholders in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price may 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 case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will 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 the Designated Intermediaries and the Sponsor Bank, as applicable.

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.

Minimum Subscription

On the date of closure of the Offer, if our Company does not receive (i) minimum subscription of 90% of the Fresh Issue and (ii) a subscription in the Offer equivalent to at least the minimum number of securities as specified under Rule 19(2)(b)(iii) of the SCRR, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall be liable to pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

In the event of under subscription in the Offer, the Equity Shares will be Allotted in the following order:

(i) such number of Equity Shares will first be Allotted by the Company such that 90% of the Fresh Issue portion is subscribed;

(ii) upon (i), the Offered Shares will be Allotted, in proportion to the number of Equity Shares offered by each Selling Shareholder, in a pro-rata manner; and

(iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by the Company towards the balance 10% of the Fresh Issue portion.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Each of the Selling Shareholders shall reimburse, in proportion to the portion of its respective Offered Shares, any expenses and interest incurred by our Company on behalf of such Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law. Provided that no Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and any expenses and interest shall be paid to the extent of its respective portion of the Offered Shares.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of pre-Offer equity shareholding, minimum Promoter's contribution and Anchor Investor lock-in in the Offer, as detailed in *'Capital Structure'* on page 70 and as provided in our Articles as detailed in '*Main Provisions of the Articles of Association*' on page 367, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

OFFER STRUCTURE

Initial public offering of up to [●] Equity Shares of face value of ₹ 10 each, for cash at a price of ₹ [●] per equity share comprising a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 1,250 million by our Company and an Offer for Sale of up to 12,878,389 Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholders. The Offer shall constitute [●]% of the post-offer paid-up Equity Share capital of our Company.

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	QIBs(1)	Non-Institutional Bidders	Retail Individual Investors
Number of Equity Shares available for Allotment or allocation*(2)	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RII	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment or allocation	Not less than 75% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not more than 15% of the Offer or the Offer less allocation to QIB Bidders and RII will be available for allocation	Not more than 10% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Bidders will be available for allocation
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above c) Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate	The allotment to each RII 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 348
Mode of Bid	Through ASBA Process only (except in case of Anchor Investors)		

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Investors
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the QIB Portion) subject to limits applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(3)]	Public financial institutions as defined in the Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million, National Investment Fund set up by the GoI, 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 NBFC-SI	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	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 **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors), or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Assuming full subscription in the Offer.*

(1) *Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, and the basis of such allocation will be on a discretionary basis by the Company in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see 'Offer Procedure' on page* 348.

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(2) of the SEBI ICDR Regulations.*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(4) *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 Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, on a proportionate basis.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue and each of the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, 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, 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.

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 an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this 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 within six Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law; and (ii) the final RoC approval of the Prospectus after it is filed and/ or submitted with the RoC and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations. 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. The investors 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; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, 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 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular has come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the Selling Shareholders 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 and the Red Herring Prospects. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, our Company, the Selling Shareholders and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company in consultation with the BRLMs 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-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the 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, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs, and the Designated Stock Exchange. 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. 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 dematerialised segment of the Stock Exchanges.

Investors 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, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia* equity shares. Pursuant to 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 RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced 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 RII 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 has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI

Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. 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 Retail Individual Investors using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment.

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 Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, 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 by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs (other than the RIIs 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) RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of 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 Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

**Excluding the electronic Bid cum Application Form*

*^Electronic Bid cum Application Form will be made available for download on the website of the BSE (*www.bseindia.com*) and NSE (www.nseindia.com)*

^^Bid cum Application Forms for Anchor Investors were made available at the offices of the BRLMs.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIIs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

In case of ASBA forms, the relevant Designated Intermediaries shall capture and 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.

For RIIs Bidding using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs, for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, RIIs Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank 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 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 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 UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For ASBA Forms (other than RIIs Bidding using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

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 only offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act 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 in compliance with Regulation S under the U.S. Securities Act and the applicable laws

of the jurisdiction where those offers and sales occur. 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.

Participation by the BRLMs, the Syndicate Members and their associates and affiliates

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective 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, 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.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs;

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or

(v) Person related to Promoters and the members of the Promoter Group.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

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 and Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid 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 NRIs

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 SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB 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. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details of restrictions on investment by NRIs, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 365.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

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 the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 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 derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of 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 are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

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 FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, 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 funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders 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 the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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 and the Selling Shareholders, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer 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 and the Selling Shareholders, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250.00 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and Selling Shareholders in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and Selling Shareholders in consultation with the BRLMs, may deem fit.

