




MITTAL LIFE STYLE LIMITED

Our Company was incorporated as Mittal Life style Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated August 31, 2005, issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to Mittal Life Style Limited pursuant to conversion into a public company vide Shareholders' approval on October 31, 2017 and consequently a fresh certificate of incorporation dated November 23, 2017 was issued by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is L18101MH2005PLC155786. The registered office of our Company is situated at Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India. For detailed information of change of Registered Office please refer to chapter "General Information" on page number 45 this Letter of Offer.

Registered Office: Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai – 400053, Maharashtra, India

Tel No: +91-22-26741792; **Fax No:** +91-22-26741787 **E-mail:** cs@mittallifestyle.in; **Website:** www.mittallifestyle.in

Contact Person: Mr. Ankitsingh Ganeshsingh Rajpoot, Company secretary & Compliance Officer.

PROMOTERS OF OUR COMPANY		
MR. PRATIK BRIJESHKUMAR MITTAL, MR. BRIJESHKUMAR JAGDISHKUMAR MITTAL AND JK INFRASOL PRIVATE LIMITED (FORMERLY KNOWN AS JK DENIM FAB PRIVATE LIMITED)		
THE ISSUE		
<p>ISSUE OF UPTO 14,79,66,925* EQUITY SHARES OF FACE VALUE ₹ 1/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 2/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 1 PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 2959.33 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF ONE (01) RIGHTS EQUITY SHARE(S) FOR EVERY TWO (02) EXISTING FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON OCTOBER 03, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS TWO TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 150 OF THIS LETTER OF OFFER.</p> <p><i>*Assuming full subscription</i></p>		
WILFUL DEFAULTERS AND/OR FRAUDULENT BORROWERS		
Neither our Company nor our Promoter or any of our directors have been categorized as a Wilful Defaulter or Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by the RBI.		
GENERAL RISKS		
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this letter of offer. Specific attention of the investors is invited to the section titled "Risk Factors" on page 18 of this letter of offer.		
COMPANY'S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of offer contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Letter of offer 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 Letter of offer as a whole or any of such information or the Expressions of any such opinions or intentions misleading in any material respect.		
LISTING		
The existing Equity Shares are listed on National Stock Exchange of India Limited. Our Company has received an In-principle approval letter from National Stock Exchange of India Limited ("NSE") for listing the rights equity shares to be allotted pursuant to this issue vide its letter dated September 18, 2024. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.		
REGISTRAR TO AN ISSUE		
 <p>Bigshare Services Pvt. Ltd. BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400 093, Maharashtra, India. Telephone: +91 22 6263 8200/ 22 E-mail: rightsissue@bigshareonline.com Website: www.bigshareonline.com Contact person: Mr. Abhishek Altekar Investor grievance: investor@bigshareonline.com SEBI Registration No: INR000001385</p>		
ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSSES ON**
Friday, 11 th October 2024	Wednesday, 16 th October 2024	Monday, 21 st October 2024

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.*

***Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

Provided that terms used in the sections/ chapters titled “Industry”, “Summary of this Letter of Offer”, “Financial Information”, “Statement of Tax Benefits”, “Outstanding Litigation and Defaults” and “Issue Information” on pages 63, 16, 11, 57, 136 and 150 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.

Company Related Terms

Term	Description
“Company”, “our Company”, “the Company”, “MLSL”, “the Issuer”	Mittal Lifestyle Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra, India.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“Articles” / “Articles of Association” / “AoA”	Articles / Articles of Association of our Company, as amended from time to time.
“Annual Audited Financial Statements” or “Annual Audited Financial Information”	The audited financial statements of our Company for the year ended March 31, 2024 prepared in accordance with IND AS which comprises the balance sheet as at March 31, 2024, the statement of profit and loss, including other comprehensive income, the statement of cash flows and the statement of changes in equity for the year ended March 31, 2024 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information read along with the report thereon.
“Audit Committee”	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and Section 177 of the Companies Act, 2013.
“Auditor” / “Statutory Auditor”/ “Peer Review Auditor”	Statutory and peer reviewed auditor of our Company, namely, M/s. Akhilesh Pandey & Co., Chartered Accountants.
“Board” / “Board of Directors”	Board of directors of our Company or a duly constituted committee thereof.
“Chief Financial Officer / CFO”	Mr. Pratik Brijeshkumar Mittal, the Chief Financial Officer of our Company.
“Company Secretary and Compliance Officer”	Mr. Ankitsingh Ganesh singh Rajpoot, the Company Secretary and Compliance Officer of our Company.
“Corporate Promoter”	JK Infrasel Private Limited (formerly known as JK Denim Fab Private Limited)
“Director(s)”	The director(s) on the Board of our Company, unless otherwise specified.
“Equity Shareholder”	A holder of Equity Share
“Equity Shares”	Equity shares of our Company of face value of ₹ 1 each.

Term	Description
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors– eligible equity shareholders as on record date making an Application through the ASBA facility.
“Executive Directors”	Executive directors of our Company.
“Financial Statements” or “Financial Information”	Collectively the Audited Financial Statements and the Limited Reviewed Financial Results, unless otherwise specified in context thereof.
“Independent Director(s)”	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
“Key Management Personnel” / “KMP”	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the subsection titled “Our Management and Organizational Structure – Key Managerial Personnel” on page 84 of this Letter of offer.
Materiality Policy	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations.
“Memorandum of Association” / “MoA”	Memorandum of association of our Company, as amended from time to time.
“Nomination and Remuneration Committee”	The committee of the Board of directors reconstituted as our Company’s nomination and remuneration committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
“Non-executive Directors”	Non-executive Directors of our Company.
“Non-Executive and Independent Director”	Non-executive and independent directors of our Company, unless otherwise specified
“Promoter(s)”	The promoters of our Company, namely, Mr. Pratik Brijeshkumar Mittal, Mr. Brijeshkumar Jagdishkumar Mittal and JK Infrastol Private Limited (Formerly known as JK Denim Fab Private Limited)
“Promoter Group”	Individuals and entities forming part of the promoter and promoter group in accordance with SEBI ICDR Regulations.
“Registered Office”	The registered office of our Company located at Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai – 400 053, Maharashtra, India.
“Registrar of Companies” / “RoC”	Registrar of Companies, 100 Everest, Marine Drive, Mumbai – 400002, Maharashtra, India.
“Rights Issue Committee”	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
“Shareholders/ Equity Shareholders”	The Equity Shareholders of our Company, from time to time.
“Stakeholders’ Relationship Committee”	The committee of the Board of Directors constituted as our Company’s Stakeholders’ Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations.

Issue Related Terms

Term	Description
2009 ASBA Circular	The SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009
2011 ASBA Circular	The SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011
2012 ASBA Circular	The SEBI circular CIR/CFD/DIL/12/2012 dated September 13, 2012
2013 ASBA Circular	The SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013
Abridged Letter of Offer	Abridged letter of offer to be sent to the Eligible Equity Shareholders with Respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act.
Allot/Allotment/Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the

Term	Description
	Issue.
Allotment Date	Date on which the Allotment is made pursuant to the Issue.
Allottee(s)	Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an application authorizing a SCSB to block the Application Money in the ASBA Account.
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue.
Bankers to the Issue Agreement	Agreement dated September 24, 2024 entered into by and amongst our Company, the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from applicants/Investors, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Investors and providing such other facilities and services as specified in the agreement;
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in the Issue, and which is described in “ <i>Terms of the Issue</i> ” on page 150.
Consolidated Certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs which coordinate Bids under the Issue, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in .
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/ husband, investor status, occupation and bank account details, where Applicable.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA 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 SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited.

Term	Description
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Letter of Offer/LoF/LOF	This letter of offer dated October 03, 2024 filed with the Stock Exchange.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being Bank of Maharashtra.
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders.
Issue / Rights Issue	Issue of up to 14,79,66,925 Equity Shares of face value of ₹ 1 each of our Company for cash at a price of ₹ 2 (two) per Rights Equity Share (including a premium of ₹1 (one) per Rights Equity Share) aggregating up to ₹ 2,959.33 lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of one (01) Rights Equity Shares for every two (02) Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date.
Issue Closing Date	Monday, October 21, 2024
Issue Material	Collectively, the Abridged Letter of Offer, the Application Form and Rights Entitlement Letter.
Issue Opening Date	Friday, October 11, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Price	₹ 2/- per Rights Equity Share.
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Amount aggregating up to ₹ 2,959.33 lakhs
Letter of Offer/LOF	The final letter of offer dated Thursday, October 03, 2024 filed with the Stock Exchange and SEBI, for information purposes only.
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see " <i>Objects of the Issue</i> " on page 51 of this Letter of Offer.
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1) (jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circular and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before Wednesday, October 16, 2024.
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being Thursday, October 03, 2024.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being Bank of Maharashtra.
"Registrar to the Issue" / "Registrar"	Bigshare Services Private Limited
Registrar Agreement	Agreement dated August 05, 2024 entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.

Term	Description
Renouncee(s)	Person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on Wednesday, October 16, 2024, in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s)/Retail Individual Investor(s)/ RII(s)/RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
RE ISIN	ISIN for Rights Entitlement i.e INE997Y20027
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, being one (01) Rights Equity Shares for two (02) Equity Shares held on October 03, 2024. The Rights Entitlements with a separate ISIN: INE997Y20027 will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.
SEBI Rights Issue Circular	SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
Self-Certified Syndicate Banks” or “SCSBs	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Stock Exchange	Stock Exchange where the Equity Shares are presently listed, being NSE.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under 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/Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. “Working Day” shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Business and Industry related Terms or Abbreviations

Term	Description
BTRA	The Bombay Textile Research Association
CCCT	China Chamber of Commerce for Import and Export of Textile
CMAI	Clothing Manufactures Association of India
PR	Public Relations
SME	Small and Medium-sized Enterprises
SSI	Small Scale Industries
QC	Quality Check

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 2013 /Companies Act	Companies Act, 2013 along with rules made thereunder
CS	Company Secretary
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	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
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)

Term	Description
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	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 Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	Trademarks Act, 1999, as amended

Term	Description
TDS	Tax Deducted at Source
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. In accordance with the SEBI ICDR Regulations, our Company will at least three days before the Issue Opening Date, dispatch the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material, only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issued Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the SEBI and the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, the or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of this Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information.

Neither the delivery of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer and this Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY NOR THE COMAPNY IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

All references to “India” contained in this Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Letter of Offer have been derived from our Financial Statements. For details, please see “*Financial Information*” on page 91. Our Company’s financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The GoI has adopted the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”). The Financial Statements of our Company have been prepared in accordance with Ind AS and recognition and measurement principles laid down in Ind AS 34 prescribed under the Section 133 of the Companies Act, 2013 and Regulation 33 of SEBI Listing Regulations. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Letter of Offer in “lakh” units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Letter of Offer, and you are urged to 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 Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of Offer should accordingly be limited. For further information, see “*Financial Information*” on page 91.

Certain figures contained in this Letter of Offer, including financial information, have been subject to roundedoff adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Letter of Offer rounded- off to such number of decimal points as provided in such respective sources. In this Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

1. “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
2. “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Letter of Offer in “lakh” or “Lac” units. Onelakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operation” and elsewhere in this Letter of Offer, unless otherwise indicated, have been calculated based on our Financial Information.

Exchange Rates

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

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

Currency	Exchange rate in Rs. as on			
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
1 USD	83.24	82.18	73.80	75.53

Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable. We believe the industry and market data used in this Letter of Offer is reliable. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “Risk Factors” on page 18, this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Letter of Offer 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 the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD - LOOKING STATEMENTS

This Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Letter of Offer, including, without limitation, under the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Industry*”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek to”, “will”, “will continue”, “will pursue”, “forecast”, “target”, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company’s business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Letter of Offer that are not historical facts. These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, 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, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- If our Company is unable to anticipate and respond to changes in fashion trends and changing customer preferences in a timely and effective manner, the demand for our products may decline, which may have an adverse effect on our business, results of operations and prospects;
- Our Company depends on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations;
- Our Company is highly dependent on our fabric manufacturers and suppliers who help us procure the same. Our Company has not entered into long-term agreements with its suppliers for supply of denim fabrics. In the event we are unable to procure adequate amounts of products, at competitive prices our business, results of operations and financial condition may be adversely affected;
- Any failure in our Company’s quality control processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers’ expectations; and
- Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company’s profits, thereby affecting our operation and financial condition.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, kindly see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 18, 69 and 127, respectively, of this Letter of Offer. 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.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Letter of Offer and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on 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. Neither our Company, our Directors, our Promoters, the Syndicate Member(s) nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company and the Company will ensure that investors are informed of material developments from the date of this Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF THIS LETTER OF OFFER

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Letter of Offer, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Our Business”, “Industry”, “Outstanding Litigations and Defaults” and “Terms of the Issue” on pages 18, 44, 49, 51, 69, 63, 136 and 150 respectively.

1. Summary of Business

Mittal Lifestyle, a trading house in Mumbai, specializes in denim fabrics. Founded in 2005 by Mr. Brijeshkumar Jagdishkumar Mittal and later joined by Mr. Pratik Brijeshkumar Mittal, the company has grown significantly, sourcing unique designs from 22 composite mills and leveraging six logistics partners. Known for its competitive pricing, extensive fabric range, and exceptional customer service, Mittal Lifestyle caters to B2B Denim Manufacturers. Our Company have denim jeans manufacturing rights for brands “GERICHO LONDON” “MITTALIER LONDON” and “MCALLEN PARIS”.

For further details, please refer to the chapter titled “Our Business” at page 69 of this Letter of Offer.

2. Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)		
Sr.no	Particulars	Estimated Amount*
1	To augment the existing and incremental working capital requirement of our Company	2,189.91
2	General Corporate Purposes*	700.43
3	Issue expenses	69
Net proceeds from the Issue**		2,959.34

* Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.

** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

For further details, please see chapter titled “Objects of the Issue” beginning on page 51 of this Letter of Offer.

3. Intention and extent of participation by our Promoters and Promoter Group in the Issue:

Our Promoters and member of our Promoter Group have, vide their letters dated July 31, 2024 (the “Subscription Letters”) undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company. Further, solely in the event of an under-subscription of this Issue, our Promoters and members of our Promoter Group may subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

The additional subscription, if any, by our Promoters and members of our Promoter Group shall be made subject to such additional subscription not resulting in the minimum public shareholding of our Company falling below the level prescribed in SEBI Listing Regulations and SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

4. Summary of Outstanding Litigation

Name By/ Against	By/ Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authority	Amount Involved (₹ Lakhs)*
Company	By	1	4	-	-	212.25
	Against	-	-	-	-	
Promoter	By	-	-	-	-	
	Against	-	-	-	-	
Group Companies/ Entities	By	-	-	-	-	
	Against	-	-	-	-	
Directors other than promoters	By	-	-	-	-	
	Against	-	-	-	-	

**To the extent quantifiable*

5. Risk Factors

Please see the chapter titled “*Risk Factors*” beginning on page 18 of this Letter of Offer.

6. Summary of Contingent Liabilities

Our Company does not have any contingent liabilities for year ended March 31st, 2024, and March 31st, 2023.

7. Summary of Related Party Transactions

For details regarding our related party transactions for year ended March 31st, 2024, Please see “*Financial Information*” at page 11 of this Letter of Offer.

8. Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 63, 69 and 127 of this Letter of Offer, respectively. The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue, has independently verified the information in the industry report or other publicly available information cited in this section.

This Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 14 of this Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Audited Financial Information and the Limited Review Financial Information, prepared in accordance with Ind AS and the Companies Act and Audited in accordance with the SEBI ICDR Regulations.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- 1. Some events may not be material individually but may be found material collectively;*
- 2. Some events may have material impact qualitatively instead of quantitatively; and*
- 3. Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Mittal Life Style Limited.

The risk factors are classified as under for the sake of better clarity and increased understanding

INTERNAL RISK FACTORS

- 1. If we are unable to anticipate and respond to changes in fashion trends and changing customer preferences in a timely and effective manner, the demand for our products may decline, which may have an adverse effect on our business, results of operations and prospects.**

Our Company is engaged in trading of denim fabrics. Our results of operations are dependent on our ability to anticipate, judge and respond to changes in customer preferences and design of new products or modifying the fabrics we deal in by associating with diverse fabric manufacturers in accordance with changes in fashion trends as well as customer demands and preferences. If we are unable to anticipate, judge and respond to changing customer preferences or fashion trends, or if we are unable to adapt to such changes by modifying our suppliers and products on a timely basis, 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 a misjudgment 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.

- 2. We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.**

Our Company is engaged in trading of denim fabrics. In the Year ended March 31, 2024 and March 31, 2023, 14.42% and 25.52% of our revenue from operations were derived from our top five customers (in the respective Fiscals). Our business operations are highly dependent on our customers, and the loss of any of our customers from any industry which we cater to may adversely affect our sales and consequently on our business and results of operations.

While we typically have long term relationships with our customers, we have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. The actual sales by our Company may differ from the estimates of our management due to the absence of long term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

Further, if there occurs any change in the market conditions, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers' demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

- 3. There are outstanding legal proceedings involving our Company, Promoters and Directors. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition.

A summary of the proceedings involving our Company, Promoters and Directors are provided below:

Name By/Against	By/ Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authority	Amount Involved (₹ Lakhs)*
Company	By	1	4	-	-	212.25
	Against	-	-	-	-	
Promoter	By	-	-	-	-	
	Against	-	-	-	-	
Group Companies/ Entities	By	-	-	-	-	
	Against	-	-	-	-	
Directors other than promoters	By	-	-	-	-	
	Against	-	-	-	-	

*For further details of litigation proceedings, please refer the chapter titled “**Outstanding Litigations and Material Developments**” on page 136 of this letter offer.*

- 4. We highly depend on our fabric manufacturers and suppliers who help us procure the same. Our Company has not entered into long-term agreements with its suppliers for supply of denim fabrics. In the event we are unable to procure adequate amounts of products at competitive prices, our business, results of operations and financial condition may be adversely affected.**

Our Company is engaged in trading denim fabrics which it sources directly from denim manufacturers. Therefore, our business is highly dependent on our suppliers. Our top five suppliers accounted for 46.94% and 53.28% of our expenses towards the purchase of denim fabrics for the Year ended March 31, 2024 and March 31 2023, respectively. Thus, if we experience a significant increase in 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 long term contracts with our suppliers and prices for the products purchased are normally based on the quotes we receive from various suppliers. We rely on pre-booking capacity with our suppliers, based on our demand projections. 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. Non-availability or inadequate quantity of denim fabrics, could have a material adverse effect on our business. Further, any discontinuation or a failure of these suppliers to adhere to the delivery schedule or failure to deliver the required quality and quantity could hamper our business and operations. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of denim fabrics to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside us.

Further, the quantity of denim fabrics procured and the price, at which we procure such fabrics, may fluctuate from time to time. In addition, the availability and price of denim fabrics required by us 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 and fabric industry in general. We cannot assure you that we will always be able to meet our product requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of denim fabrics sold to our customers. Further, we also cannot assure you with a reasonable certainty that the denim fabrics that we would procure in the future will not be defective. In the absence of formal agreements, should we receive any defective denim fabrics, we may not be in a position to recover advance payments or claim compensation from our suppliers consequently increasing the procurement costs or reducing the realization of our products. Any inability on our part to procure sufficient quantities of denim fabrics, on commercially acceptable terms, may lead to a decline in our

sales volumes and profit margins which could adversely affect our business, results of operations and financial condition.

5. In the past, there have been instances of delayed or non- filing of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 to RoC by our Company.

Our Company has complied with all provisions of the applicable sections of the Companies Act, 2013, There have been instances of delayed filings in the past with the Registrar of Companies, the instances of which are stated hereinafter:

Sr. no.	Form	Nature of forms	Resolution Dates/Event date	Timeline given as per the Companies Act, 2013 or section therein	Actual date of filing	Number of days of delay
1	MGT-14	Filing of Resolutions and agreements to the Registrar	18/11/2022	17/12/2022	10/02/2023	55
2	MGT-14	Notice to Registrar of any alteration of share	30/09/2023	29/10/2023	01/12/2023	32

Further, we have consistently maintained all statutory records in a proper manner and have ensured timely filing of relevant records with the Registrar of Companies, both in the past and present. There has been no impact on our financial information and that no regulatory proceedings or actions has been initiated against us in this regard.

However, any imposition of penalties by statutory authorities, may render our Company, Promoters, Promoter Group or Directors liable to penalties. This could have a material adverse effect on our reputation, business, financial condition and results of operations, which could, in turn, adversely affect the trading price of our Equity Shares.

6. Any failure in the quality control processes by our suppliers may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of products supplied by our manufacturers does not meet our customers' expectations.

Our products might have certain quality issues or undetected errors, due to defects in manufacture of products caused by our suppliers. Any shortcoming in the products procured by us due to failure of the quality control procedures adopted by the suppliers, negligence, human error or otherwise, may damage our products and result in deficient products. It is imperative for our suppliers to meet the quality standards set by our customers and agencies as deviation from the same may cause them to reject our products and cause damage to our reputation, market standing and brand value.

In the event the quality of the products is sub-standard or the products procured by us suffer from defects and are returned by our customers due to quality complaints, we may be compelled to take back the sub-standard products and reimburse the cost paid by our customers. While, our suppliers reimburse us with the damages suffered by us due to quality defects, however, in the event our suppliers refuse to reimburse us or dispute the claims made by the customers, we may have to address the customers' grievances directly and also bear the losses caused due to the same, which may affect our business, results of operations and financial condition. Such quality lapses may strain our longstanding relationship with our domestic and international customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which may have a severe impact on our revenue and business operations. We along with our suppliers also face the risk of legal proceedings and product liability claims being brought against us by our customers for

defective products sold. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs.

7. Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we supply our products directly to our customers without taking any advance payment or security deposit against the orders placed by them. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it may have a material adverse effect on our Company's results of operations and financial condition. We cannot assure you that the said policy will provide adequate cover towards the losses which may be incurred due to the defaults committed by our customers. For the year ended March 31, 2024 and March 31, 2023, our trade receivables were ₹ 2,207.54 lakhs and ₹1,782.96 lakhs, respectively, out of which, debts amounting to ₹297.81 lakhs and ₹216.46 lakhs were outstanding for a period exceeding six months.

There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfill their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

8. If our Company is unable to continue being creative or if we are unable to keep up to the changing trends in the textile industry, it may adversely affect our business, results of operations and prospects.

Our results of operations depend upon the continued demand of our products by our customers. Since we operate in a competitive industry where customers' purchases are highly subjective and sensitive to current trends along with creativity, keeping in with the latest trends is one of the key attributes for success. If we are unable to anticipate consumer preferences or industry changes, or if we are unable to update our suppliers and products on a timely basis, we may lose customers to our competitors, or may be forced to reduce our sales realization on products by having to offer them at a discount, thereby reducing our margins. If we are not able to anticipate the demand, or misjudge the quantity, inter alia, this could lead to lower sales, higher inventories and higher discounts, each of which could adversely affect our brand, reputation, results of operations and financial condition.

9. Our business and prospects may be adversely affected if we are unable to maintain and grow the image of our brands.

Our Company has created a brand presence with our brands "**Gericho London**", "**Mittalier London**" and "**McAllen Paris**". We sell our products under our brands, which we believe are well recognized, have been developed to cater to our intermediaries and have contributed to the success of our business in the market for denim fabrics. We believe our brand's image serve in attracting intermediaries and end use customers to our products in preference over those of our competitors.

Maintaining and enhancing the recognition and reputation of these brands is critical to our business and competitiveness. Many factors, some of which are beyond our control, are important to maintaining and enhancing our brands, including maintaining or improving customer satisfaction and the popularity of our products and increasing brand awareness through brand building initiatives. In particular, from time to time we showcase newly launched brands and products, and if any of those products do not meet standards for quality and performance or customers' subjective expectations, our brand reputation and the sales of our products may be impacted. If we fail to maintain our reputation, enhance our brand

recognition or increase positive awareness of our products, or the quality of our products declines, our business and prospects may be adversely affected.

10. The business orders which we undertake may be delayed, modified, cancelled, or not fully paid for by our clients and therefore, could materially affect our business, results of operations and financial condition.

The business orders which we undertake may be cancelled or may be subject to changes in scope or schedule. We may also encounter problems executing the orders or executing them on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone an order or cause its cancellation. Such factors could include delays or failures to obtain necessary permits, right-of-way, or receive performance bonds and other types of difficulties or obstructions. Any delay, failure, or execution difficulty with respect to orders in our Order Book could materially affect our business, results of operations and financial condition.

11. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.

Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- a) Our ability to acquire and retain clients for our products & services;
- b) Maintaining high levels of customer satisfaction;
- c) Costs relating to our operations;
- d) Adhering to our high quality and process execution standards;
- e) Pricing policies introduced by our competitors;
- f) The timing and nature of, and expenses incurred in, our marketing efforts;
- g) Recruiting, training, and retaining sufficient skilled technical and management personnel; and
- h) Developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems.

All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

12. We may not be able to maintain our current levels of profitability due to increased costs or reduced trading spreads or margins.

Our business strategy involves a relatively high level of ongoing interaction with our clients. We believe that this involvement is an important part of developing our relationship with our clients, identifying new cross selling opportunities and monitoring our performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the various products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our traded products were to reduce substantially, which could adversely affect our results of operations.

13. We have experienced negative cash flows in relation to our operating activities and investment activities in recent years/periods. Any negative cash flows in the future could adversely affect our results of operations and financial condition.

We have experienced negative cash flows from operations in the recent past. Our cash flow for FY 2023-24 and FY 2022-23, are set forth in the table below:

Particulars	(₹ in lakhs)	
	For the year ended March 31,	
	2024	2023

Net cash (used in)/ Generated from operating activities	(205.46)	(928.20)
Net cash (used in)/ Generated from investing activities	88.46	(370.65)
Net cash (used in)/ Generated from finance activities	(3.72)	1,452.96

Cash flow from operating activities:

For the year-ended March 31, 2024

The Net cash (used in)/ Generated from operating activities is (₹205.46) lakhs which consisted of profit before tax of ₹216.46 lakhs as adjusted primarily for:

- i. Depreciation and Amortization of non- current Assets of ₹20.58 lakhs
- ii. Interest and Finance Cost recorded during the year of ₹3.72 lakhs
- iii. Gain on Sale of Fixed Assets of ₹1.43 lakhs
- iv. Gain on Sale of Mutual Funds of ₹149.38 lakhs
- v. Working capital changes primarily due to increase in inventories of ₹97.33 lakhs, decrease in other current assets of ₹18.36 lakhs, increase in trades and other receivables of ₹424.57 lakhs, increase in trade payables and short term borrowings of ₹247.28 lakhs, and decrease in Other Current Liabilities of ₹8.48 lakhs respectively.

For the year-ended March 31, 2023

The Net cash (used in)/ Generated from operating activities is (₹928.20) lakhs which consisted of profit before tax of ₹68.56 lakhs as adjusted primarily for:

- i. Depreciation and Amortization of non- current Assets of ₹8.89 lakhs
- ii. Interest and Finance Cost recorded during the year of ₹12.93 lakhs
- iii. Gain on Sale of Fixed Assets of ₹25.58 lakhs
- iv. Working capital changes primarily due to increase in inventories of ₹155.38 lakhs, decrease in other current assets of ₹0.13 lakhs, increase in trades and other receivables of ₹721.51 lakhs, decrease in trade payables and short term borrowings of ₹39.19 lakhs, and increase in Other Current Liabilities of ₹56.47 lakhs respectively.

Cash flow from investing activities:

For the year-ended March 31, 2024

The Net cash (used in)/ Generated from Investing Activities is ₹88.46 lakhs primarily due to purchase of Property, Plant & Equipment of ₹70.35 lakhs, Purchase of Mutual Funds of ₹1,136.00 lakhs, Sale of Mutual Funds of ₹1,143.43 Lakhs, gain on sale of Mutual Funds of ₹149.38 Lakhs and Sale of Fixed Assets of ₹2.00 Lakhs.

For the year-ended March 31, 2023

The Net cash (used in)/ Generated from Investing Activities is (₹370.65) lakhs primarily due to purchase of Property, Plant & Equipment of ₹96.75 lakhs, Purchase of Mutual Funds of ₹775.00 lakhs, Sale of Mutual Funds of ₹475.52 Lakhs and gain on sale of Mutual Funds of ₹25.58.

Cash flow from Financing Activities:

For the year-ended March 31, 2024

The Net cash (used in)/ generated from financing activities is (₹3.72) lakhs primarily due to finance cost to ₹3.72 Lakhs.

For the year-ended March 31, 2023

The Net cash (used in)/ generated from financing activities is ₹1,452.96 lakhs primarily due to issuance of equity shares during the year of ₹1,465.89 Lakhs and finance cost to ₹12.93 Lakhs.

Any negative cash flows in the future could adversely affect our results of operations and financial condition.

For further details, see “Management’s Discussion and Analysis of our Financial Condition and Results of Operations” on page 127.

14. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all relevant statutory and regulatory compliances. However, there can be no assurance that deficiencies in our internal controls will not arise or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

15. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our business requires a significant amount of working capital. As per our settled business terms, we require our customers to pay the full amount of the consideration only after they receive the order, as a result, significant amounts of our working capital are often required to finance the purchase of denim fabrics from our suppliers before payment is received from our customers. Further, we are also required to meet the increasing demand and for achieving the same, adequate stocks are required to be maintained which requires sufficient working capital. In the event, we are unable to source the required amount of working capital for addressing such increased demand of our products, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

Further, one of the objects of this Issue include funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “Objects of the Issue” on page 51. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.


Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments for a product on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we make provisions for bad debts, including those arising from such defaults based primarily age of the debt and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result, in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations

will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations.

16. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.

Our Company has created a brand presence with our major brands “Gericho London”, “Mittalier London” and “McAllen Paris”. Our Company’s success largely depends on our brand name and brand image, therefore we have trademarked our brand names and their logos differentiating our Company’s products from that of our competitors. We deal under other brand names as well, which have also been trademarked by us to maintain a distinction and differentiation for our products and brands. Our current

trademark and logo , is owned by our Company under the provisions of the Trademarks Act, 1999. Our trademarks may be subject to counterfeiting or imitation which would adversely impact our reputation and lead to loss of customer confidence, reduced sales and higher administrative costs.

Further, we believe that there may be other companies or vendors which operate in the unorganized segment using our tradename or brand names. 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. Furthermore, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

We are also exposed to the risk that other entities may pass off their products as ours by imitating our brand name and attempting to create counterfeit products. We believe that there may be other companies or vendors which operate in the unorganized segment using our brand names. Any such activities may harm the reputation of our brand and sales of our products, which could in turn adversely affect our financial performance. Furthermore, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming, continuous supply of denim fabrics or to deliver our costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which might adversely affect our business, results of operations and financial condition.

17. Our inability to receive or renew the necessary licenses, approvals and registrations in a timely manner or at all may lead to interruption of our Company’s operations.

We require certain statutory and regulatory approvals, licenses, registrations and permissions to operate our trading business, some of which have been granted for a fixed period of time and need to be renewed from time to time. As of date of this Letter of Offer, there are no pending proceedings, which have been initiated against us by the statutory authorities. We cannot assure you that in the near future there will not be any legal actions taken against us for the same.

Further, our licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company’s operations and may adversely affect our

business.

18. We may be unable to grow our business in additional geographic regions or international markets, which may adversely affect our business prospects and results of operations.

Our Company seeks to grow its market reach domestically to explore untapped markets and segments; however, we cannot assure you that we will be able to grow our business as planned. Infrastructure and logistical challenges in addition to the changing customers' taste and preferences 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.

Further, expansion into new international markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, in addition to our limited experience with such markets and currency exchange rate fluctuations. International markets require a very high standard of quality of products and our Company might not be able to match the international standards thereby failing to make a brand presence in the international markets. If we are unable to make long-lasting relations with the major customers in the overseas market or if we are unable to justify the quality of our products to them, it may make it difficult for us to enter into such markets. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which might have an adverse effect on our business, results of operations and financial condition.

19. We are dependent on third party transportation providers for delivery of denim fabrics to us from our suppliers and delivery of our products to our customers. We have not entered into any formal contracts with our transport providers and any failure on part of such service providers to meet their obligations may adversely affect our business, financial condition and results of operation.

In order to ensure smooth functioning of our business operations, we need to maintain continuous supply and transportation of the products from the suppliers to our Company and transportation of our products to our customers, which may be subject to various uncertainties and risks. We are significantly dependent on third party transportation providers for the delivery of denim fabrics to us and delivery of our products to our customers. Uncertainties and risks such as transportation strikes or delay in supply of products is likely to have an adverse effect on our supplies and deliveries to and from our customers and suppliers. Additionally, products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. A failure to deliver our products to our customers in a timely, efficient and reliable manner may adversely affect our business, results of operations and financial condition.

Further, we have not entered into any long-term agreements with our transporters and the costs of transportation are generally based on mutual terms and the prevailing market price. In the absence of such agreements, we cannot assure that the transport agencies would fulfill their obligations or would not commit a breach of the understanding with us. While, our supplier avail insurance for the products transported to us and charge the costs of the same to our Company, however, in the event that the products suffer damage or are lost during transit, and in the event the insurance is insufficient to cover the damage suffered by us, we may not be able to prosecute the transport agencies due to lack of formal agreements and may have to bear additional costs, which could strain our financial resources. Further, the transport agencies are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms or prices, which may cause them to cater to our competitors alongside us or on a priority basis, which might adversely affect our business, results of operations and financial condition.

20. If we are unable to identify customer demand accurately and maintain an optimal level of

inventory proportionately, 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 such identification could result in either surplus stock, which we may not be able to sell in a timely manner, or no stock at all, or under stocking, which will affect our ability to meet customer demand. We plan our inventory and estimate our sales based on the forecast, demand and requirements for our products based on past data. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively by readily making our products available to our customers. Ensuring continuous availability of our products requires prompt turnaround time and a high level of coordination across suppliers, inventory management and departmental coordination. 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 over-stock inventory, our capital requirements may increase and we may incur additional financing costs. Any unsold inventory would have to be sold at a discount, 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. If we under-stock inventory, our ability to meet customer demand may be adversely affected.

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

The textile industry in India is fragmented and competitive with several regional brands and retailers present in local markets across the country. The textile 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. Any increase in sale of such brands or if preference is given to such brands it may have an adverse impact on our business and results of operations. Some of our competitors may be able to procure denim fabrics 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.

We cannot assure you that we will be able to effectively and successfully compete in future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. For further details, please see “Industry Overview” on page 63 of this Letter of Offer.

21. Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners and certain relatives of our directors and entities associated with our Directors, therefore our Promoters and Directors may be deemed to be interested to the extent of the loans availed by our Company. For further details, please see the section titled “toimation” at page 91 of this Letter of Offer.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with

respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

22. We rely significantly on our direct marketing network for sale of our products. Also, we do not have any formal agreement with our customers.

We sell our products through our direct marketing network and through our marketing and sales executives. We sell our products in Mumbai, and Ulhasnagar Districts. As on date, we do not have any formal agreement with our customers. In the absence of any formal agreement with them, these clients may stop purchasing our products, which may adversely affect our operations. Furthermore, our business growth depends on our ability to attract additional customers and widen our network and our marketing and sales executives. While we believe that we have good relations with our customers but there is no assurance that our customers will continue to do business with us or that we can continue to attract additional customers. If we do not succeed in maintaining the stability of our customer network, our market share may decline, materially affecting our results of operations and financial condition. However, we have been constantly adding more customers which is evident from our growth in sales.

23. Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.

We have taken insurance which may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time by the insurers. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and 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, cash flows and financial performance could be adversely affected. For further details on insurance arrangements, see the section titled “Our Business” on page 69 of this Letter of Offer.

24. Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

After the completion of the Issue, our Promoters and the members of the Promoter Group will hold approximately 37.49% of the paid-up equity share capital of our Company assuming full subscription to the Rights Entitlement in the Issue. Our Promoters and the members of the Promoter Group holding Equity Shares in our Company, have undertaken to fully subscribe for their Rights Entitlement. They reserve the right to subscribe for their Rights Entitlement pursuant to any renunciation made by any member of the Promoter Group to another member of the Promoter Group. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding above their current percentage shareholding. So long as the Promoters have a majority holding, they will be able to elect the entire Board and control most matters affecting us, including the appointment and removal of the officers of our Company, our business strategy and policies and financing. Further, the extent of the Promoters’ shareholding in our Company may result in the delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to the other shareholders of our Company.

25. System failures or inadequacy and security breaches in computer systems may adversely affect our business.

Our business is increasingly dependent on our ability to process transactions and banking data into well managed accounts systems. Our financial, accounting or other data processing systems may fail to

operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communication services. Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate a growing customer base or product portfolio or supplier base. Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation.

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

As of March 31, 2024, we have entered several related party transactions with our Promoter and individuals and entities forming a part of our Promoter Group. In addition, we have in the past also entered transactions with other related parties. We confirm that the transactions with Related Parties entered by our Company in the preceding three years have been carried out at arm's length price and are in compliance with the Companies Act 2013, Listing Regulations and other applicable laws. Further, we confirm that the transactions are not prejudicial to the interest of our Company. A summary of the related party transactions during the Financial Years 2024, 2023 and 2022 as per applicable Ind AS is derived from our Financial Statements. For further details, please see "Financial Information" on page 91.

27. The agreements executed by our Company with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying unsecured loans/inter corporate deposits availed from Promoters and third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future.

Further, some of the financing arrangements include covenants which mandate us to maintain total outside liabilities and total net worth up to a certain limit and certain other liquidity ratios. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. This might have an adverse effect on our cash flows, business, results of operations and financial condition.

We confirm that No-Objection Certificate (NOC) is required only from one lender i.e. Bank of Maharashtra, Oshiwara Branch, Adhikari Chambers, New Link Road, Andheri (W), Mumbai- 400053 and the NOC dated August 13, 2024 for the proposed Rights Issue is obtained from the Bank of Maharashtra.

28. We face risks of delisting or debarment from online platforms.

We have recently started selling our products through certain online commercial platforms. In the event, we receive negative reviews on our products or receive complaints in respect of products supplied by us, we may face the risk of delisting or debarment from online platforms. Damage caused to our business reputation and brand name may deter users from using our brands, which may have an adverse effect on

our financial performance and prospects.

29. In addition to the existing indebtedness, our Company may incur further indebtedness during the course of business. We cannot assure that our Company would be able to service the existing and/or additional indebtedness.

As on March 31, 2024 the total fund based secured and unsecured indebtedness of our Company is ₹ 78.25 lakhs. In addition to the indebtedness for the existing operations of our Company, may incur further indebtedness during the course of their business. We cannot assure you that our Company will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations.

30. Our Promoters and members of our Promoter Group have extended personal guarantees and have provided their property for loan facilities availed by our Company. Revocation of any or all of these personal guarantees or withdrawal of such property may adversely affect our business operations and financial condition.

Our Promoters, Mr. Pratik Brijeshkumar Mittal and Mr. Brijeshkumar Jagdishkumar Mittal, and members of our Promoter Group, Mrs. Sudha Brijeshkumar Mittal and Brijesh Kumar Mittal (HUF) have extended personal guarantees in favour of Bank of Maharashtra with respect to the loan facilities availed by our Company. Further, Mr. Brijeshkumar Jagdishkumar Mittal and Mrs. Sudha Brijeshkumar Mittal have also provided certain of their personal properties as collateral security for the loan availed by our Company from Bank of Maharashtra.