Bids by Anchor Investors

(a) 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. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 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 ₹ 100.00 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company and Selling Shareholders may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company in consultation with the BRLMs, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million;

    (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and

    (iii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer 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 Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion. For details, see "- *Participation by the BRLMs, the Syndicate Members and their associates and affiliates*" on page 352.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI 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 NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

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 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 regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. 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) and PAN in the Bid cum Application Form;

5. 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;

6. RIIs Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for RIIs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

7. Ensure that you 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;

8. 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;

9. 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;

10. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. 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;

13. 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;

14. 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;

15. 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;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. 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.

18. 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 RIIs 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 RIIs 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 RIIs bidding through UPI mechanism) and PAN available in the Depository database;

19. 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);

20. 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, 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 RIIs Bidding through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

21. Ensure that the Demographic Details are updated, true and correct in all respects;

22. 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;

23. Bidders (except RIIs Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Bank issues the Mandate Request, the RIIs would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. 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 authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a RII Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RII Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

25. RIIs bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

26. RIIs using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

27. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorised as Category II FPI and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and

28. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

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 RII;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 for Bids by Retail Individual Investors;

4. 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;

5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. 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;

12. 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;

13. 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);

14. 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 this Draft Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than RIIs using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. If you are RII and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

19. Anchor Investors should not bid through the ASBA process;

20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

21. 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;

22. Do not submit the GIR number instead of the PAN;

23. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

25. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date;

26. 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 Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RII and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a RII Bidding through the UPI Mechanism. 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;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. 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 RIIs using the UPI Mechanism;

31. RIIs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

32. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIIs Bidding using the UPI Mechanism.

33. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 62.

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 the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 61.

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 Stock Exchanges, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Net Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIIs 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 each RII shall not be less than the minimum bid lot, subject to the availability of shares in RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Account

Our Company and the Selling Shareholders, 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 Collection Bank 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, 2013, 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 [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language in the place where our Registered Office is located).

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, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. 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/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

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. 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.

Impersonation

Attention of the applicants 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 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

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 all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Offer Closing Date or within such other time period prescribed by SEBI will be taken;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- that if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;

- that if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company or the Selling Shareholders subsequently decide to proceed with the Offer;

- except for Equity Shared allotted pursuant to the Offer, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts/ refunded on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Selling Shareholders

Each of the Selling Shareholder, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

(i) it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

(ii) its respective portion of the Offered Shares are fully paid and are in dematerialized form;

and

(iii) it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable law.

Utilisation of Offer Proceeds

Our Board certifies that:

(i) all monies received out of the Fresh Issue 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, 2013;

(ii) details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Circular**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route 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 of India. 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the FDI Circular read with Press Note, 100% foreign direct investment is permitted under the automatic route for NBFCs, however, investments under the foreign direct investment route 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 of India.

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 FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see '*Offer Procedure – Bids by Eligible NRIs*' and '*Offer Procedure – Bids by FPIs*' on pages 352 and 353.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

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.

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 only offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act 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 in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. 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.

The above information is given for the benefit of the Bidders. Our Company 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 - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below.

*The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the commencement of the listing and trading of equity shares of our Company on any recognised stock exchange in India pursuant to an initial public offering of the equity shares of our Company (the "**IPO**" and the equity shares, the "**Equity Shares**" of the Company). In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All Articles of Part B shall automatically terminate and cease to have any force and effect and shall stand deleted and be deemed to be removed from the Articles of Association from the date commencement of trading of the Equity Shares of our Company pursuant to the IPO and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.*

PART A

AUTHORISED CAPITAL

Article 3 provides that the authorised share capital of the Company shall be such amount as may be mentioned in Clause V of the Memorandum of Association of the Company from time to time.

SHARES AT THE DISPOSAL OF THE DIRECTORS

Article 4A provides that subject to the provisions of the Companies Act, 2013 and the Articles of Association, the shares in the capital of the Company for the time being 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 or (subject to the compliance with the provisions of Section 53 of the Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with the sanction of our Company's members in General Meeting to give to any person or persons the option or right to subscribe for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

ISSUE OF CERTIFICATES

Article 4B provides that 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 may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holders.

CONSOLIDATION, SUB-DIVISION AND CANCELLATION

Article 12 provides that Subject to the provisions of Section 61of the Companies Act, 2013, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61 of the Companies Act, 2013; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

COMPANY'S LIEN ON SHARES/ DEBENTURES

Article 31 provides that the Company shall have a first and paramount lien upon all the shares/ debentures (other than fully paid-up shares/ debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/ debentures and no equitable interest in any share shall be created except upon the footing and condition that the Article 31 will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/ debentures. Unless otherwise agreed the registration of a transfer of shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. The Directors may at any time declare any shares/ debentures wholly or in part to be exempt from the provisions of the Article 31. Fully paid-up share shall be free from all lien and in the case of partly paid-up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

Article 32 provides that for the purpose of enforcing such lien the Directors may sell the Shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the Shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.

Further, Article 33 provides that the net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the Shares at the date of the sale.

TRANSFER AND TRANSMISSION OF SHARES

Article 47 provides that a common form of transfer shall be used and the instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof including other applicable provisions of the Companies Act, 2013, shall be duly complied with in all respect of all transfers of shares or debenture and registration thereof.

Article 48 provides that, subject to the provisions of Section 58 of the Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may decline to register any transfer of shares on which the company has a lien, provided that the registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

Article 52 provides that subject to the provisions of the Companies Act, 2013 and the Articles of Association, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with the Articles of Association, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article 52 or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares.

Article 53 provides that subject to the Companies Act, 2013 and the Articles of Association, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Article 54 provides that every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an

indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

Article 55 provides that no transfer shall be made to any minor, insolvent or person of unsound mind.

GENERAL MEETINGS

Article 75 provides that a general meeting of the Company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed under Section 101 of the Companies Act, 2013 and the respective rules made thereunder. Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting. Article 76 provides that the Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Companies Act, 2013 forthwith proceed to convene Extra-Ordinary General Meeting of when a Director or any two Members may call an Extra-Ordinary General Meeting. Further, if at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by the Articles of Association and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up Share Capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

Article 77 provides that no General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.

VOTE OF MEMBERS

Article 84 provides that no Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.

Article 85 provides that subject to the provision of the Articles of Association and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified as per Article 84 shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every Member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in Section 47(2) of the Companies Act, 2013, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.

Article 96 provides that no Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body corporate present by a representative duly authorized under the provisions of the Companies Act, 2013 in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a body corporate the production at the meeting of a copy of such resolution duly signed by a director or secretary of such body corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.

DIRECTORS

Unless otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013 the number of Directors (including Additional and Alternate Directors) shall not be less than three and not more than fifteen. Provided that the company may appoint more than fifteen directors after passing a special resolution.
Article 105 provides that:

(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in the Articles of Association, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.
(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.
(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.
(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in the Articles of Association, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.

Article 105A provides that subject to the applicable law and the approval of the Shareholders by way of a special resolution in the first general meeting, until (a) Sequoia Capital India Investments IV ("**Investor 1**") holds ten percent of shareholding of the Company (on a fully diluted basis), and (b) Dynamic India Fund S4 US I ("**Investor 2**") and India Advantage Fund S4 I ("**Investor 3**"), collectively hold ten percent of shareholding of the Company (on a fully diluted basis), they shall each have the right to nominate one nominee director to the Board of the Company. However, if the holding of any of the (a) Investor 1; and (b) Investor 2 (together with Investor 3) in share capital of the Company (on a fully diluted basis) goes below ten percent, such nomination rights will be extinguished forever with respect to such Investor, whose shareholding goes below ten percent.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Article 111 provides that the Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall at any time, summon a meeting of the Board. In terms of the Companies Act, 2013 or other applicable laws, to permit the participation of Directors in meetings of the Board otherwise through physical presence, the Board or its Members, may from time to time decide to conduct discussions through audio conferencing, video conferencing or net conferencing and directors shall be allowed to participate from multiple locations through modern communication equipment for ascertaining the views of such Directors as have indicated their willingness to participate by audio conferencing, video conferencing or net conferencing, as the case may be.