In the event any of these guarantees are revoked or the properties provided as a security are withdrawn, our lender may require us to furnish alternate guarantees or an additional security or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees or provide an alternate collateral security in a timely manner or at all. If our lender enforces these restrictive covenants or exercise their options under the relevant debt financing agreements, our operations and use of assets may be significantly hampered and lender may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations.

31. Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

32. Our success largely depends upon the knowledge and experience of our Promoters, Directors and our Key Managerial Personnel. Loss of any of our Directors and key managerial personnel or our

ability to attract and retain them could adversely affect our business, operations and financial condition.

The growth and success of our Company's future significantly depends upon the experience and continued services and the management skills of our Key Managerial Personnel and the guidance of our Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled **"Our Management and Organizational Structure"** on page 84 of this Letter of Offer.

33. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and we are required to obtain consents from certain of our lenders prior to the declaration of dividend as per the terms of the agreements executed with them. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future.

34. The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled "Objects of the Issue".

As the issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilisation of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilisation of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same. For further details, please refer to the chapter titled — "Objects of the Issue" on page 51 of this Letter of Offer.

35. As the securities of our Company are listed on National Stock Exchange of India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.

The Equity Shares of our Company are listed on NSE, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations, as well as requirements under

the Companies Act for a listed Company. During the preceding one year from the date of filing of this Letter of Offer, there have been no defaults in complying with the applicable provisions of SEBI Listing Regulations and accordingly, our Company has filed this Letter of Offer under Part B of Schedule VI of SEBI ICDR Regulations. Our Company endeavours to comply with all applicable obligations/reporting requirements, however, upon occurrence of any future instances of non-disclosures/delayed/erroneous disclosures and/or any other violations by us, our Company may be exposed to imposition of penalties, warnings and show cause notices being against us by SEBI and Stock Exchange. Any future adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

36. We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled “Industry Overview” of this Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, the industry data mentioned in this Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Letter of Offer in this context.

ISSUE SPECIFIC RISKS

37. We will not distribute the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter to overseas Shareholders who have not provided an address in India for service of documents.

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circular our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

38. SEBI has recently, by way of circular dated January 22, 2020, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circular dated January 22, 2020 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “Terms of the Issue” on page 150 of this Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

39. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form (“Physical Shareholder”) may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For details, please refer chapter “*Terms of the Issue*” on page 150 of this Letter of Offer.

40. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see “*Terms of the Issue*” on page 150 of this Letter of Offer.

41. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of

Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchanges on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. 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 gains made upon the sale of the Equity Shares.

43. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

44. Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchange, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

45. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be

no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

46. The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.

The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our Equity Shares.

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

Under the Companies Act, any company 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 prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

48. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect 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 Exchange. 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 that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

49. Investors will not have the option of getting the allotment of Equity Shares in physical form.

In accordance with the SEBI ICDR Regulations, the Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such

Applicants. For details, see “Terms of the Issue” on page 150 of this Letter of Offer. This may impact the ability of our shareholders to receive the Equity Shares in the Issue.

50. There is no guarantee that our Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on the Stock Exchange.

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be applied for or granted until after our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. Accordingly, there could be a failure or delay in listing our Equity Shares on the Stock Exchange, which would adversely affect your ability to sell our Equity Shares.

51. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

52. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

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

EXTERNAL RISK FACTORS

53. Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards (“IFRS”), which investors may be more familiar with and consider material to their assessment of our financial condition.

Our summary statements of assets and liabilities and summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity, as per the Financial Statements, have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and Audited financial statement in accordance with the SEBI ICDR Regulations, the SEBI Circular and the letter of offer Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Audited Financial Information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

54. Political, economic or other factors that are beyond our control may have adversely affect 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 in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, 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 or services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth 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.

55. A slowdown in economic growth in India could cause our business to suffer.

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- a) any increase in Indian interest rates or inflation;
- b) any scarcity of credit or other financing in India;
- c) prevailing income conditions among Indian consumers and Indian corporations;
- d) volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- e) variations in exchange rates;
- f) changes in India's tax, trade, fiscal or monetary policies;
- g) political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- h) prevailing regional or global economic conditions; and
- i) other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of

operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards (“ICDS”), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

1. the General Anti Avoidance Rules (“GAAR”) have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.
2. a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavourable 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 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 affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

57. Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors’ reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial

instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has 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 its business.

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 impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

These could include further falls in Stock Exchange's indices and greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

58. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

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 salaries, 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 pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI 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.

59. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign

debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) 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 fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

60. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

61. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the Textile industry, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of price points of various input costs and thereby increase our operational cost.

The Taxation Laws (Amendment) Act, 2019, also prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate (on gross basis) for Indian companies from 34.94% to approximately 25.17%. 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. Due to COVID -19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, among others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975. Furthermore, the Government of India announced the Union Budget for Fiscal 2024 ("Budget 2024"), pursuant to which the Finance Bill 2024 (defined below) has proposed various amendments which will only come into effect upon receipt of Presidential assent to the bill and notification in requisite acts. We have not fully determined the impact of these recent and proposed laws and regulations on our business. There can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations in connection with GST. While we are and will comply with the GST rules and regulations, any failure to comply with the same may result in noncompliance with the GST and may adversely affect our business and results of operations. The GoI announced the union budget for fiscal year 2024, following which the Finance Bill, 2024 was introduced in the Lok Sabha on February 1, 2024 and became the Finance Act, 2024 ("Finance Act 2024"). We cannot predict whether the amendments made and yet to be notified pursuant to the Finance Act 2024

would have an adverse effect on our business, financial condition, future cash flows and results of operations. Any changes in the Finance Act, 2024 or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws that are applicable to our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Changes in other laws may impose additional requirements, resulting in additional expenditure and time cost. For instance, the GoI has announced four labour codes which are yet to come into force as on the date of this Letter of Offer, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. While the rules for implementation under these codes have not been announced, we are unable to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements, such as “gig workers” and “platform workers” and provides for the mandatory registration of such workers in order to enable these workers to avail themselves of various employment benefits, such as life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. 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.

62. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

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 market price of the Equity Shares.

63. 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, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. 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.

SECTION III

INTRODUCTION THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on July 04, 2024 pursuant to Section 62(1)(a) of the Companies Act. The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled “*Terms of the Issue*” on page 150 of this Letter of Offer.

Particulars	Details of Equity Shares
Equity Shares proposed to be issued	Up to 14,79,66,925* Equity Shares
Rights Entitlement	One (01) Equity Share(s) for every two (02) fully paid-up Equity Share(s) held on the Record Date.
Fractional Entitlement	Since the Rights Entitlement Ratio is one (1) Equity Share(s) for every two (2) fully paid-up Equity Share(s) held, there will not be any fractional entitlement in the Issue.
Record Date	October 03, 2024
Face value per Equity Share	₹ 1/-
Issue Price per Rights Equity Share	₹ 2/- per Rights Equity Share of face value ₹ 1/- each (including a premium of ₹ 1/- per Rights Equity Share)
Issue Size	Up to 14,79,66,925 Equity Shares of face value of ₹ 1/- each for cash at a price of ₹ 2/- (Including a premium of ₹ 1/-) per Rights Equity Share not exceeding an amount of ₹ 2,959.33 lakhs.
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank <i>pari passu</i> in all respects with the Equity Shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	29,59,33,850 Equity Shares
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	44,39,00,775 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	44,39,00,775 Equity Shares
Money payable at the time of Application	₹ 2/-
ISIN for Rights Entitlements**	INE997Y20027
Scrip Details	ISIN: INE997Y01027 Symbol: MITTAL
Use of Issue Proceeds	For details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” on page 51 of this Letter of Offer.
Terms of the Issue	For details, please refer to the chapter titled “ <i>Terms of the Issue</i> ” on Page 150 of this Letter of Offer.

*Assuming full subscription in the Issue, Allotment and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of Basis of Allotment.

**Our Company will obtain a separate ISIN for the Rights Equity Shares for each Call, as may be required under applicable law.

Please refer to the chapter titled “*Terms of the Issue*” on page 150 of this Letter of Offer.

Terms of Payment

Due Date	Amount payable per Rights Equity Share (including premium)
On the Issue application (i.e. along with the Application Form)	₹ 2/-

GENERAL INFORMATION

Our Company was incorporated as '*Mittal Life Style Private Limited*' under the provisions of the Companies Act 1956 pursuant to a certificate of incorporation dated August 31, 2005, issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the name of our Company was changed to '*Mittal Life Style Limited*' pursuant to conversion into a public company pursuant to a resolution passed by the Shareholders in their meeting dated October 31, 2017 and consequently a fresh certificate of incorporation dated November 23, 2017 was issued by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is L18101MH2005PLC155786.

Registered office of our Company

Mittal Life Style Limited
Unit No. 8/9, Ravikiran, Ground
Floor, New Link Road, Andheri
(West), Mumbai - 400053,
Maharashtra.

Telephone: + 91 22 2674 1792

Facsimile: +91 22 2674 1787

E-mail: info@mittallifestyle.in

Website: www.mittallifestyle.in

Registration Number: 155786

CIN: 18101MH2005PLC155786

Corporate office of our Company

Our Company does not have a corporate office.

Registrar of Companies

Our Company is registered with the Registrar of Companies, at Mumbai, Maharashtra situated at the following address:

Registrar of Companies,
100, Everest,
Marine Drive, Mumbai 400 002,
Maharashtra, India

Telephone: +91 22 2281 2627

Facsimile: +91 22 2281 1977

E-mail: roc.mumbai@mca.gov.in

Chief Financial Officer

Mr. Pratik Brijeshkumar Mittal, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

Unit No. 8/9, Ravikiran,
Ground Floor, New Link
Road,
Andheri (West), Mumbai - 400053,
Maharashtra.

Telephone: +91 22 2674 1787 / 2674 1792

E-mail: pratikmittal@mittallifestyle.in

Company Secretary and Compliance Officer

Mr. Ankitsingh Ganeshsingh Rajpoot, Company Secretary and Compliance Officer of our Company. His contact details are set forth hereunder.

Unit No. 8/9, Ravikiran, Ground
Floor, New Link Road, Andheri
(West), Mumbai - 400053,
Maharashtra.

Telephone: +91 22 2674 1787 / 2674 1792

E-mail: cs@mittallifestyle.in

Details of Key Intermediaries pertaining to this Issue of our Company:

Registrar to the Issue

Bigshare Services Private Limited
Office No S6-2, 6th floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai-400 093,
Maharashtra, India.

Telephone: +91 22 6263 8200/ 22

E-mail: rightsissue@bigshareonline.com

Website: www.bigshareonline.com

Contact person: Mr. Abhishek Altekar

Investor grievance: investor@bigshareonline.com

SEBI Registration No: INR000001385

Statutory and Peer Reviewed Auditor of our Company

Akhilesh Pandey & Co.

Chartered Accountants

Office No. 422, Lodha Supremus II, Wagle Estate,
4th Floor, A Wing, Road No. 22,
Thane- 400604, Maharashtra, India.

Telephone: 022- 68284143

Email: office@apcoca.com

Website: apcoca.com

Contact Person: CA Akhilesh Kumar Pandey

Membership No.: 119559

Firm Registration No.: 126433W

Bankers to the Issue/ Refund Bank

Bank of Maharashtra

Oshiwara Branch

Adhikari Chambers,

New Link Road, Oshiwara,

Andheri West, Mumbai – 400053.

Contact Person: Mr. Pravin Kumar

Telephone: 022- 26366126

Email: bom1207@mahabank.co.in

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms,

refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se Allocation of Responsibilities

The Company shall be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence a statement of inter se allocation of responsibilities is not required.

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As the net proceeds of the Issue shall not exceed ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Expert Opinion

Except for the reports of the Auditor of our Company on the audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

Particular	Name of auditor / chartered accountant
Audited Financial Information	Akhilesh Pandey & Co., Chartered Accountants
Statement of Tax Benefits	Kushal Poonia & Co., Chartered Accountants

Investor grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from

Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer was filed with National Stock Exchange of India Limited and not with SEBI. However, the Letter of Offer has been submitted with SEBI for information and dissemination and has been filed with the Stock Exchange.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	Friday, October 11, 2024
Last Date for On Market Renunciation of Rights	Wednesday, October 16, 2024
Issue Closing Date*	Monday, October 21, 2024

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

Minimum Subscription

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to:

1. subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR; and
2. have also confirmed that they shall not renounce their Rights Entitlements, except to the extent of renunciation within the promoter group. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Letter of Offer and after giving effect to the Issue is set forth below:

(Amount in ₹ Lakhs, except share data)

Sr. No	Particulars	Aggregate value at nominal value	Aggregate value at Issue Price
A.	Authorised Share Capital		
	55,00,00,000 Equity Shares of face value of ₹ 1 each	5,500	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	29,59,34,000 Equity Shares of face value of ₹ 1 each	2,959.34	-
C.	Present Issue in terms of this Letter of Offer⁽¹⁾		
	Up to 14,79,66,925 Equity Shares of ₹1/- each	1,479.66	2,959.34
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	44,39,00,775 ⁽²⁾ Equity Shares of face value of ₹ 1/- each	4,439.01	-
E.	Securities Premium Account		
	Before the Issue	0	0
	After the Issue	1,479.66	1,479.66

(1) The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated, July 04, 2024

*(2) Assuming full subscription for and Allotment of the Rights Equity Shares.
Above figure is rounded off to two decimal places.*

NOTES TO CAPITAL STRUCTURE

1. Details of options and convertible securities outstanding as on the date of this Letter of Offer

As on date of this Letter of Offer, our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme. Further, it has not issued any convertible securities which are outstanding as of date of this Letter of offer.

2. Intention and extent of participation by our Promoters and Promoter Group in the Issue:

Our Promoters and members of our Promoters and Promoter Group have, *vide* their letters dated July 31, 2024 (the “**Subscription Letters**”) undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company. Further, solely in the event of an under-subscription of this Issue, our Promoters and members of our Promoter Group may subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change

of control of the management of our Company in accordance with provisions of the Takeover Regulations.

The additional subscription by the Promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

3. Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the Letter of Offer:

Our Promoters and members of the Promoter Group have not acquired any Equity Shares in the last one year immediately preceding the date of filing of the Letter of Offer.

4. The ex-rights price of the Rights Equity Shares, as computed in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations, is ₹ 2.04 /- per Equity Share.
5. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares outstanding as on the date of this Letter of Offer. The Rights Equity Shares, when issued, shall be fully paid-up. Further, the Equity Shares allotted pursuant to the Issue, shall be fully paid up. For details on the terms of this Issue, see “Terms of the Issue” on page 150.
6. At any given time, there shall be only one denomination of Equity Shares.
7. **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges (i.e. for the Quarter June 30, 2024) in compliance with the provisions of the SEBI Listing Regulations:**

The shareholding pattern of our Company as on June 30, 2024, can be accessed on the website of the NSE at: <https://www.nseindia.com/companieslisting/corporatefilingsshareholdingpattern?symbol=MITTAL&tabIndex=equity>

8. **Details of shares locked-in, pledged, encumbrance by promoters and promoter group:**

Our Promoter, namely, Mr. Pratik Brijeshkumar Mittal, and members of our Promoter Group have locked in 15,50,000 Equity Shares, aggregating to 0.52% of the paid-up equity share capital of our Company. This was done pursuant to the preferential allotment undertaken in accordance with the special resolution. For further details, please refer to the shareholding pattern of the Promoters and Promoter Group as of June 30, 2024, which can be accessed on the website of the NSE at: <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=MITTAL&tabIndex=equity>

9. **Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital**

The details of shareholders of our Company holding more than 1% of the issued and paid -up Equity Share capital of our Company, as on June 30, 2024 are available at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=MITTAL&tabIndex=equity>

10. At any given time, there shall be only one denomination of the Equity Shares of our Company.

OBJECTS OF THE ISSUE

Our company proposes to utilize the net proceeds from the issue towards funding the following objects:

- To augment the existing and incremental working capital requirement of our Company; and
- General Corporate Purposes (collectively, referred to hereinafter as the “Objects”)

We intend to utilize the gross proceeds raised through the Issue (the “Issue Proceeds”) after deducting the Issue related expenses (“Net Proceeds”) for the above-mentioned Objects.

The main object clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

Details of Issue Proceeds The details of objects of the Issue are set forth in the following table:

Sr. No	Particulars	Estimated Amount (₹ Lakhs)
1.	Gross Proceeds from the Issue*	2,959.33
2.	Less: Issue Related expenses*	69
	Net Proceeds from the Issue	2,890.34

**Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

*** To be determined at the time of filing the Letter of offer.*

Requirement of Funds and Utilization of Net Proceeds

We intend to utilize the Net Proceeds in the following manner:

Sr. No	Particulars	Estimated Amount ₹ Lakhs
1.	To augment the existing and incremental working capital requirement of our Company	2,189.91
2.	General Corporate Purposes*	700.43
	Net Proceeds from the Issue**	2890.34

** Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.*

*** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

Means of Finance

The funding requirements mentioned above are based on inter alia our Company’s internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities, interest or exchange rate fluctuations. Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Proposed Schedule of Implementation and Deployment of Funds

We propose to deploy the Net Proceeds towards the aforesaid objects in accordance with the estimated schedule

of implementation and deployment of funds set forth in the table below:

(₹ in Lakhs)

Sr. No	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for FY 2024-25
1.	To augment the existing and incremental working capital requirement of our Company	2,189.91	2,189.91
2.	General Corporate Purposes#	700.43	700.43
3	Issue related Expenses	69	69
	Total Net Proceeds from the Issue*	2,959.33	2,959.33

#The amount to be utilized for General corporate purposes will not exceed 25% of the Gross Proceeds;

*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio;

Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Our Company may also utilize any portion of the Net Proceeds, towards the aforementioned objects of the Issue, ahead of the estimated schedule of deployment specified above. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to any reason, including (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with all applicable laws and regulations.

Our Promoters and member of our Promoter Group have, vide their letters dated July 31, 2024 (the "**Subscription Letters**") undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company. Further, solely in the event of an under-subscription of this Issue, our Promoters and members of our Promoter Group may subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

Any such acquisition of Additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempted in terms of Regulation 10(4)(b) of the SEBI Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ 2.04.

Details of the Object of the Issue

1. To augment the existing and incremental working capital requirement of our company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal

accruals and availed working capital loan from banks. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

Basis of estimation of working capital requirement

The details of our Company's working capital as at March 31, 2023 and March 31, 2024 and source of funding of the same are provided in the table below:

(₹ in Lakhs)

Particulars	FY23	FY24
CURRENT ASSETS		
Trade Receivables	1,782.96	2,207.54
Inventories	237.06	334.38
Other Current Assets	75.80	23.11
Total Current Assets (A)	2,095.82	2,565.03
CURRENT LIABILITIES		
Trade Payables	248.70	417.72
Other Current Liabilities	14.85	14.98
Total Current Liabilities (B)	263.55	432.70
Working Capital Requirement (A-B)	1,832.27	2,132.33
Means of Finance		
Net Proceeds from Right Issue		
Short Term Borrowings	0.00	79.33
Internal Accruals/Net Worth	1,832.27	2,053.00

On the basis of the existing working capital requirements of the Company and the incremental and proposed working capital requirements, the details of our Company's expected working capital requirements, as approved by the management dated July 31, 2024, for the Fiscal 2025 and funding of the same are as provided in the table below:

Details of Projected Working Capital Requirements

(₹ in Lakhs)

Particulars	FY25
CURRENT ASSETS	
Trade Receivables	3,478.08
Inventories	674.36
Other Current Assets	23.11
Total Current Assets (A)	4,175.55
CURRENT LIABILITIES	
Trade Payables	101.83
Other Current Liabilities	14.98
Total Current Liabilities (B)	116.81
Working Capital Requirement (A-B)	4,058.74
Means of Finance	
Net Proceeds from Right Issue	2,189.91
Short Term Borrowings	-

Internal Accruals/Net Worth	1,868.83
-----------------------------	----------

Assumptions for Working Capital Requirements

Particulars	FY23 (Actual)	FY24 (Actual)	FY25 (Projected)
Receivable Days	102	120	153
Inventory Days	14	18	30
Payable Days	14	23	5

Justifications

Inventories	Inventories comprises of Finished Goods. Inventory days have been computed from historic Audited financial information based on revenue from operations. We maintain our Inventory levels depending on the demand for the products and the time taken to deliver the same. Historically we have maintained inventory days around the range of 14-18 days. We assume increased levels in FY25 to 30 days owing to increased production due to availability of working capital. Keeping higher inventory would enable us to meet the customer needs and capitalize on the market opportunity.
Trade receivables days	Receivable days have been computed from historic audited financial information of the company. They have typically ranged between 102-120 days of revenue from operations. Going forward, the company expect a slight increase in debtors in proportion to revenue from operations and accordingly the receivables holding is expected to be increased at 153 days for FY25.
Trade payables days	Holding levels for Trade payables are computed from the historic audited financial information and has been increasing since FY23 from 14 days to 23 days for FY24. It is expected to decrease in the coming years due to building of stronger partnerships with key suppliers to secure better pricing and terms.