Article 112 provides that the Directors may from time to time elect from among their Members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. Subject to Section 203 of the Companies Act, 2013 and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

Article 115 provides that subject to the provisions of the Companies Act, 2013, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

RETIREMENT AND ROTATION OF DIRECTORS

Article 119 provides that subject to the provisions of Section 161 of the Companies Act, 2013, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

MANAGING AND WHOLE-TIME DIRECTORS

Article 120 provides that subject to the provisions of the Companies Act, 2013 and of the Articles of Association, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or whole-time Director of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. The Managing Director or whole-time Director so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Article 123 provides that subject to the provisions of the Companies Act, 2013, a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

DIVIDEND

Article 124 provides that 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. No amount paid or credited as paid on a share in advance of calls shall be treated as paid on the share. 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.

Article 125 provides that the Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 123 of the Companies Act, 2013, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a lesser dividend in general meeting.

Article 127 provides that the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

CAPITALISATION OF PROFITS

Article 138 provides that the Company in General Meeting may, upon the recommendation of the Board resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) That such sum be accordingly set free for distribution in the manner specified in Article 138 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in Article 138 either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

Further, a securities premium account and capital redemption reserve account may only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.

WINDING UP

Article 142 provides that subject to the provision of the Companies Act, 2013:

(a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Companies Act, 2013, 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.

INDEMNITY

Article 143 provides that subject to provisions of the Companies Act, 2013, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 on which relief is granted to him by the Court.

PART B

Part B of the Articles of Association provide for, among other things, the rights of certain shareholders pursuant to the SHA. For more details on the Shareholders' Agreement, see "*History and Certain Corporate Matters – Summary of Key Agreements and Shareholders' Agreements*" on page 178.

SECTION IX – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus and filed with the RoC, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement dated August 12, 2021 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated August 12, 2021 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.

6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

7. Monitoring Agency Agreement dated [●] entered into among our Company and the Monitoring Agency.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.

2. Certificate of incorporation dated September 9, 2010 and a fresh certificate of incorporation dated July 12, 2021 upon conversion into a public company.

3. Resolution of the Board of Directors of our Company, dated August 9, 2021, approving the Offer and other related matters.

4. Resolution of our Shareholders dated August 9, 2021 approving the Offer and other related matters.

5. Resolution of the Board of Directors of our Company, dated August 12, 2021 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

6. Consent letter of the managing trustee of PKS Family Trust for participation in the Offer for Sale, each dated August 12, 2021.

7. Consent letter of the managing trustee of VKS Family Trust for participation in the Offer for Sale, each dated August 12, 2021.

8. Consent letter and authorization of the board of directors of the Sequoia Capital India Investments IV for participation in the Offer for Sale, dated August 12, 2021 and August 9, 2021, respectively.

9. Consent letter and authorization of the management committee of the India Advantage Fund S4 I for participation in the Offer for Sale, dated August 12, 2021 and June 29, 2021, respectively.

10. Consent letter and authorization of the board of directors of the Dynamic India Fund S4 US I for participation in the Offer for Sale, dated August 12, 2021 and July 23, 2021, respectively.

11. Copies of annual reports for the last three Financial Years, i.e., Financial Years 2021, 2020, 2019.

12. Amended and Restated Shareholders' Agreement dated January 10, 2018 executed between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi, Sequoia Capital India Investments IV and India Advantage Fund S4 I, acting through its trustee IDBI Trusteeship Services Limited.

13. Amendment Agreement dated August 9, 2021 executed between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi, Sequoia Capital India Investments IV, India Advantage Fund S4 I (acting through its trustee IDBI Trusteeship Services Limited), Dynamic India Fund S4 US I, VKS Family Trust and PKS Family Trust.

14. Deed of Adherence dated May 25, 2018 executed between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi, Sequoia Capital India Investments IV, India Advantage Fund S4 I and Dynamic India Fund S4 US I.

15. Deed of adherence dated January 29, 2020 executed between our Company, Sequoia Capital India Investments IV, India Advantage Fund S4 I, Dynamic India Fund S4 US I, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi, Prahlad Rai, VKS Family Trust and PKS Family Trust.

16. Share subscription agreement dated November 8, 2014 between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi and Sequoia Capital India Investments IV.

17. Share subscription agreement dated January 10, 2018 between our Company, Prakash Kumar Saraogi, Vinod Kumar Saraogi, Rahul Saraogi, Gautam Saraogi and India Advantage Fund S4 I, acting through its trustee IDBI Trusteeship Services Limited.

18. Employment Agreement dated July 1, 2021 in relation to the appointment of Gautam Saraogi.

19. Employment Agreement dated July 1, 2021 in relation to the appointment of Prakash Kumar Saraogi.

20. Statement of possible special tax benefits dated August 12, 2021 from the Statutory Auditors included in this Draft Red Herring Prospectus.

21. The examination report of the Statutory Auditor dated August 12, 2021 on the Restated Financial Information.

22. The examination report of the Statutory Auditor dated August 12, 2021 on the Restated Consolidated Financial Information.

23. Consent of the Statutory Auditors dated August 12, 2021 to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and referred to as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Statutory Auditor, and for inclusion of their examination report dated August 12, 2021 and August 12, 2021 on examination of our Restated Financial Information and Restated Consolidated Financial Information, respectively and the statement of possible special tax benefits in the form and context in which it appears in this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

24. Our Company has received written consent from an independent architect, namely, Anuradha Desikan, founder architect of ADVA Architects & Consultants (membership no. CA/2005/35797) to include her name 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 architect, in relation to the certificate dated August 9, 2021 issued by them, certifying, among others, expenses which are to be incurred by the Company towards purchase of fit-outs, information technology and utilities for the proposed stores and

such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

25. Consents of our Directors, Bankers to our Company, the BRLMs, Registrar to the Offer, Banker(s) to the Offer, Bankers to our Company, legal counsels, lenders to the Company, Directors of our Company, Company Secretary and Compliance Officer of our Company, as referred to act, in their respective capacities.

26. Consent letter dated August 10, 2021 from Technopak Advisors Private Limited to use their report titled "Report on Women's Bottom Wear Apparel in India".

27. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

28. Tripartite Agreement dated January 2, 2020, among our Company, NSDL and the Registrar to the Offer.

29. Tripartite Agreement dated November 29, 2019, among our Company, CDSL and the Registrar to the Offer.

30. Due diligence certificate to SEBI from the BRLMs, dated August 12, 2021.

31. SEBI final observation letter number [●] dated [●].

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Mr. Prakash Kumar Saraogi

(Managing Director)

Date: August 12, 2021

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Mr. Gautam Saraogi

(Chief Executive Officer)

Date: August 12, 2021

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Mr. Rahul Saraogi

(Non-Executive Director)

Date: August 12, 2021

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Mr. Ravi Shankar Ganapathy Agraharam Venkataraman

(Non-Executive Nominee Director)

Date: August 12, 2021

Place: Bangalore

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Mr. Srinivasan Sridhar

(Independent Director)

Date: August 12, 2021

Place: Mumbai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Mr. Dinesh Madanlal Gupta

(Independent Director)

Date: August 12, 2021

Place: Pune

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd.
Ms. Rohini Manian

(Independent Director)

Date: August 12, 2021

Place: Chennai

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd.
Mr. Ramaseshan Mohan

(Chief Financial Officer)

Date: August 12, 2021

Place: Chennai

DECLARATION

We, PKS Family Trust, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made by the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of PKS Family Trust

Sd.
Authorised Signatory

Name: Gautam Saraogi

Designation: Managing Trustee

Date: August 12, 2021

Place: Chennai

DECLARATION

We, VKS Family Trust, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made by the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of VKS Family Trust

Sd.
Authorised Signatory

Name: Rahul Saraogi

Designation: Managing Trustee

Date: August 12, 2021

Place: Chennai

DECLARATION

We, Sequoia Capital India Investments IV, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as an Investor Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Sequoia Capital India Investments IV

Sd.
Authorised Signatory

Name: Aslam Koomar

Designation: Director

Date: August 12, 2021

Place: Mauritius

DECLARATION

We, India Advantage Fund S4 I, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made by the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of India Advantage Fund S4 I (acting through ICICI Venture Funds Management Company Limited, as its investment manager)

Sd.
Authorised Signatory

Name: Pooja Basu

Designation: Head, Legal & Compliance, ICICI Venture Funds Management Company Limited

Date: August 12, 2021

Place: Mumbai

DECLARATION

We, Dynamic India Fund S4 US I, hereby confirm that all statements and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made by the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Dynamic India Fund S4 US I

Sd._____
Authorised Signatory

Name: Thomaskutty Varghese Memana

Designation: Authorised signatory

Date: August 12, 2021

Place: Mumbai