Rationale for Increased Working Capital is as under:

Our working capital requirements is estimated to increase, mainly because of following reasons:

1. We are estimating increase revenue due to increase in demand of our products, on account of following:
 - a. General growth of business of our customers
 - b. Introduction of new products in the market
 - c. Increase in demand of Indian denim fabrics due to trouble in Bangladesh, which accounts for 22% exports of denims in global market
2. Increase in Receivable Number of Days, mainly due to push of our own registered brand “MLS” in the market and command premium price as compared to the fabrics sold under the manufacturer’s brands. To push our brand “MLS”, we are providing extra credit period to the customers and commanding higher pricing.
3. Increase in Inventory Number of Days, because of higher Inventory of our own branded products. This is due to the fact that usually manufacturer’s branded fabric are easily available with the manufacturer and we don’t need to maintain higher inventory of the same. However, we would need to maintain sufficient inventory of our own branded products.
4. Decrease in Creditors Number of Days because we want to focus on higher profitability and by reducing the credit period, we would get better pricing while sourcing the products.

2. General Corporate Purposes

Our Company intends to deploy the balance Gross Proceeds, aggregating to ₹ 769.43 lakhs towards general

corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the Gross proceeds in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds may include, but are not restricted to, drive our business growth, including, amongst other things, funding growth opportunities, including strategic initiatives and joint ventures, acquiring assets such as plant and machineries, immovable properties, leasehold improvements and intangibles, prepayment or repayment of borrowings availed by our Company, meeting of exigencies which our Company may face in the course of any business, brand building and other marketing expenses and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/consents, as applicable.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds.

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the Subsequent Financial Years in compliance with all applicable laws and regulations.

Issue Related Expenses

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:
(₹ in Lakhs)

Particulars	Expenses*	As a % of Total Expenses	As a % of Gross Issue Size
Fees of the Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including out of pocket expenses etc.	38	55.07	1.28
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	10	14.49	0.33
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	21	30.43	0.70
Total Estimated Issue Expenses*	69	100	2.33

**Subject to finalisation of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.*

Interim Use of Funds

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the Subsequent Financial Years in compliance with all applicable laws and regulations.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Net Issue Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

Appraisal by Appraisal Agency

None of the objects have been appraised by any bank or financial institution or any other independent third – party organizations.

Bridge Financing Facilities

As on the date of this Letter of Offer, we have not entered into any bridge financing arrangements which is subject to being repaid from the Issue Proceeds.

Strategic or Financial Partners

There are no strategic or financial partners to the Objects of the Issue.

Monitoring of Utilization of Funds

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of Regulation 82(1) of the SEBI ICDR Regulations, 2018, our Company is not required to appoint a monitoring agency for the purposes of the Issue. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18 of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/ applications of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in the Letter of Offer. Further, this information shall be furnished to the Stock Exchange along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

Key Industrial Regulations for the Objects of the Issue

No additional provisions of any acts, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

Other Confirmations

No part of the Net Proceeds will be paid by our Company to the promoter and promoter group, the directors, associates or key management personnel or group companies, except in the normal course of business and in compliance with the applicable law. There are no material existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoter, our Directors, Key Managerial Personnel and our Associate Company. Our Company does not require any material government and regulatory approvals in relation to the objects of the Issue.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors
Mittal Life Style Limited
Unit No. 8/9, Ravikiran,
Ground Floor, New Link Road,
Andheri (West), Mumbai,
Maharashtra, India, 400053

Certificate from the Chartered Accountant

1. This certificate is issued in accordance with the terms of our engagement.
2. M/s Mittal Life Style Limited, a Company registered under the Companies Act, 1956 is required to submit Chartered Accountant's certificate for certifying tax benefits available to the company in connection with the Rights Issue under the Regulations as amended.

Management's Responsibility

3. The management of the Company is responsible for ensuring the compliances with the applicable policies, notifications, other rules and regulations of the applicable governmental and other statutory laws, and also for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the extracting of the required information for this certificate.

Our Responsibility

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our examination of the books of account and other relevant records produced by the company and in accordance with the information given to us in respect of tax benefits available to the company.
5. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India ("the Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. 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.

Opinion

7. Based on our examination as above and in accordance with the information and explanations provided to us, we hereby certify that the details mentioned as per the statement of possible tax benefits are true and correct.

STATEMENT OF POSSIBLE TAX BENEFITS

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

Subject: Statement of Special tax benefits (“the Statement”) available to Mittal Life Style Limited (“the Company”) and the shareholders of the Company in connection with the proposed rights issue of equity shares of the Company under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018, as amended (“Regulations”)

Dear Sirs,

1. We, Kushal S Poonia & Co, hereby confirm the enclosed statement in the Annexure prepared by the Company and initialled by us and the Company for identification purpose (the “**Statement**”), which provides the possible special tax benefits available to the Company, to its shareholders, under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023- 24 relevant to the Assessment Year 2024-25, 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, (“**GST Act**”) read with Rules, Circulars, and Notifications, Customs Act, 1962 and the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020 (“FTP”) as amended by the Finance Act, 2023 and the Finance (No. 2) Act, 2023, i.e., applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India (collectively the “**Taxation Laws**”) read with the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, available to the Company, its Shareholders; identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, under the tax laws of respective country of tax residence which in our case is India, for inclusion in the Letter of Offer in connection with the proposed rights issue of equity shares of the Company (the “**Issue**”). Several of these benefits are dependent on the Company, its Shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its Shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its Shareholders face in the future, the Company, its Shareholders may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘SEBI ICDR Regulations’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, and the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders do not cover any general tax benefits available to them.
5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
6. The benefits stated in the enclosed statement (i.e., Annexure – I for possible special tax benefits available to Mittal Life Style Limited and its Shareholders incorporated in India) are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.
7. We do not express any opinion or provide any assurance as to whether:
 - The Company, or the company's shareholders will continue to obtain these benefits in the future; or
 - The conditions prescribed for availing of the benefits have been/would be met with.
 - The revenue authorities/courts will concur with the views expressed herein.
8. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

We hereby consent to the extracts of this certificate being used in the Letter of Offer ("LOF") to be filed with the Securities and Exchange Board of India ("SEBI"), the National Stock Exchange Limited ("NSE") and together with the and submitted to the SEBI, and the Stock Exchanges with respect to the Offer, and in any other material used in connection with the Offer and on the website of the Company in connection with the Offer.

This certificate is for information and for inclusion, in part or in full, in the offer documents or any other offer-related material, and may be relied upon by the Company. We hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the ROC, the Stock Exchanges and any other regulatory or judicial authorities and, or, for any other litigation purposes and, or, for the records to be maintained by the company, in accordance with applicable law.

Restriction on use

8. The certificate has been prepared at the request of the Company 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 certificate is shown or into whose hands it may come without our prior consent in writing.

For, KUSHAL S POONIA & CO.

Chartered Accountants

Firm Registration No.: 156576W

Kushal Singh Poonia

Proprietor

Membership No.: 605377

Place: Mumbai

Date: August 03, 2024

UDIN: 24605377BKACSD9259

ANNEXURE – I

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

The information provided below sets out the possible direct and indirect tax benefits (indirect tax benefits solely in relation to the Issue) in the hands of Mittal Life Style Limited (“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 benefits, under the current tax laws presently in force in India. Several of these benefits are dependent upon their fulfilling the conditions prescribed under the relevant direct and indirect tax laws. Hence, the ability of the Company and the shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and the shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax laws. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. The tax benefits stated below are as per the Income-tax Act, 1961 (“IT Act”) as amended from time to time and applicable for financial year 2023-24 relevant to assessment year 2024-25 and special indirect tax benefits solely in relation to the Issue as per the provisions of the Goods and Services Tax Act, 2017 as amended from time to time and applicable for financial year 2023-24.

A. SPECIAL TAX BENEFITS UNDER THE IT ACT IN THE HANDS OF COMPANY AND THE SHAREHOLDERS OF THE COMPANY

1. Direct Tax

Special tax benefits available to the Company under IT Act

1. A new section 80M is inserted in the Finance Act, 2020 w.e.f. 1st April 2021, which 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.

Special tax benefits available to the shareholders.

- I. The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates. The shareholders would be eligible to claim the credit of such tax in their return of income.
- II. The non-resident shareholders can offer the dividend income to tax under the beneficial provisions of the Double Taxation Avoidance Agreement, if any. Further, the non-resident shareholders would be eligible to claim the foreign tax credit, based on the local laws of the country of which the shareholder is the resident.

- III. There are no other special tax benefits available to the shareholders (other than resident corporate shareholder) of the Company arising out of the proposed rights issue.
- IV. There are no possible special tax benefits available to the Company under Income-tax Act, 1961 read with the relevant Income Tax Rules, 1962

2. Indirect Tax

Special tax benefits available to the Company and its shareholders under GST Act

Solely in relation to the Issue, there are no special indirect tax benefits available to the Company or its shareholders.

Note:

For the purpose of reporting here, we have not considered the general tax benefits available to the Company or shareholders under the GST and neither any special tax benefits available to the Company or shareholders under the GST Act other than for the Issue.

Notes:

Our views expressed in this statement are based on the facts and assumptions as indicated in the statement.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

- We do not assume responsibility to update the views consequent to such changes.

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

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

This statement has been prepared solely in connection with the Rights Issue under the Regulations as amended.

For, KUSHAL S POONIA & CO.

Chartered Accountants

Firm Registration No.: 156576W

Kushal Singh Poonia

Proprietor

Membership No.: 605377

Place: Mumbai

Date: August 03, 2024

UDIN: 24605377BKACSD9259

SECTION IV ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. The information in this section must be read in conjunction with the sections titled “Risk Factors” and “Our Business” beginning on pages 18 and 69 respectively of this Letter of Offer.

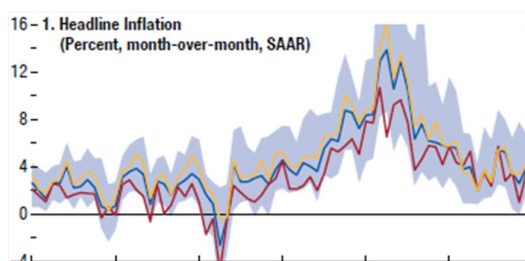
Global Economic Overview

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

For advanced economies, growth is projected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025. The forecast is revised upward by 0.2 percentage point for 2024 compared with the January 2024 WEO Update projections and remains the same for 2025. The 2024 upgrade reflects a revision to US growth, while an upward revision to the US broadly offsets a similar downward revision to the euro area in 2025.

In emerging market and developing economies, growth is expected to be stable at 4.2 percent in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia and for sub-Saharan Africa. Low-income developing countries are expected to experience gradually increasing growth, from 4.0 percent in 2023 to 4.7 percent in 2024 and 5.2 percent in 2025, as some constraints on near-term growth ease.

Global headline inflation is expected to fall from an annual average of 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025. A more front-loaded decline is expected for advanced economies, with inflation falling by 2.0 percentage points in 2024, while it declines in 2025 only in emerging market and developing economies.



World trade growth is projected at 3.0 percent in 2024 and 3.3 percent in 2025, with revisions of a 0.3 percentage point decrease for 2024 and 2025 compared with January 2024 projections.

(Source: [IMF, World Economic Outlook – April 2024](#))

Indian Economic Overview

Ten years ago, India was the 10th largest economy in the world, with a GDP of USD 1.9 trillion at current market prices. Today, it is the 5th largest with a GDP of USD 3.7 trillion. This ten-year journey is marked by several reforms, both substantive and incremental, which have significantly contributed to the country's economic progress. These reforms have also delivered an economic resilience that the

country will need to deal with unanticipated global shocks in the future. In the next three years, India is expected to become the third-largest economy in the world, with a GDP of USD 5 trillion. The government has, however, set a higher goal of becoming a 'developed country' by 2047.

(Source: [*Department of Economic Affairs, Indian Economy – A Review*](#))

GDP growth is projected at 7.8% in FY 2023-24 and around 6½ per cent in each of the following two fiscal years. Domestic demand will be driven by gross capital formation, particularly in the public sector, with private consumption growth remaining sluggish. Exports will continue to grow, especially of services such as information technology and consulting where India will continue to increase its global market share, supported by foreign investment. Headline inflation will decline gradually, although uncertainty about food inflation remains elevated.

Monetary policy easing is projected to start in the second half of the year once lower inflation is maintained. The 2024 Interim Union Budget aims for consolidation, setting a fiscal deficit target at 5.1% of GDP for FY 2024-25. Fiscal support should remain targeted towards vulnerable households. Rising debt limits fiscal space and increases the need to tackle structural problems in order to make growth fairer and more sustainable. Returns from reforms could be significant in agriculture, which accounts for the largest share of employment and, due to low productivity and still widespread poverty, absorbs considerable public subsidies.

Public investments have boosted aggregate demand

Growth was stronger than expected in the second half of FY 2023-24, driven by strong public investment in transport and energy infrastructure, as well as exports of services. Private real estate demand is also strong. On the other hand, private consumption has been less vigorous, confirming the preliminary findings from a new household consumption expenditure survey. Some high-frequency indicators, including on E-way bills, toll collections, and new vehicle and scooter sales are suggesting increasing activity. Other indicators, such as digital payment transactions and cement output, remain relatively flat. The tighter monetary policy stance and tight liquidity have helped to anchor inflation expectations, despite recurrent supply-side shocks. Headline inflation eased to 4.9% in March 2024, helped by lower import price growth and softer input prices, and core inflation stood at 3.2%. The stock exchange has reached new highs recently, with related capital gains supporting discretionary consumption. The growth of bank credit to industry slowed to 7.8% in January 2024.

Monetary policy will start loosening and fiscal consolidation remains a priority

The Reserve Bank of India (RBI) remains committed to the objective of achieving the medium-term target for CPI inflation of 4% within a band of +/- 2%, while supporting growth. Assuming a normal monsoon season and no other supply shocks that may de-anchor inflation expectations, a first cut of the policy rate is projected in late 2024, with cumulative cuts of up to 125 basis points implemented before March 2026. The RBI will only switch the stance to neutral during 2025.

The FY 2024-25 budget is projected to meet the Interim Budget's ambitious Union deficit target of 5.1% of GDP, mostly through continuing improvement in tax collection (at largely unchanged rates) and, to a lesser extent, lower outlays for defence and transportation. A full-year budget will be presented after the April-June general election, providing a detailed statement of the new government's strategy. Reducing government indebtedness will require a combination of increased revenues, improved spending efficiency and stronger fiscal rules. Renewed consideration should be given to divestiture of government assets, including of public banks and utilities.

(Source: [*OECD Economic Outlook, Volume 2024 Issue 1*](#))

Global Textile Industry

The global textile market was valued at USD 1,837.27 billion in 2023 and is anticipated to grow at a compound annual growth rate (CAGR) of 7.4% in revenue from 2024 to 2030. The ever-increasing apparel demand from the fashion industry and the meteoric growth of e-commerce platforms are expected to drive market growth over the forecast period.

Study period	2018 – 2023
Forecast period	2024 – 2029
Market size in 2024	USD 748 Billion
Market size in 2029	USD 889.24 Billion
Growth rate	CAGR of 7.4% from 2024 to 2029
Fastest growing market	North America
Largest market	Asia Pacific

(Source: [Morder Intelligence](#))

The greatest market for textiles in North America is expected to be the United States. It is among the biggest producers, top exporters of raw cotton, and top importers of raw textiles. The fastest-changing fashion trends and ease of embracing the same due to the quickly-emerging online fast fashion enterprises have made fashion the most popular application sector in the region.

The ability of manufacturers to sell their goods in a larger market than in the past will expand their geographic customer base and fuel the growth of the textile manufacturing industry. For instance, e-commerce platforms have increased the sales of traditional clothing in countries like India by increasing the geographic exposure of producers. Increasing demand for medical textiles in the healthcare industry due to heightened health and cleanliness awareness contributes to the market's growth potential. Moreover, rising environmental awareness drives demand for sustainable and natural fibers such as cotton, hemp, linen, silk, and others, enhancing market growth potential.

(Source: [Straits research](#))

Growth drivers

Changing consumer preferences: Nowadays, consumers seek comfort, sustainability, and fashionable choices, which has led to a surge in demand for textiles that cater to these needs. The rising preference for eco-friendly fabrics, organic materials, and functional textiles has influenced manufacturers to adapt their product offerings. Additionally, increasing awareness among consumers about ethical and sustainable practices in the industry has pushed textile companies to adopt more responsible manufacturing processes. The adoption to these changing preferences is crucial for businesses to remain competitive and meet the evolving market demand.

Expanding global population: With the constantly expanding population, there is a continuous increase in the demand for clothing and textile production. As the purchasing power rises, the market experiences a surge in consumer spending on textiles. Moreover, the growth of emerging economies, coupled with rising disposable incomes, further fuels the demand for textiles. This population-driven demand creates opportunities for textile manufacturers and stimulates market growth.

Rising partnerships and acquisitions amongst key players: Innovations, such as automation, digital printing, and smart textiles, in textile manufacturing processes have revolutionized the industry. Automation has improved production efficiency and reduced costs, enabling manufacturers to meet increasing demands. Digital printing has opened new possibilities for customization and design flexibility, allowing for faster and more accurate production. Smart textiles, integrated with sensors

and electronics, offer enhanced functionality and performance. These technological advancements cater to the changing consumer preferences and drive industry competitiveness by enabling faster production, improved quality, and innovative product offerings.

(Source: [IMARC group](#))

Indian Textile Industry

India is among the world's largest producers of Textiles and Apparel. The textiles and apparel industry in India has strengths across the entire value chain from fiber, yarn, fabric to apparel. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool, and silk products to the organized textile industry in India. The organized textile industry in India is characterized by the use of capital-intensive technology for the mass production of textile products and includes spinning, weaving, processing, and apparel manufacturing.

Key statistics:

2.3%	13%	12%	4%
Share in Indian GDP	Share in industrial production	Share in exports	Share in Global trade in textiles and apparel

India is one of the largest producers of cotton and jute in the world. India is also the 2nd largest producer of silk in the world and 95% of the world's hand-woven fabric comes from India. India is a largest cotton producer (23%) in the world and has the highest area under cotton cultivation (39% of world area). Cotton plays a major role in sustaining the livelihood of an estimated 6.5 Mn cotton farmers.

Government Initiatives:

Production Linked Incentive (PLI) Scheme

Government has launched the Production Linked Incentive (PLI) Scheme with an approved outlay of INR 10,683 Cr to promote production of MMF Apparel, MMF Fabrics and Products of Technical Textiles in the country to enable Textiles Industry to achieve size and scale and to become competitive.

Achievements: Centre approves 64 applications under the Production Linked Incentive scheme for Textiles. In the approved 64 applications, the proposed total investment is INR 19,798 Cr and projected turnover of INR 1,93,926 Cr with a proposed employment of 2,45,362.

PM Mega Integrated Textile Region and Apparel (PM MITRA)

The Government has launched PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks Scheme to develop world class infrastructure including plug and play facility with an outlay of Rs. 4445 crore for a period up-to 2027-28. PM MITRA Parks Scheme are inspired by the 5F vision of Hon'ble Prime Minister - Farm to Fibre to Factory to Fashion to Foreign. Nearly Rs. 70,000 crore investment and 20 lakhs employment generation is envisaged. Parks will offer an opportunity to create an integrated textiles value chain right from spinning, weaving, processing/dyeing and printing to garment manufacturing at a single location. World-class industrial infrastructure would attract cutting edge technology and boost FDI and local investment in the sector. Centre and States to form SPVs for setting up PM MITRA Parks. These parks will be developed in PPP mode.

National Technical Textile Mission (NTTM)

The Government has launched a National Technical Textiles Mission (NTTM) with an outlay of Rs. 1,480 crores. The key pillars of NTTM include 'Research Innovation & Development', 'Promotion and Market Development', 'Education, Training and Skilling' and 'Export Promotion'. The focus of the Mission is for developing usage of technical textiles in various flagship missions, programmes of the country including strategic sectors. The mission got its extension until 31st March 2026, with a subsequent sunset clause applicable until 31st March 2028. Achievement as on date is 126 projects of value 371 Crores have been approved in the category of Specialty fibers and Technical Textiles.

Amended Technology Upgradation Fund Scheme (ATUFS)

Under ATUFS, ratio of MSME: Non MSME is 89:11, while under previous versions of TUFS it was 30:70. Higher incentives of 15% (Rs 30 crore) for entities for employment potential segments viz. Technical Textiles and garment/made ups. Employment support to more than 17 lakhs (3.9 lakhs New and 13.4 lakhs Existing) over seven years. Out of total 3.9 lakhs new employment generated, 1.12 lakh (29%) are women.

(Source: [Invest India, Textiles & Apparel Sector](#))

Indian Denim Industry

The Indian Denim Apparel market has been exhibiting continuous growth over the years. With new technologies, trends and higher market reach, this sector has promising growth potential. Even in non-metro regions, denim is becoming highly fashionable with an increasing share of the population opting for denim wear over traditional outfits. The Denim Apparel market of India was valued at US \$ 6.15 bn in FY2023 and is expected to further grow at a CAGR of 14% over the 3 years to reach US \$ 9.15 bn by FY2026.

The high growth prospects in the denim category are characterized by the high fashion and comfort quotient in the category, increasing focus on stretch and lightweight fabrics, and increasing options in terms of fits, washes, and details, amongst others. While the growth in the denim apparel market of India can be witnessed across all consumer segments, women show the highest growth prospects.

Consumer wise segmentation	FY23	FY26
Men	83%	81%
Women	11%	14%
Children	6%	5%

Driven by increasing digital penetration, E-commerce is emerging as the fastest-growing channel in the Indian apparel market and currently contributes to more than 20% of the apparel market. With a shift towards synthetic blends in denim fabric and the emergence of the 'China +1' policy, India has a good potential to explore new markets for denim exports. Domestic manufacturers can increase their share of denim apparel exports to newly added FTA (Free Trade Agreement) partner countries like Australia and UAE.

Even in terms of denim fabric export, Indian denim manufacturers have an opportunity to capitalize on the 'China +1' factor and diversify denim fabric export to markets like Mexico, Cambodia, Vietnam, and Turkey where China currently has a dominating share.

(Source: [Images Business of Fashion](#))

SWOT Analysis in Denim Market

Strength <ul style="list-style-type: none"> • Rising Disposable Income • Rapid Growth in retail sector • Westernization trend and fashion preferences • Booming internet retailing sector • Young population demographics and higher spending power • Increasing usage of denim products in smaller cities and rural areas 	Weakness <ul style="list-style-type: none"> • Less availability of raw material • Increased in price of raw material
Opportunities <ul style="list-style-type: none"> • Growing demand for premium and super-premium denim products • Export potential and global market share • Potential for increasing India's share in the global market • Technological advancements and innovation in denim manufacturing • Government initiatives and support for the textile industry • Collaborations and partnerships with international brands • Focus on sustainable and eco-friendly denim production 	Threat <ul style="list-style-type: none"> • Competition from domestic and international players • Pricing challenges and cost pressures

(Source: [Textile value Chain](#))

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled “Forward-Looking Statements” on page 14 for a discussion of the risks and uncertainties related to those statements and also the section titled “Risk Factors” on page 18, Financial Information on page 91 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 127 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. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year. In this section, a reference to the “Company” means Mittal Lifestyle Limited. Unless the context otherwise requires, references to “we”, “us” or “our” refers to Mittal Lifestyle Limited. Unless otherwise indicated, financial information included herein are based on our audited Financial Statements included in this Letter of Offer beginning on page 91.

OVERVIEW

Our Company was incorporated as ‘Mittal Lifestyle Private Limited’ under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated August 31, 2005, issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the name of our Company was changed to ‘Mittal Life Style Limited’ pursuant to conversion into a public company pursuant to a resolution passed by the Shareholders in their meeting dated October 31, 2017 and consequently a fresh certificate of incorporation dated November 23, 2017 was issued by the Registrar of Companies, Maharashtra at Mumbai. The corporate identification number of our Company is L18101MH2005PLC155786. The registered office of our Company was originally situated at Plot No 1058, Adarsh Nagar, Near Hyundai Car Showroom, New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India. Thereafter, the registered office of our Company was changed to Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India.

Mittal Lifestyle Limited is engaged in trading of Denim Fabrics, was founded 19 years ago by Mr. Brijeshkumar Jagdishkumar Mittal, who has passion for denim. . We understand that there are endless uses for this durable and versatile fabric and it is continuously being re-invented and adapted for new innovations..

Mr. Pratik Brijeshkumar Mittal, joined his father in October 2014 and since then the business has grown exponentially, thanks to a new generation of the Mittal family focusing on sourcing of fabric

designs from various manufacturers and wider distribution in India. Our flexible and responsive trading operations gives us the ability to quickly respond to change in market demand by sourcing new designs and weaves as per the customers requirements.

Strategically located in Mumbai, we are mainly catering to the customers' requirements of Mumbai and Ulhasnagar region. Most of our customers are garment manufacturers and have been associated with us since a long time and we keep on adding few new customers every year.

For sourcing different types and quality of denim fabric, our company has tied-up with about 22 Composite mills to get denim fabric manufactures as per our need and requirements. The Company has also tie-up with 6 logistic companies to pick denim fabric from various mills and their warehouse.

Our Company had started business of apparel and achieved revenue of Rs. 46.05 lakhs during FY 2020-21 and Rs. 3.00 Lakhs during FY 2021-22. However, we suspended that business as it was not becoming commercially viable in that format. We are exploring new product line and format for entering in apparel industry.

- we welcome small orders of five yards and up
- we cater to the home sewer and cottage industry
- we stock regular, laundered and soft denim, ready to be used
- no extra processing required, just cut and sew

To assure right quality of denim fabric is supplied to right customer, our company has also engaged third party to check quality of denim fabric by washing, bleaching, stitching, etc.

Table set forth below are certain key operational and financial metrics for the periods Indicated:

Particulars	(₹ in Lakhs)	
	FY 2023-24	FY 2022-23
Revenue from Operations	6,737.84	6,357.00
Earnings before Interest, Depreciation, tax and ammortization (EBITDA)	240.76	90.38
EBITDA Margin (%)	3.57%	1.42%
Profit before Tax (PBT)	216.46	68.56
PBT Margin (%)	3.21%	1.08%
Profit after Tax (PAT)	171.58	52.57
PAT Margin (%)	2.55%	0.83%
Return on Equity (RoE) (%)	5.24%	1.70%
Return on Capital Employed (RoCE) (%)	0.07	0.03

100% of our revenue from FY 2022-23 onwards is from trading of fabrics.

The table set forth below are contribution of our top customers towards our revenue from operations:

Period	Revenue from Operations	(₹ in lakhs, except stated in %)					
		Revenue Contribution		% of Revenue Contribution			
		Top 5 Customers	Top 10 Customers	Top 5 Customers	Top 10 Customers		

FY 2022-23	6,357.00	1,622.10	2,198.42	25.52%	34.58%
FY 2023-24	6,737.84	971.57	1,728.28	14.42%	25.65%

Top 10 Customers during FY 2023-24

S No	Name of the Customer	Revenue (Rs)
1	HONEST TRADERS, KALBADEVI	21,297,520
2	SANKALP WEAVING INDUSTRIES, BHIWANDI	20,883,150
3	SIDDHAM TEXSTYLES, BORIVALI-E	19,173,157
4	ETHOS ELITE GARMENTS PVT. LTD.	18,468,981
5	SAGAR PRODUCTS, DADAR	17,333,993
6	BANTHIA & SONS, PAREL (W)	15,417,225
7	MEHTA CREATION, JOGESHWARI (E)	15,361,738
8	SANDS SYNERGY PVT LTD, NAVI MUMBAI	15,095,143
9	STEFFY CREATION, DADAR(WEST)	15,004,884
10	SOHANLAL MOHANLAL & SONS, PAREL (W)	14,791,736

The table set forth below are contribution of our top Suppliers towards our purchases: (₹ in lakhs, except stated in %)

Period	Total Purchases	Supplier Contribution		% of Supplier Contribution	
		Top Suppliers	5 Top Suppliers	10 Top Suppliers	5 Top Suppliers
FY 2022-23	6,296.24	3,354.76	4,755.69	53.28%	75.53%
FY 2023-24	6,516.92	3,058.86	4,498.61	46.94%	69.03%

Top 10 Suppliers during FY 2023-24

S No	Name of the Supplier	Purchase Amount (Rs)
1	VIJAY IMPEX, AHMEDABAD	99,756,848
2	GINNI INTERNATIONAL LIMITED ,DELHI	63,337,927
3	SHIV SHAKTI WEAVETEX PVT LTD, AHMEDABAD	47,918,427
4	SHIVAY DENIM, AHMEDABAD	47,710,398
5	MAHALAXMI TEXTILES, ULHASNAGAR	47,161,891
6	HITESH AND CO, ULHASNAGAR	37,407,909
7	SHREE HARI TEXTILES, ULHASNAGAR	30,960,905
8	NARAIN FABRICS, ULHASNAGAR	27,985,452
9	S R TRADERS, ULHASNAGAR	27,722,615
10	UNITED TEXTILE PRINTERS,HATKANANGALE	19,898,728

OUR PRODUCT PORTFOLIO:

We are into trading denim fabrics, and we source the products from the mills (manufacturers) and also get the products manufactured under our brand name from the mills.

Manufacturers' Branded Fabrics

Our traditional business model consists of regular 3/1 Poly Lycra and Non Lycra products which we sell in brand name of the Mill (manufacturers), we source from. These are hot selling SKU's and we have been selling these SKU's for many years. These products generally have lower profit margin but are fast moving.

We have been sourcing the fabrics from the manufacturers under their brands and supply that to various customers of our company. Main products are as under:

Sr.No	Product Name
1	AARVEE-119-98777 EXP-A-FRESH
2	AARVEE-9889-BLACK-FRESH
3	ANUBHA-63799-BLACK-FRESH
4	ARVIND-573951-FRESH
5	ARVIND-58820-FRESH
6	BHASKAR-8865-RCYL-FRESH
7	CHIRIPAL-21166-FRESH
8	GINNI-JUPITER-FRESH
9	GINNI-SUNSHINE-FRESH
10	OSWAL-DFBPL90627-FRESH
11	OSWAL-DFDM382729-FRESH
12	VISHAL-MITTAL-046-FRESH
13	VISHAL-MITTAL-048-FRESH

MLS Branded Fabrics

We have also started sourcing some new products from the Mills (manufacturers). These SKU's are different compositions of Poly Lycra and Non Lycra products. We sell them under our registered brand logo "MLS". Since FY 2022-23, we started marketing following products under our own registered brand (MLS):

Sr. No	Product Name
1	MLS-BLUEFIRE-FRESH
2	MLS-TARZEN-WHITE-FRESH
3	MLS-MT005-FRESH
4	MLS-MIL-ROCKSTARWIDER-FRESH
5	MLS-MLS-716-FRESH
6	MLS-MLS-574-FRESH
7	MLS-ATLANTIS-31 BLACK BLACK-FRESH
8	MLS-SUPERB-FRESH
9	MLS-MIL-RAMBO-FRESH

We have the advantage of selling under our brand logo as we get slightly better margins than selling under

Mill brand name.

Revenue contribution of MLS branded fabrics has been as under:

Sr. No	Particulars	FY 2022-23	FY 2023-24	Apr 1, 2024 to Aug 20, 2024
		% of Total Revenue	% of Total Revenue	% of Total Revenue
1	Manufacturers' Own Branded Fabrics	71.2	69.73	50.71
2	MLS Branded Fabrics	28.85	30.27	49.29
	Total	100.0	100.00	100.00

OUR BUSINESS STRATEGIES

During 2024 – 25, we plan to introduce new Products and some of these products have already been introduced in the market. Sorts MLS-OD-KNITS-53006-DENIM BLUE & MLS-OD-KNITS-53005-ULTRA are over dyed fabrics. They distinguish themselves from the remaining knit products due to their distinct color from regular Indigos. MLS-OD-KNITS-MLSL-19- ASH-EBONY & MLS-OD-KNITS – MLSL-19-ASH-BERRY are known for its horizontal slub effect impression it leaves on the garment after wash, this gives the garment a refreshing and new vibe. MLS-OD-DOBBY-NG385-GREY & MLS-DOBBY-ML-1022-BLACK is of a different structure and has dobby design which is a new pattern in our industry.

Status of the Products

Present status of various products is as under:

Sr.No	Product Name	Present Status
1	MLS-OD-KNITS-53006-DENIM BLUE FRESH	Product Introduced in the Market
2	MLS-OD-KNITS-53005-ULTRA-FRESH	Product Introduced in the Market
3	MLS-DOBBY-AW404306-FRESH	Product Sample Received
4	MLS-OD-KNITS-MLSL-19-ASH-EBONYFRESH	Product Introduced in the Market
5	MLS-OD-DOBBY-NG385-GREY-FRESH	Product Introduced in the Market
6	MLS-DOBBY-MLSL19-ASH-BERRY-FRESH	Product Introduced in the Market
7	MLS-RFD-REMI-FRESH	Product Sample Received
8	MLS-DOBBY-ML-1022-BLACK-FRESH	Product Introduced in the Market
9	MLS-RFD-AW103955/07-FRESH	Products Sample Received

Source of Supply of the Products

Sourcing fabric is the key to our business. We generally get these fabrics manufactured from mills with whom we have a very good business relation. Our manufacturers have the requisite overdyed facility, structure machinery which can develop dobby design and wider width looms that make fabric width upto 85” Inches. Wider width helps in the cutting average for our clients.

The Company has finalized the suppliers of all the new products and the list of the same is as under:

Sr.No	Product Name	Name of the Supplier
1	MLS-OD-KNITS-53006-DENIM BLUE FRESH	- DARSH CREATION,AHMEDABAD
2	MLS-OD-KNITS-53005-ULTRA-FRESH	YASHVI COT SPIN,AHMEDABAD
3	MLS-DOBBY-AW404306-FRESH	RADHA RANI TRENDZ, SURAT
4	MLS-OD-KNITS-MLSL-19-ASH-EBONYFRESH	IGNACIA TRADING COMPANY, AHMEDABAD
5	MLS-OD-DOBBY-NG385-GREY-FRESH	NGEE WEAVETEX LLP, RAJKOT
6	MLS-DOBBY-MLSL19-ASH-BERRY-FRESH	IGNACIA TRADING COMPANY, AHMEDABAD
7	MLS-RFD-REMI-FRESH	INDOTEX EXPORTS,SANGLI
8	MLS-DOBBY-ML-1022-BLACK-FRESH	JINDAL WORLDWIDE LTD,AHMEDABAD
9	MLS-RFD-AW103955/07-FRESH	RADHA RANI TRENDZ, SURAT

Marketing of the Products

We have already started marketing new products to its existing customers and has started receiving responses from some of them. We plan to push our own branded logo “MLS” fabrics under the premium category of cotton Lycra, Dobby’s, Knits, Ring Slub, OD’s [Over Dyeing] RFD [Ready For Dyeing] with composition of fabrics having cotton 98.50% & Spandex 1.50%. Having this wide basket of product range will enable us to have better negotiations with the client in terms of pricing.

Further widening of our customer base

With the growing opportunities available in the market, we will endeavour to continue to grow our business by adding new customers in existing and new geographical areas, new market segments like Bangalore & Delhi where there are good fabric consumers. We aim to do this by effectively leveraging our marketing skills and relationships and focusing on total customer orientation.

Reduction of Procurement costs of Fabrics

Apart from expanding business and revenues, we have to look for areas to reduce procurement cost of the fabrics in order to remain a cost competitive company. We try to take control over trading through effective purchase of denim fabric and supply it to small and premium customers. Establishing MLS branded fabrics in the market would help us in reducing the procurement cost.

Build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks, financial institutions, etc. We have a blend of experience and the sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business. We wish to make it sounder and stronger in times to come.


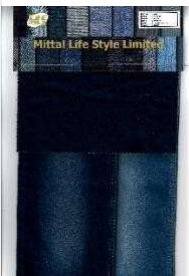


Focus on cordial relationship with our Suppliers, Customer and employees



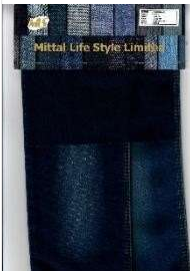




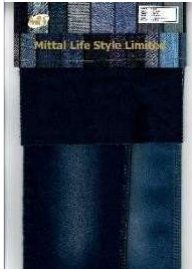
We believe that developing and maintaining long-term sustainable relationships with our suppliers, customers and employees will help us in achieving the organizational goals, increasing sales and entering into new markets. Optimal Utilization of Resources

Our Company constantly endeavours to improve our sales process, skill up-gradation of sales personnel. We analyse our existing procurement policy to identify the areas of bottlenecks and take corrective measures wherever possible. This helps us in improving efficiency and putting resources to optimal use.

ABOUT DENIM FABRICS

Denim Fabrics: Denim fabric is a durable cotton twill textile, commonly used in the production of jeans and other clothing. It is characterized by a diagonal ribbing pattern and is typically dyed with indigo to create the classic blue denim look. Our product offerings in the Denim Fabrics range include:

	Sort No: Hector Black Weave: Dobby Weight: 10.50 OZ Width: 72" to 74" Blend: COTTON X POLY LY Color: Black		Sort No: Max Weave: 4/1 Satin Weight: 9.25 OZ Width: 73" to 75" Blend: COTTON X POLY LY Color: Indigo
	Sort No: Dakota Indigo Weave: Knit Dobby Weight: 10.50 OZ Width: 68" to 70" Blend: COTTON X Y Color: Indigo		Sort No: Charcool Weave: Twill Weight: 5.00 OZ Width: 65" ± 1" Blend: COTTON X POLY Color: Black

	<p>Sort No: Punch Black</p> <p>Weave: Twill</p> <p>Weight: 5.00 OZ</p> <p>Width: 65" ± 1"</p> <p>Blend: COTTON X</p> <p>Y</p> <p>Color: Indigo</p>	POL		<p>Sort No: Hector-Ecru</p> <p>Weave: Dobby Weight:</p> <p>9.50 OZ</p> <p>Width: 68" to 70"</p> <p>Blend: COTTON X POLY LY</p>
	<p>Sort No: Ferrari Black</p> <p>Weave: Dobby Weight:</p> <p>10.00 OZ</p> <p>Width: 72" to 74"</p> <p>Blend: COTTON X</p> <p>POLY LY</p> <p>Shade: Indigo</p>			<p>Sort No: Dabang</p> <p>Weave: Satin Width:</p> <p>54" to 56"</p> <p>Blend: COTTON X</p> <p>POLY LY</p> <p>Shade: Indigo</p>
	<p>Sort No: Casio Weave:</p> <p>Dobby Weight: 9.50</p> <p>OZ</p> <p>Width: 73" to 75"</p> <p>Blend: COTTON X</p> <p>POLY LY</p> <p>Shade: Indigo</p>			<p>Sort No: Fogg Weave:</p> <p>2/1 Twill Weight: 8.50</p> <p>OZ</p> <p>Width: 74" to 76"</p> <p>Blend: COTTON X</p> <p>POLY</p> <p>Shade: Indigo</p>
	<p>Sort No: SF-6002</p> <p>Color: Black Weight:</p> <p>9.50 OZ</p> <p>Width: 59+1</p> <p>Shrinkage: 24 ± 2%</p> <p>Weave: Dobby</p>			<p>Sort No: Max Weave:</p> <p>4/1 Satin Weight: 9.25</p> <p>OZ</p> <p>Width: 73" to 75"</p> <p>Blend: COTTON X</p> <p>POLY LY</p> <p>Weave: Indigo</p>

	Sort No: Ferrari Weave: Dobby Weight: 10.00 OZ Width: 72" to 74" Blend: COTTON X POLY LY Color: Indigo		Sort No: Titan Weave: Satin Width: 54" to 56" Blend: COTTON X POLY LY Color: Indigo
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	Sort No: Punch Weave: Twill Weight: 5.00 OZ Width: 65" ± 1" Blend: COTTON X POLY Color: Indigo		
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COMPETITIVE STRENGTHS:

We believe the following competitive strengths contribute to our success and position us well for future growth.

Promoters and Experienced Management

We believe that, leadership is the result of team work allowing issues and ideas to be developed, widening our competitive advantage. We have grown steadily under the vision, leadership and guidance of our promoters. Our promoters have played a key role in developing our business and we benefit from their industry expertise, vision and leadership. Also, they have been assisted by a team of experienced personnel. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities.

Cordial customer relationship

We are in the denim fabric Industry and fashion is time bound and any delay in meeting deadlines may result in loss to our business. Meeting customer deadlines and market trends on a consistent basis is important for our business. Our endeavour is to constantly try to address customer needs around a variety of products. Our existing customer relationships help us to get repeat business from our customers. This has helped us maintain a long-term working relationship with our customers and improve our customer retention strategy.

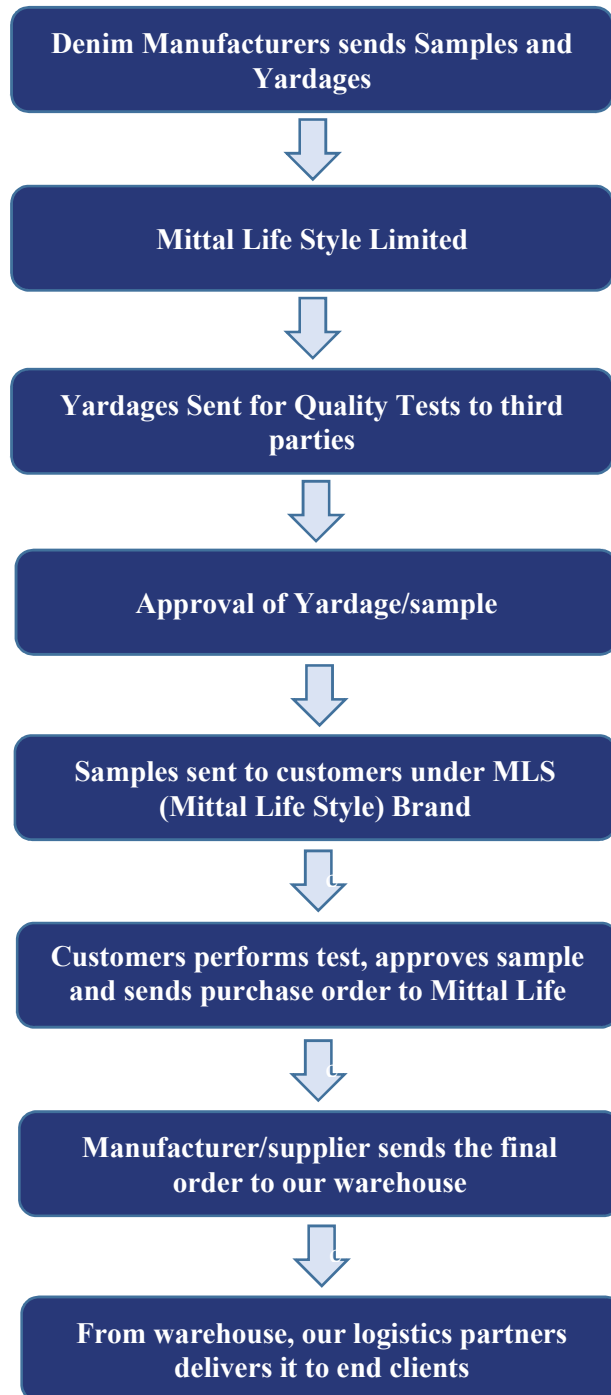
Existing relationship with suppliers

We have acquired denim fabric from several suppliers. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our relationships with our suppliers, we get quality and timely supplies of denim fabric. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

Customer Centric Business Model

Our Company focuses on Customer Satisfaction. The Progress achieved by us is the largely due to our ability to proactively understand customers requirements and changing customer preferences from time to time.

BUSINESS PROCESS FLOWCHART:



Customer Acquisition and Order Process Flow:**Sample Approval:**

Denim manufacturers send samples or yardages to our company for order approval. Our team conducts certain checks using third-party mills to measure the fabric density using a fabric reed pickcounter, which determines the number of warp (lengthwise) and weft (widthwise) threads per unit length. Once the samples meet our requirements, we place orders for the samples and yardages to share with our clients and potential clients.

Customer Acquisition:

As we are primarily engaged in B2B trading, our customers are generally Denim Apparel Manufacturers. We acquire customers through word of mouth/direct sales or by approaching potential customers. Both methods follow the same process, with the only difference being how customers are initially acquired.

Sales and Sample Presentation:

Our sales team identifies potential clients, typically jeans manufacturers. Approved sample yardages under the MLS brand are sent or presented to potential clients. Clients inspect and test the samples for their quality requirements.

Order Placement and Production:

Once the samples are approved by the client's quality team, they place orders with us. The order requirements are then shared with our suppliers for production according to customer specifications. We have partnerships with approximately 22 composite mills to manufacture denim fabric as per our needs and requirements.

Logistics and Warehousing:

We have tie-ups with 6 logistic companies to pick up denim fabric from various mills, stored at our Bhiwandi, Maharashtra warehouse and deliver it to our customers.

SWOT ANALYSIS

STRENGTHS	WEAKNESSES
<ul style="list-style-type: none">• Quality Product• Cordial Relationship with Customers, Suppliers and Employees• Experienced Management Team• Successful marketing strategies• Sufficient availability of denim fabric	<ul style="list-style-type: none">• Low Margins• Limited Geographical Reach at present• High Working capital requirements
OPPORTUNITIES	THREATS

<ul style="list-style-type: none"> • Huge Growth Potential in Domestic and International Market • Loyal Customers • Establish Own Brands 	<ul style="list-style-type: none"> • We operate in unorganized sector • Trade embargoes, changes in government policies • No entry barriers in our industry which puts us to • the threat of competition from new entrants
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COLLABORATIONS

We have not entered into any technical or other collaboration.

UTILITIES & INFRASTRUCTURE FACILITIES

Registered Office:

Our Registered office is located at Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai-400053, Maharashtra, which is well equipped with computer systems, servers, relevant software, other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Power

The requirement of power at our office is for lighting, air conditioning which is sourced from local power supplier.

Water

Water is required for human consumption and adequate water sources are available. The requirements are fully met at the existing premises.

Procurement of Material

We have tied up with about 22 composite mills which manufacture denim fabric. We procure denim fabric from them depending upon demand from our customers, streamlined processes, price factor and transportation costs and identifying better sources of supply.

Inventory Management

Our Company maintains the inventory at our warehouse located at Bhiwandi. We have also outsourced a part of our inventory management to third party namely Shiv Krupa Transport Solution who is also one of our logistics partner with proper stock assessment and monitoring with tabs kept on those inventory which are received and are dispatched.

Logistics

For providing different types and quality of denim fabric, our company has tied-up with about 22 Composite mills to get denim fabric manufactured as per our need and requirements. The Company has also tie-up with 6 logistic companies to pick denim fabric from various mills and warehouse at their premises.

Information Technology

We use Tally Prime multiuser software for our accounting, inventory management of fabrics & apparels and other purpose.

Quality Control

It is our endeavour to provide quality fabrics to our customers and we try to do that by purchasing quality fabrics. However, since we don't manufacture the fabrics, there might be some challenges sometimes.

HUMAN RESOURCES

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We have skilled and experienced personnel. As on March 31, 2024 we have 15 employees, including our directors and other staff. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, whereas execution of services within time and quality. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Details of our employees as on March 31, 2024 are as follows:

Department	No. of Employees
Top Management and KMP	3
Sales and Marketing	5
Finance and Accounts	3
Company Secretary	1
HR	1
Other Staff	2
Total	15

COMPETITION

Much of the market in which we operate is unorganized and fragmented with many small and medium-sized entities. We face substantial competition for trading in denim fabrics from other traders in domestic market. Our competition varies for different regions. We compete with other denim fabric traders on the basis of product range, product quality, and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most deals. We intend to continue competing vigorously to capture more market share and our growth in optimal way.

MARKETING

The efficiency of the marketing and sales network is critical success factor of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our marketing team along with our promoters through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the hiring network of our Company. In order to maintain good relation with our customers, our promoters and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency in repeat orders.

INSURANCE



Our existing insurance coverage includes protection for various aspects ensuring comprehensive risk management. We are confident that we have all essential insurance policies in place, aligned with industry norms. Regular reviews are conducted to ensure the adequacy of coverage. While we strive to minimize liability for damages, it's important to note that our insurance may not always provide full protection or be enforceable in every situation, potentially leaving us partially liable for damages.

IMMOVABLE PROPERTIES:

Sr. No.	Location of the property
1.	Unit No- 8 Ravikiran Premises Co-Operative Society Ltd, Ground Floor, Near Monginis, New Link Road, Andheri (W), Mumbai – 400053
2.	Unit No- 9 Ravikiran Premises Co-Operative Society Ltd, Ground Floor, Near Monginis, New Link Road, Andheri (W), Mumbai – 400053
3.	Bld. No- B, Gala No- 6, 7, 8A Jai Shree Ram Complex, Mankoli Dapode Road, Bhiwandi – 421302
4.	Bld. No- B, Gala No- 8B, 9, 10 Jai Shree Ram Complex, Mankoli Dapode Road, Bhiwandi – 421302

INTELLECTUAL PROPERTY

Intellectual property rights are important to our business, and we devote significant time and resources to their development and protection. We rely on a combination of trademark protection in India, as well as confidentiality procedures and contractual provisions to protect our intellectual property.

Sr. No	Trademark Type	Class	Trademark No	Validity
1		24	4068959	28/01/2029
2	“McAllen Paris”	25	4099736	26/02/2029
3		25	4132839	29/03/2029
4	“Mittalier London”	25	4099738	26/02/2029

OUR MANAGEMENT

Under our Articles of Association, we are required to have not less than 3 directors and not more than 15 directors, subject to Section 149 of the Companies Act, 2013. We currently have Six Directors on our Board. The composition of our Board is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.


The following table sets forth regarding our Board of Directors as on the date of this letter of offer other than Directorship in our Company:



Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorships
1.	Name: Mr. Brijeshkumar Jagdishkumar Mittal Age: 65 Years Father's Name: Mr. Jagdishkumar Kanhiyalal Mittal Designation: Managing Director Address: 602, Sky Deck CHS Ltd, Oberoi Complex, Nr. Laxmi Indl, New Link Rd, Andheri (West), Mumbai-400053. Occupation: Business Nationality: Indian Term: 5 years DIN: 02161984	Initial Appointment as Director on August 31, 2005 Appointed as Managing Director on October 03, 2017 Re-Appointed as Managing Director on October 02, 2022	1. JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited) 2. Denim Feb (Mumbai) Private Limited
2.	Name: Mr. Pratik Brijeshkumar Mittal Age: 34 Years Father's Name: Mr. Brijeshkumar Jagdishkumar Mittal Designation: Executive Director & Chief Financial Officer Address: 602, Sky Deck Tower, Oberoi Complex, Link Road, Andheri (West), Mumbai-400053. Occupation: Business Nationality: Indian Term: Retire by Rotation DIN: 05188126	Initial Appointment as Director on August 31, 2005 Appointed as Executive Director on October 03, 2017	1. JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited) 2. Denim Feb (Mumbai) Private Limited

Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorships
3	<p>Name: Mrs. Sudha Brijeshkumar Mittal</p> <p>Age: 63 Years</p> <p>Father' Name: Mr. Pratap Bhan Singhal</p> <p>Designation: Non-Executive Director</p> <p>Address: 601, Sky Deck, Oberoi Complex, Opp Link Road, Andheri (West), Mumbai-400053</p> <p>Occupation: Business</p> <p>Nationality: Indian Term: Retire by Rotation</p> <p>DIN:01353814</p>	Initial Appointment as Non- Executive Director on August 31, 2005	<p>1. JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited)</p> <p>2. Denim Feb (Mumbai) Private Limited</p>
4.	<p>Name: Mr. Prasun Muljibhai Modi</p> <p>Age: 63 Years</p> <p>Father's Name: Mr. Mulji Popatlal Modi</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: B 5 Haridwar, Mathurdas Road, Kandivali (West), Mumbai 400067.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: 5 years</p> <p>DIN: 07336581</p>	<p>Appointed as Non-Executive Independent Director w.e.f September 04, 2017</p> <p>Re-Appointed as Non-Executive Independent Director w.e.f September 03, 2022</p>	1. Fristine Infotech Private Limited
5.	<p>Name: Mr. Praful Jadavji Shah</p> <p>Age: 64 Years</p> <p>Father' Name: Mr. Jadavji Girdharlal Shah</p> <p>Designation: Non-Executive Independent Director</p>	Appointed as Non-Executive Independent Director w.e.f September 03, 2022	NIL

Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorships
	Address: A-23, Venus CHS Ltd, 100 Feet Road, Maitree Park, Near Angel Auto garage, Vasai (West), Thane 401202. Occupation: Business Nationality: Indian Term: 5 years DIN: 07927339	Re-Appointed as Non-Executive Independent Director w.e.f September 03, 2022	
6.	Name: Mr. Vishnu Banwarilal Sharma Age: 42 Father' Name: Mr. Banwarilal Sharma Designation: Director Address: Room No 16, Navjivan Society, Singh Estate Road No 3, Near Thakur College, Samata Nagar, Kandivali (East) Mumbai Maharashtra 400101 Occupation: Business Nationality: Indian Term: 5 Years DIN: 08735262	Appointed as Non-Executive Independent Director on April 19, 2020.	NIL

BRIEF BIOGRAPHIES OF OUR DIRECTORS

	<p>Mr. Brijeshkumar Jagdishkumar Mittal, aged 65 years, is the Promoter and Managing Director of our Company. He started his career in 1985 by establishing three concerns namely Brijesh Kumar and Co, J.K. Prints and Sudha Enterprises. He has experience of over 35 years in the field of Textiles and whose indigenous passion for quality fabrics dates back to 1985. He provides strategic direction in selection of high end fabrics to cater to various customers. He is looking after policy matters, marketing and overall administration of our Company. His role in the Company as Managing Director of the Company is most suitable considering his present role in the Company's day to day management.</p>
	<p>Mr. Pratik Brijeshkumar Mittal, aged 34 years, is the Promoter, Executive Director & Chief Financial Officer of our Company. He has done his Post Graduation from NMIMS, Mumbai in Family Business Management. He joined our Company in 2014 and has given a complete new direction to the Company. He has been successful in implementing new strategies and to push the sales of our company to new heights, minimize human error and improve service standards for 100% buyer satisfaction.</p>
	<p>Mrs. Sudha Brijeshkumar Mittal, aged 63 years, is the Non-Executive Director of our Company. She heads the HR Department of the Company. She is supported by a team of experienced professionals. She supports the operations by supervising staff, planning, organizing and implementing administrative function.</p>
	<p>Mr. Prasun Muljibhai Modi, aged 63 years, is the Non-Executive & Independent Director of our Company. He holds bachelor's degree in Commerce and Law. He has over 18 years of experience in textile indenting agent services. He has established a web designing Company named Frisline Infotech Private Limited which is engaged in business of web designing.</p>

	<p>Mr. Praful Jadavji Shah, aged 64, is the Non-Executive & Independent Director of our Company. He has over 24 years of experience in textile indenting agent services. He is also engaged in business of semi-wholesaler of textile.</p>
	<p>Mr. Vishnu Banwarilal Sharma has over 20 years of extensive experience in stock broking and capital market investments, along with substantial expertise in the textile industry.</p>

SENIOR MANAGEMENT PERSONNEL AND KEY MANAGERIAL PERSONNEL

In addition to Mr. Brijeshkumar Jagdishkumar Mittal, Chairman and Managing Director, Mr. Pratik Brijeshkumar Mittal, Executive Director and Chief Financial Officer of our Company whose details are provided in heading titled “Board of Directors” and Mr. Ankitsingh Ganeshsingh Rajpoot, the Company Secretary and Compliance Officer of our Company, our company do not have any other senior management personnel.

Mr. Brijeshkumar Jagdishkumar Mittal *(Promoter and Managing Director)*

Mr. Brijeshkumar Jagdishkumar Mittal, aged 65 years, is the Promoter and Managing Director of our Company. He started his career in 1985 by establishing three concerns namely Brijesh Kumar and Co, J.K. Prints and Sudha Enterprises. He has experience of over 35 years in the field of Textiles and whose indigenous passion for quality fabrics dates back to 1985. He provides strategic direction in selection of high end fabrics to cater to various customers. He is looking after policy matters, marketing and overall administration of our Company. His role in the Company as Managing Director of the Company is most suitable considering his present role in the Company’s day to day management.

Mr. Pratik Brijeshkumar Mittal *(Promoter, Executive Director and Chief Financial Officer)*

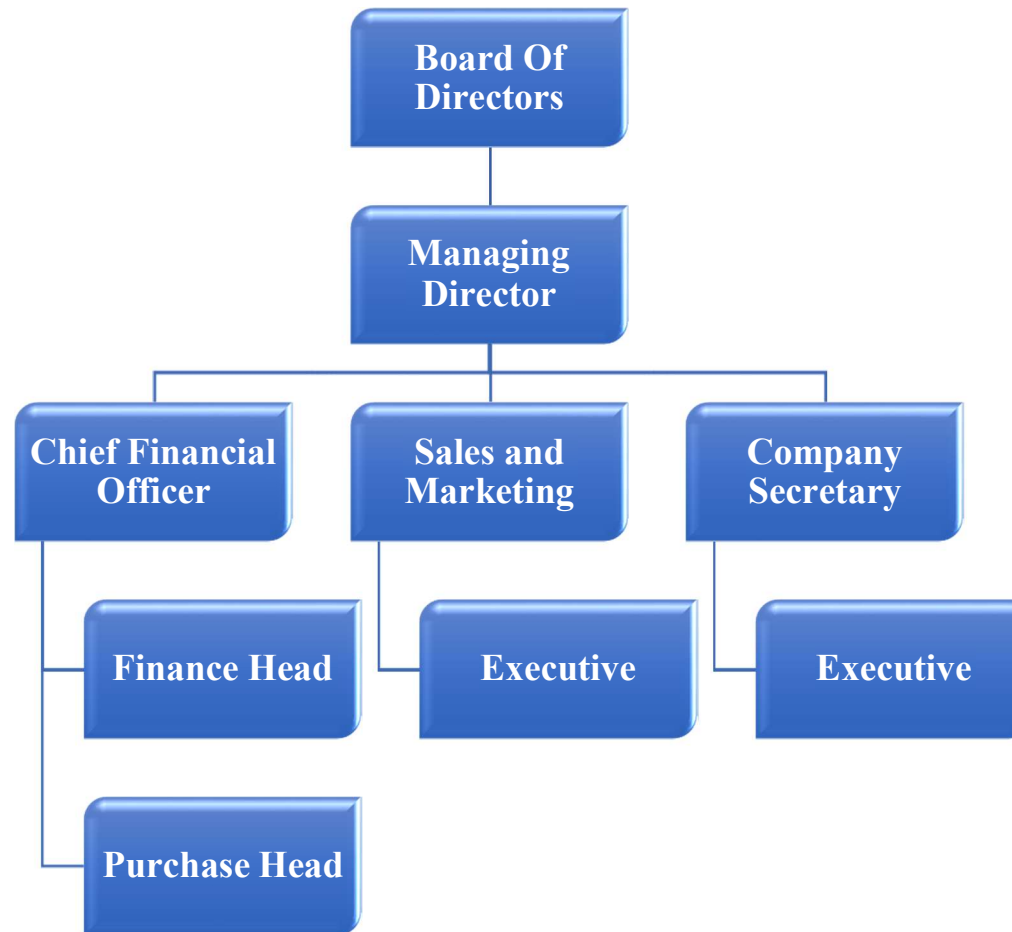
Mr. Pratik Brijeshkumar Mittal, aged 34 years, is the Promoter, Executive Director & Chief Financial Officer of our Company. He has done his Post Graduation from NMIMS, Mumbai in Family Business Management. He joined our Company in 2014 and has given a complete new direction to the Company by heading different projects. He has been successful in implementing new strategies and to push the sales of our company to new heights, minimize human error and improve service standards for 100% buyer satisfaction. He also got the opportunity to start his own business in E-Commerce sector and has gained immense knowledge and experience from it.

Mr. Ankitsingh Ganeshsingh Rajpoot, *(Company Secretary & Compliance Officer)*

Mr. Ankitsingh Ganeshsingh Rajpoot,

Mr. Ankitsingh Ganeshsingh Rajpoot is a qualified Company Secretary and has also cleared intermediate level of examination conducted by the Institute of Chartered Accountants of India. He has wide knowledge in the field of Corporate Governance, Accounts and taxation.

ORGANIZATIONAL STRUCTURE



Confirmations:

1. None of our Directors is or was a director of any listed company during the last five years immediately preceding the date of filing of this Letter of Offer, whose shares have been or were suspended from being traded on any stock exchanges, during the term of their directorship in such company.
2. None of our Directors, is or was a director of any listed company which has been or was compulsorily delisted from the stock exchanges, during the term of their directorship in such company, in the last 10 years immediately preceding the date of filing of this Letter of Offer.

SECTION V: FINANCIAL INFORMATION
FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT

To the members of
MITTAL LIFE STYLE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Mittal Life Style Limited** (the "Company"), which comprise the Balance Sheet as at **March 31, 2024**, the Statement of Profit and Loss (including other Comprehensive Income), and the statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act, and other accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2024**, its *profit* and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the **financial** statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 121 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- 121 Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 121 Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the **financial** statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the **financial** statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The financial statement dealt with by this report is in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid **financial** statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has no pending litigations which would impact its financial position which are not disclosed in the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
111. There are no amounts, that are required to be transferred, to the Investor Education and Protection Fund by the Company

IV.

- a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v. No Dividends has been declared by the company during the financial year

- h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the company has paid managerial remuneration within the limit prescribed by section 197 for maximum permissible managerial remuneration provided to the directors of the company.

For CA Akhilesh Pandey & Co
Chartered Accountants
Firm Registration No. 126433W

Sd/-

CA Akhilesh Kumar Pandey
Partner
Membership No. 119559
UDIN: 24119559BKAGDY7991
Place: Mumbai
Date: 6th May 2024

"Annexure A" to the Independent Auditors' Report

Report as required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date).

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2024, we report the following:

- i.
 - (a)
 - (A) The Company has proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) the company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
 - (b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.
 - (c) The company does not hold any immovable property which is not held in the name of the company.
 - (d) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
 - (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- ii.
 - (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on such verification.
 - (b) The company has been sanctioned working capital limits in excess of five crore rupees, the quarterly statement filed by the company with Bank are in agreement with the books of accounts.
- iii. During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.
- iv. The company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.
- v1. As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.
- vii.
- (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2024 for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanations given to us, there are not any statutory dues referred in sub-clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.
- v11. In our opinion and according to the information and explanations given to us, there are no transaction which are not recorded in the books of account & have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

IX.

- (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
- (b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x.

- (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the company has made preferential allotment of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have not been complied with. The funds are not being utilized for the purpose for which they have been raised by the company.

xi.

- (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year. Therefore, the provisions of Clause (xi) (a) of paragraph 3 of the order are not applicable to the Company
- (b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. (c) As auditor, we did not receive any whistle blower complaint during the year. Therefore, the provisions of Clause (xi) (b) of paragraph 3 of the order are not applicable to the Company

xii. The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.

xiii. As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable Indian Accounting Standards. Identification of related parties were made and provided by the management of the company. **(Refer Note no: 23 of Financial Statement)**

xiv. The company is a listed entity and covered by section 138 of the Companies Act, 2013. The company has duly complied the provisions of Clause (xiv) (a) and (b) of paragraph 3 of the order.

xv. The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.

- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
 - (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
 - (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - (d) As per the information and explanations received, the group does not have any CIC as part of the group.
- xvii. The company has not incurred cash loss in current financial year as well in immediately preceding financial year.
- xviii. There has been no resignation of the previous statutory auditors during the year. Therefore, the provisions of Clause (xviii) of paragraph 3 of the order are not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. **(Refer Note no: 33 of Financial Statement)**
- xx. The provisions of Section 135 are not applicable to company during the current financial year therefore, the provisions of Clause (xx) (a) and (b) of paragraph 3 of the order are not applicable to the Company.
- xxi. The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For CA Akhilesh Pandey & Co
Chartered Accountants
Firm Registration No. 126433W

Sd/-

CA Akhilesh Kumar Pandey
Partner
Membership No. 119559
UDIN: 24119559BKAGDY7991
Place: Mumbai
Date: 6th May 2024

"Annexure B" to the Independent Auditors' Report on the financial statements of Mittal Life Style Limited

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (Referred to in paragraph I(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to **financial** statements of **Mittal Life Style Limited** ("the Company") as of **31 March 2024** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at **31 March 2024**, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For CA Akhilesh Pandey & Co
Chartered Accountants
Firm Registration No.126433W

Sd/-
CA Akhilesh Kumar Pandey
Partner
Membership No.119559
UDIN: 24119559BKAGDY7991
Place: Mumbai
Date: 6th May 2024

MITTAL LIFE STYLE LIMITED			
CIN : L18101MH2005PLC155786			
Balance Sheet as at March 31, 2024			
(Amount in Lakh Rs`)			
Particulars		As at 31.03.2024	As at 31.03.2023
ASSETS			
1 Non current assets			
a Property, Plant and equipment	1	150.82	101.62
Total Non Current Assets		150.82	101.62
2 Current assets			
a Inventories	2	334.38	237.06
b Financial Asset			
(i) Investment	3	1007.75	978.34
(ii) Trade receivable	4	2207.54	1782.96
(iii) Cash & cash equivalent	5	56.93	177.65
c Deferred Tax Asset (Net)	6	3.18	8.78
d Other Current asset	7	23.11	75.80
Total Current Assets		3632.89	3260.59
		3783.71	3362.21
EQUITY AND LIABILITIES			
1 Equity			
a Equity Share Capital	8	2959.34	2959.34
b Other Equity	9	313.42	139.32
Total Equity		3272.76	3098.66
2 Liabilities			
Non-current liabilities			
a Financial Liabilities			
(i) Borrowings	10	0.00	0.00
Total Non-Current Liability		0.00	0.00
Current Liability			
a Financial Liabilities			
(i) Borrowings	11	78.25	0.00
(ii) Trade Payables	12	417.72	248.70
b Other Current liability	13	1.43	9.91
c Short term provision	14	13.55	4.94
Total Current Liabilities		510.95	263.55
TOTAL		3783.71	3362.21
Significant Accounting Policies and Notes to Accounts	I & II and 1 to 34		
As per our report of even date		For and on behalf of the Board of Directors of Mittal Life Style Limited	
For Akhilesh Pandey & Co			
Chartered Accountants			
Firm Registration No. 126433W			
		Sd/-	Sd/-
		Brijeshkumar Mittal	Pratik Mittal
		Managing Director	Director & CFO
		DIN : 02161984	DIN : 05188126
Sd/-			
CA Akhilesh Kumar Pandey			
Partner			
Membership No. 119559			
		Sd/-	
		Ankit Rajpoot	
		Company Secretary	
		M. No. A49998	
Place : Mumbai			
Date : May 06th, 2024			

MITTAL LIFE STYLE LIMITED			
CIN : L18101MH2005PLC155786			
Statement of Profit & Loss for the year ended March 31, 2024			
(Amount in Lakh Rs `)			
Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from Operations	15	6737.84	6357.00
Other Income	16	150.81	25.97
Total Income		6888.66	6382.97
Expenditure			
Operating Expenses	17	6575.67	6359.84
Changes in Inventories	18	-97.33	-155.38
Employee Benefits	19	50.23	36.52
Finance Costs	20	3.72	12.93
Depreciation and Amortization Expenses	1	20.58	8.89
Other Expenses	21	119.32	51.61
Total Expenditure		6672.20	6314.41
Profit / (Loss) before Prior Period/Exceptional Items		216.46	68.56
Exceptional Item		-	-
Prior period expenses		-	-
Profit / (Loss) before Tax		216.46	68.56
Less: Income Tax		-41.00	-17.25
Less: Deferred Tax		-5.60	4.59
Less: Short/Excess Provision for Tax		1.72	-3.32
Profit / (Loss) after Tax		171.58	52.57
Other Comprehensive Income			
A (i) Items that will not be reclassified to Profit or Loss, Fair value changes on investments, net Tax impact on above		36.85	-21.66
Total Other Comprehensive Income		36.85	-21.66
Total Comprehensive Income		208.42	30.91
Significant Accounting Policies and Notes to Accounts	I & II and 1 to 34		
As per our report of even date		For and on behalf of the Board of Directors of Mittal Life Style Limited	
For Akhilesh Pandey & Co			
Chartered Accountants			
Firm Registration No. 126433W			
Sd/-		Sd/-	Sd/-
CA Akhilesh Kumar Pandey		Brijeshkumar Mittal	Pratik Mittal
Partner		Managing Director	Director & CFO
Membership No. 119559		DIN : 02161984	DIN : 05188126
Sd/-		Sd/-	
CA Akhilesh Kumar Pandey		Ankit Rajpoot	
Partner		Company Secretary	
Membership No. 119559		M. No. A49998	
Place : Mumbai			
Date : May 06th, 2024			

MITTAL LIFE STYLE LIMITED				
CIN : L18101MH2005PLC155786				
Cash Flow Statement for the year ended 31st March, 2024				
(Amount in Lakhs`)				
Particulars	As at March 31, 2024		As at March 31, 2023	
<u>A. Cash Flow From Operating Activities:</u>				
Net Profit / (Loss) Before Tax		216.46		68.56
<u>Adjustment for:</u>				
Depreciation and Amortization	20.58	-	8.89	-
Finance Cost	3.72	-	12.93	-
Gains on Sale of Fixed Assets	-1.43	-	-25.58	-
Gains on Sale of Mutual Funds	-149.38	-	-	-
Provision for Gratuity	0.65	-	-	-
		-125.86	-	-3.76
Operating Profit /(Loss) before Working Capital Changes		90.60	-	64.79
<u>Adjustment for:</u>				
Changes in Inventories	-97.33	-	-155.38	-
Changes in Other Current Assets	18.36	-	0.13	-
Changes in Trade and Other Recievables	-424.57	-	-721.51	-
Changes in Trade payable and Short Term Borrowings	247.28	-	-39.19	-
Changes in Other Current Liabilities	-8.48	-	-56.47	-
		-264.75		-972.42
Cash Generated From Operation:	-	-174.15	-	-907.62
Direct tax paid	-	-31.31	-	-20.58
Net Cash From Operating Activities before exceptional items		-205.46		-928.20
Exceptional Items		-		-
Net Cash From Operating Activities:	-	-205.46	-	-928.20
<u>B. Cash flow from Investing Activities:</u>				
Purchase of Property Plant & Equipments	-70.35	-	-96.75	-
Purchase of Mutual Funds	-1,136.00	-	-775.00	-
Sale of Mutual Funds	1,143.43	-	475.52	-
Gain on Sale of Mutual Funds	149.38	-	25.58	-
Sale of Fixed Asset	2.00	-	-	-
		-	-	-370.65
Net Cash from/ (used in) Investing Activities	-	88.46	-	-370.65
<u>C. Cash flow from Financing Activities:</u>				
Issue of Equity Shares	-	-	1,465.89	-
Share Premium Net of issue Expenses	-	-	-	-
Finance Cost	-3.72	-	-12.93	-
Net cash used in Financing activities	-	-3.72	-	1,452.96
Net Increase In cash & Cash equivalents (A+B+C)	-	-120.73	-	154.11
Cash & Cash equivalents-Opening Balances	-	177.65	-	23.54
Balance Cash & Cash equivalents-Closing Balances	-	56.93	-	177.65
Note :- The Cash flow statement has been prepared under Indirect Method as setout in Accounting Stanadard -3 (revised) - "Cash Flow Statement " issued by Institute of Chartered Accountants of India.				
As per our report of even date		For and on behalf of the Board of Directors of Mittal Life Style Limited		
For Akhilesh Pandey & Co				
Chartered Accountants				
Firm Registration No. 126433W				
		Sd/-	Sd/-	
		Brijeshkumar Mittal	Pratik Mittal	
		Managing Director	Director & CFO	
		DIN : 02161984	DIN : 05188126	
Sd/-				
CA Akhilesh Kumar Pandey				
Partner				
Membership No. 119559				
		Sd/-		
		Ankit Rajpoot		
		Company Secretary		
		M. No. A49998		
Place : Mumbai				
Date : May 06th, 2024				

I SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS**(I) Reporting entity:**

Mittal Lifestyle Limited (the 'Company') was incorporated on 31 August, 2005 as Private Limited Company under the Companies Act 1956 and the same was converted in Public Limited Company on 22 November, 2017. The company is engaged mainly in supply of Bottom weight Fabrics & Denims. The company has tied-up with about 16 Composite mills to get denim fabric manufactures as per its need and requirements. The Company is listed on Main Platform of National Stock Exchange (NSE).

(II) Basis of Preparation:**(A) Statement of Compliance**

These financial statements are prepared on accrual basis of accounting in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 (The Act)[Companies (Indian Accounting Standards) Rules, 2015 & Companies (Indian Accounting Standards) Amendment Rules, 2016] and other applicable provisions of the Act as amended and the Guidance note issued by ICAI. These are the Company's first Ind AS financial statements and Ind AS 101 'First Time Adoption of Indian Accounting Standards', has been applied.

For all the periods upto and including March 31, 2024, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India, Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the Companies Act, 2013 (to the extent notified and applicable), applicable provisions of the Companies Act, 1956.

Annexures I, II, III, IV explains how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The above Accounts have been prepared on going concern basis as the management is confident of meeting its obligation based on profit made by the Company in the Current Year and the Previous year.

(B) Basis of Measurement

The financial statements have been prepared on accrual basis of accounting under historical cost convention, except for following financial assets and financial liabilities which are measured at fair value:

- Certain financial assets and liabilities measured at fair value.

The methods used to measure fair values are as follows:

- FAIR VALUATION MEASUREMENT**(i) Fair Value Hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the following three levels prescribed under Ind AS-113 "Fair Value Measurements"

Level 1:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and traded bonds that have quoted price. The fair value of all equity instruments including bonds which are traded in the recognised Stock Exchange and money markets are valued using the closing prices as at the reporting date.

Level 2:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3:

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This includes security deposits / retention money and loans at below market rates of interest.

(C) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency.

(D) Use of estimates and management judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures including contingent assets and liabilities at the Balance Sheet date. The estimates and management's judgements are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

(III) SIGNIFICANT ACCOUNTING POLICIES :

A summary of the significant accounting policies applied in the preparation of financial statements as given below have been applied consistently to all periods presented in the financial statements.

1 Property, Plant and Equipment (PPE)

Property, Plant and Equipment up to March 31, 2019 were carried in the Balance Sheet in accordance with Indian GAAP. The Company has elected to avail the exemption granted by IND AS 101, "First time adoption of IND AS" to regard those amounts as deemed cost at the date of the transition to IND AS (i.e. as on April 1, 2019).

- b) An item of PPE is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
- c) PPE are initially measured at cost of acquisition/construction including decommissioning or restoration cost as estimated by management wherever required.
- d) After initial recognition, Property, Plant and Equipment is carried at cost less accumulated depreciation/ amortisation and accumulated impairment losses, if any.
- e) Spares parts (procured along with the Plant & Machinery or subsequently) which meet the recognition criteria are capitalized. The carrying amount of those spare parts that are replaced is derecognized when no future economic benefits are expected from their use or upon disposal. Other spare parts are treated as "stores & spares" forming part of the inventory.

2 Investments in subsidiaries and joint ventures

Company do not have any investment in Subsidiary and Joint Ventures

3 Financial assets other than investment in subsidiaries and joint ventures

A financial asset includes inter-alia any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another financial asset or to exchange financial asset or financial liability under conditions that are potentially favourable to the Company. A financial asset is recognized when and only when the Company becomes party to the contractual provisions of the instrument.

Financial assets of the Company comprise Cash and Cash Equivalents, Bank Balances, Investments in equity shares of companies other than in subsidiaries & joint ventures, Trade Receivables, Advances to employees/ contractors, security deposit, claims recoverable etc.

a) Classification

The Company classifies its financial assets in the following categories:

- at amortised cost,
- at fair value through other comprehensive income (FVTOCI)

The classification depends on the following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss or Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

b) Initial recognition and measurement

All financial assets except trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or Loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

The Company measures the trade receivables at their transaction price, if the trade receivables do not contain a significant financing component.

c) Subsequent measurement

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Debt instrument at Fair Value through Other Comprehensive Income (FVTOCI)

A 'debt instrument' is classified as at FVTOCI if both the following criteria are met:

- i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- ii) The asset's contractual cash flows represent SPPI.

Debt instruments at fair value through Other Comprehensive Income are measured at each reporting date at fair value. Fair value movements are recognized in Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses, reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest income from these financial assets is included in other income using the EIR method.

Equity investments

All equity investments in entities other than subsidiaries and joint ventures are measured at fair value. Equity instruments which are held for trading, if any, are classified at Fair Value Through Profit or Loss (FVTPL). For all other equity instruments, the Company classifies the same as at FVTOCI. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

All fair value changes on an equity instrument classified at FVTOCI, are recognized in the OCI. There is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the company's right to receive payments is established.

Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in the Statement of Profit and Loss.

d) Derecognition

A financial asset is derecognised only when:

- i) The Company has transferred the rights to receive cash flows from the financial asset, or
- ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

e) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

- i) Financial assets that are debt instruments, and are measured at amortised cost.
- ii) Financial assets that are debt instruments and are measured as at FVTOCI
- iii) Contract Assets under Ind AS 11, Construction Contracts
- iv) Lease Receivables under Ind AS 17, Leases.
- v) Trade Receivables under Ind AS 18, Revenue.

The Company follows 'simplified approach' permitted under Ind AS 109, "Financial Instruments" for recognition of impairment loss allowance on contract assets, lease receivables and trade receivables resulting from transactions within the scope of Ind AS 11, Ind AS 17 and Ind AS 18, which requires expected life time losses to be recognised from initial recognition of the receivables.

For recognition of impairment loss on other financial assets, the Company assesses whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL. The amount of expected credit loss (or reversal) for the period is recognized as expense/income in the Statement of Profit and Loss.

5 Dividends

Dividends and interim dividends payable to the Company's shareholders are recognised as change in equity in the period in which they are approved by the Company's shareholders and the Board of Directors respectively.

6 Financial liabilities

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company.

The Company's financial liabilities include loans & borrowings, trade and other payables.

a) Classification, initial recognition and measurement

Financial liabilities are recognised initially at fair value minus transaction costs that are directly attributable and subsequently measured at amortised cost. Financial liabilities are classified as subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion, over the period of the borrowings using the effective rate of interest.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

b) Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion, when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

7 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the 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. The expense relating to a provision net of any reimbursement is presented in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of management/ independent experts. These are reviewed at each Balance Sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

8 Employee Benefit

1. Short Term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed or included in the carrying amount of an asset if another standard permits such inclusion as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term performance related cash bonus if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably

2. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into separate trusts and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss or included in the carrying amount of an asset if another standard permits such inclusion in the periods during which services are rendered by employees. Contributions to a defined contribution plan that is due more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

Employees Defined Contribution Superannuation Scheme (EDCSS) for providing pension benefits and contribution to Social Security Scheme are accounted as defined contribution plan.

3. Defined Benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's Gratuity Scheme, Retired Employees Health Scheme (REHS), Provident Fund Scheme, Allowance on Retirement/Death and Memento on Superannuation to employees are in the nature of defined benefit plans.

The liability or asset recognised in the Balance Sheet in respect of Gratuity, Retired Employees Health Scheme and Provident Fund Scheme is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuary using the Projected Unit Credit Method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss or included in the carrying amount of an asset if another standard permits such inclusion.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

4. other Long Term employee benefit

Benefits under the Company's leave encashment scheme constitute other long term employee benefits.

The Company's net obligation in respect of long-term employee benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the Projected Unit Credit Method. Contributions to the scheme and actuarial gains or losses are recognised in the Statement of Profit and Loss or included in the carrying amount of an asset if another standard permits such inclusion in the period in which they arise.

5. Termination benefit

The expenses incurred on terminal benefits in the form of ex-gratia payments and notice pay on voluntary retirement schemes are charged to the Statement of Profit and Loss in the year of incurrence of such expenses

9 Revenue Recognition and Other Income

- a) Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised

Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below:

- b)
- Step 1: Identify the contract with the customer
 - Step 2: Identify the performance obligations in the contract
 - Step 3: Determine the transaction price
 - Step 4: Allocate the transaction price to the performance obligations
 - Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- c)
- Revenue from sales of goods is recognised on output basis measured by units delivered, number of transactions etc.
 - Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.
 - Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

- d) Revenue from related party is recognised based on transaction price which is at arm's length.
- e) The company recognizes Project cost in the Profit and Loss Account in respect of sales of flats on progress of construction based on technical certificate for which revenue is recognized as stated in to note 2 above.
- f) Dividend income is recognized when right to receive the same is established.
- g) Interest/Surcharge recoverable from customers and liquidated damages /interest on advances to contractors is recognised when no significant uncertainty as to measurability and collectability exists

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying tangible assets 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 they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Capitalisation of borrowing cost ceases when substantially all the activities necessary to prepare the qualifying tangible assets for their intended use are complete.

11 Depreciation & Amortisation

- a) Depreciation on additions to /deductions from Property, Plant & Equipment (PPE) during the year is charged on pro-rata basis from / up to the date on which the asset is available for use / disposal.
- b) Depreciation in respect of items of PPE is charged on Written Down Method based on the life and residual value (5%) given in the Schedule II of the Companies Act, 2013

12 Impairment of non-financial assets other than inventories

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss.

13 Income Taxes

Income tax expense comprises current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case the tax is also recognised directly in equity or in other comprehensive income.

a) Current tax

i) The current tax is the expected tax payable on the taxable income for the year on the basis of the tax laws applicable at the reporting date and any adjustments to tax payable in previous years. Taxable profit differs from profit as reported in the Statement of Profit and Loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible (permanent differences).

ii) Additional income taxes that arise from the distribution of dividends are recognised at the same time that the liability to pay the related dividend is recognised.

b) Deferred tax

i) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unused tax losses and unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of an asset or liability in a transaction that at the time of the transaction affects neither the taxable profit or loss nor the accounting profit or loss.

ii) The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

iii) Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Balance Sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would flow in the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

iv) Deferred tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity.

v) Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

vi) Deferred tax recovery adjustment account is credited/ debited to the extent the deferred tax for the current period which forms part of current tax in the subsequent periods and affects the computation of return on equity (ROE), a component of tariff.

14 Segment Reporting

In accordance with Ind AS 108 – Operating Segment, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance. The Board of Directors is collectively the Company's "Chief Operating Decision Maker" or "CODM" within the meaning of Ind AS 108.

- b) Dealing in supply of Bottom weight Fabrics & Denims is the principal business activity of the Company.

15 Statement of Cash Flows

a) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

- b) Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS 7- 'Statement of Cash Flows'.

15 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

a) An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

b) A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

16 Inventories :-

Inventories is valued at lower of cost or net realisable value.

Mittal Lifestyle Limited

Note 1

FIXED ASSETS SCHEDULE AS ON 31/03/2024

Depreciation As Per Companies Act.

(Amount in Lakhs)

NAME OF THE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON	ADDITION	(DEDUCTION)	AS ON	AS ON	FOR THE	DEDUCTION	AS ON	AS ON	AS ON
	01/04/2023	YEAR		31/03/2024	01/04/2023	YEAR		31/03/2024	31/03/2024	31/03/2023
Plant and Machinery	10.22	0.13	0.00	10.35	9.04	0.55	0.00	9.60	0.75	1.18
Furniture and Fixures	3.16	0	0.00	3.16	2.52	0.17	0.00	2.69	0.47	0.64
Motor Car	81.79	68.81	0.57	150.03	75.70	14.54	0.00	90.24	59.79	6.09
Computer	5.15	0.21	0.00	5.35	5.09	0.06	0.00	5.15	0.20	0.06
Mobile	4.88	1.21	0.00	6.09	2.20	0.48	0.00	2.69	3.40	2.68
Building (Gala)	95.02	0	0.00	95.02	4.20	4.42	0.00	8.62	86.40	90.82
Electrical Equipment	0.18		0.00	0.18	0.03	0.35	0.00	0.38	-0.20	0.15
Total	200.40	70.35	0.57	270.19	98.78	20.58	0.00	119.37	150.82	101.62

FIXED ASSETS SCHEDULE AS ON 31/03/2023

Depreciation As Per Companies Act.

NAME OF THE ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON	ADDITION	(DEDUCTION)	AS ON	AS ON	FOR THE	DEDUCTION	AS ON	AS ON	AS ON
	01/04/2022	YEAR		31/03/2023	01/04/2022	YEAR		31/03/2023	31/03/2023	31/03/2022
Plant and Machinery	9.46	0.76	0.00	10.22	8.31	0.73	0.00	9.04	1.18	1.15
Furniture and Fixures	2.95	0.21	0.00	3.16	2.34	0.18	0.00	2.52	0.64	0.61
Motor Car	81.79	0.00	0.00	81.79	72.93	2.77	0.00	75.70	6.09	8.86
Computer	9.46	0.57	0.00	10.03	6.72	0.58	0.00	7.29	2.73	2.74
Building (Gala)	0.00	95.02	0.00	95.02	0.00	4.20	0.00	4.20	90.82	0.00
Electrical Equipment	0.00	0.18	0.00	0.18	0.00	0.03	0.00	0.03	0.15	0.00
Total	103.66	96.75	0.00	200.40	90.30	8.48	0.00	98.78	101.62	13.36

MITTAL LIFE STYLE LIMITED

II

1 Property, Plant and Equipment:

Particulars	31st March 2024	31st March 2023
Fixed Assets (net) (refer Note No.1A)	150.82	101.62
Total	150.82	101.62

2 Inventories

Particulars	31st March 2024	31st March 2023
Finished Goods	334.38	237.06
Total	334.38	237.06

3 Financial Asset -Current Investement

Particulars	31st March 2024	31st March 2023
Financial Asset		
Investment in Mutual Funds		
Motilal Oswal Mutual Funds	210	201.91
Tata Mutual Funds	-	776.43
Icici Prudential Constant Maturity Gilt-DP	189	-
ICICI Prudential Gilt Fund - Direct - Growth	435	-
ICICI PRU LIQUID FUND-DIRECT-GROWTH	132	-
ICICI S&P BSE Sensex Index Fund Direct-Plan Growt	41	-
Total	1007.75	978.34

4 Trade Receivable

Particulars	31st March 2024	31st March 2023
Lease Debtor (Considered Good)		
1. Less than six months	1909.72	1782.96
2. More than six months	297.81	0
Total	2207.54	1782.96

For ageing, refer to Schedule 4.1 attacehd after Note No. 34

5 Cash and Cash Equivalent:

Particulars	31st March 2024	31st March 2023
Cash on Hand	26.13	23.51
Balances with Banks	30.81	154.14
Total	56.93	177.65

6 Deferred Tax Assets (net)

Particulars	31st March 2024	31st March 2023
Deferred Tax Asset	3.18	8.78
Total	3.18	8.78

7 Other Current Assets

Particulars	31st March 2024	31st March 2023
TDS Receivables	-	
TCS Credit	0.95	
GST Credit	11.16	13.04
Advance Tax	0.00	
Authorised Share Capital Raise Expenses	9.50	14.25
Prepaid Expenses	-	33.58
Deposit Receivable	-	14.93
Mercedes Benz	1.50	
Total	23.11	75.80

8 Equity Share Capital:

Particulars	31st March 2024	31st March 2023
Authorised 300,000,000 Equity Shares of ` 1/- each (300,000,000)	3000.00	3000.00
	3000.00	3000.00
Issued, Subscribed & Paid up Capital 29,59,33,850 Equity shares of Re. 1/- each fully paid-up (March 2023 : 2,95,93,385 Equity Shares of Rs.10/- each fully paid-up)	2959.34	2959.34
Total	2959.34	2959.34

8.1 The details of Shareholders holding more than 5% shares including associates:-

Name of Shareholders	As at 31st March 2024		As at 31st March 2023	
			No of Shares	% held
Brijesh Kumar Mittal	1,46,55,062	4.95%	22,35,196	7.55%
Brijesh Kumar Mittal (H.U.F)	3,36,57,940	11.37%	53,10,168	17.94%
Pratik Brijeshkumar Mittal	1,17,29,090	3.96%	20,25,700	6.85%
JK Infrasel Private Limited (Formerly known as JK Denim Fab Private Limited)	2,84,59,243	9.62%	60,00,000	20.27%
Denim Feb (Mumbai) Private Limited.	1,49,37,890	5.05%	30,01,068	10.14%
Govind Ram Patodia	1,80,00,000	6.08%	18,00,000	6.08%

8.2 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March 2024	As at 31st March 2023
No. Equity Shares of Face Value of ` Rs. 10 Each at the beginning of the year (Previous Year Rs.10/- Each Share)	2,95,93,385	1,49,34,448
Amount of paid up Capital At the beginning of the Year	2959.34	1493.44
No. Equity Shares of Face Value of ` Re. 1/- Each at the Close of the Year (Previous Year ` Rs. 10/-)	29,59,33,850	2,95,93,385
Amount of paid up Capital at the end of the Year	2959.34	2959.34

Notes

Company has split the equity shares of Rs. 10/- each to Re. 1/- each in the month of November, 2023.

There are no Shares with differential Voting rights.

The company has only one class of equity shares having par value of Re. 1/- per share.each holder of equity shares entitled for one vote per share.

In the event of liquidation of companies, the holder of equity shares will be entitled to receive assets of company after distribution of all preferential amount.

The distribution will be in proportion to number of equity shares held by the share holders.

9 Other Equity (Reserve and Surplus):

Particulars	31st March 2024	31st March 2023
Opening balance	139.32	108.41
ADD : Current year Profit	208.42	30.91
ADD :Share premium	-	0
LESS : Share Issue Expenses	34.32	0
LESS : Bonus Issued	-	0
	313.42	139.32

10 Long Term Borrowings:

Particulars	31st March 2024	31st March 2023
<u>Terms loans</u>		
Shri Ganesh Ji Maharaj	0.00	0.00
Total	0.00	0.00

11 Short term Borrowings

Particulars	31st March 2024	31st March 2023
Financial Liabilities		
Inter Corporate Loans		
From Bank (Working Capital)	79.33	0
From Related Parties (Directors)	-1.08	0
Total	78.25	0

11.1 Terms of Inter Corporate Loan

All the Inter corporate loans and other unsecured loan taken from related parties are generally having repayment period of within 12 Months on demand, hence considered as short term in nature.

Loan taken from the related parties are interest free and taken for the purpose to support working capital.

11.2 Terms of Working Capital

Working Capital Loans are secured against the Hypothecation of Inventories and Receivables.
Collateral Securities provided by the company against the Working Capital Loans

12 Trade Payables:

Particulars	31st March 2024	31st March 2023
Others	417.71	248.70
Total	417.71	248.70

For ageing, refer to Schedule 12.1 attached after Note No. 34

13 Other Current Liabilities:

Particulars	31st March 2024	31st March 2023
TDS payable	1.30	1.79
TCS payable	0.13	0.14
Other payables		7.98
Total	1.43	9.91

14 Short-term Provisions:

Particulars	31st March 2024	31st March 2023
Provision for Taxation	10.73	2.76
Provision for Gratuity	2.83	2.18
Total	13.55	4.94

MITTAL LIFE STYLE LIMITED

Notes to Financial Statements for the year ended March 31, 2024

15 Revenue From Operations

(Amount in Lakhs)

Particulars	For the year 2023-24	For the year 2022 23
Sale of Goods	6737.84	6357.00
Total	6737.84	6357.00

16 Other Income

Particulars	For the year 2023-24	For the year 2022 23
Interest Received	0.00	0.39
Gains on sale of Mutual Fund	149.38	25.58
Capital Gain on Sale of Car	1.43	0.00
Total	150.81	25.97

17 Operating Expenses

Particulars	For the year 2023-24	For the year 2022 23
Purchase of Goods	6516.92	6296.24
Direct Expenses		
Hamali Expenses	2.14	3.04
Transport Expenses	56.61	60.56
Stores and Spares Purchase	-	-
Total	6575.67	6359.84

18 Changes in Inventories :

Particulars	For the year 2023-24	For the year 2022 23
Closing Stock	334.38	237.06
Less: Opening Stock	237.06	81.68
Total	-97.33	-155.38

19 Employee Benefits:

Particulars	For the year 2023-24	For the year 2022 23
Salaries and Allowances	39.65	34.71
Staff Welfare & Other Benefits	10.58	1.81
Total	50.23	36.52

20 Finance Cost:

Particulars	For the year 2023-24	For the year 2022 23
Interest Expenses	3.03	6.29
Other Financial Charges	0.69	6.65
Total	3.72	12.93

21 Depreciation:

Particulars	For the year 2023-24	For the year 2022 23
Depreciation & Amortization	20.58	8.89
Total	20.58	8.89

22 Other Expenses:

Particulars	For the year 2023-24	For the year 2022 23
<u>Sales & Distribution expenses</u>		
Brokerage & Commission	1.83	2.49
Advertising & Promotional Expenses	5.15	3.39
<u>Administration & Other Expenses</u>		
Office Expenses	10.95	6.77
Society Expenses	4.65	1.96
Telephone Expenses	0.35	0.44
Printing & Stationery Expenses	0.49	0.02
Directors Remuneration	11.00	-
Electricity Expenses	2.66	2.03
Travelling Expenses	6.77	2.89
Legal & Professional Expenses	0.50	13.63
Insurance Expenses	6.24	3.56
Hotel Expenses	17.77	2.70
Entertainment Expenses	0.00	0.61
Sundry Expenses	0.01	0.01
Donation Expenses	0.59	1.04
Courier Expenses	0.59	0.39
ROC Fee	0.14	0.17
Rent Expenses	15.00	0.35
Profession Tax	0.05	0.05
Property Tax	2.38	-
Fuel Expenses	3.32	1.75
Bank Charges	2.76	-
Audit fee	2.00	1.20
Professional Fees	14.81	0.00
Repair & Maintenances	2.79	4.42
Membership Fees	1.13	1.76
Diwali Expenses	0.00	-
Late Filling Fees	0.0012	0.01
Round Off	0.00	0.00
Gratuity Expenses	0.64	0.00
Amortisation	4.75	0.00
Total	119.32	51.61

22.1 PAYMENT TO AUDITOR AS:

	For the Year 2023-24	For the Year 2022-23
Professional Fees	2.00	1.20
Total	2.00	1.20

23 RELATED PARTY DISCLOSURES:

As per Accounting Standard 18, the disclosures of transactions with the related parties are as under:

List of related parties with whom transactions have taken place during the year:

A. Key Managerial Personnel:

1.	Mr. Brijeshkumar Mittal	Managing Director
2.	Mr. Pratik Mittal	Executive Director & CFO
3.	Mr. Praful Jadavji Shah	Independent Director
4.	Mrs. Sudha Brijeshkumar Mittal	Non Executive Woman Director
5.	Mr. Prasun Muljibhai Modi	Independent Director
6.	Mr. Vishnu Sharma	Independent Director
7.	Mr. Ankitsingh Rajpoot	Company Secretary

B. Relatives of Key Managerial Personnel:

1. Mrs. Pallavi Pratik Mittal
2. Mr. Brijeshkumar Mittal HUF
3. Mr. Pratik Mittal HUF

C. Enterprise having significant influence

1. Denim Feb (Mumbai) Private Limited
2. JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited)

D. Enterprise over which Key Managerial Personnel are able to exercise significant influence

1. Denim Feb (Mumbai) Private Limited
2. JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited)

The following transactions were carried out with the related parties in the ordinary course of business.

Nature of Transaction	Relationship	Amount 2023-24	Amount 2022-23
Loan taken			
Mr. Brijeshkumar Mittal	Managing Director	-	100.48
Mr. Pratik Brijeshkumar Mittal	Executive Director & CFO	-	85.04
Mrs. Sudha Brijeshkumar Mittal	Non Executive Woman Director	-	78.68
Pallavi Pratik Mittal	Relatives of Key Managerial Personnel	-	3.75
Pratik Mittal HUF	Relatives of Key Managerial Personnel	-	-
Denim Feb (Mumbai) Private Limited	Enterprise having significant influence	-	123.69
JK Infrasol Private Limited	Enterprise having significant influence	-	78.73
Brijeshkumar Mittal HUF	Relatives of Key Managerial Personnel	-	2.03
Loan repaid			
Mr. Brijeshkumar Mittal	Managing Director	0.55	100.48
Mr. Pratik Brijeshkumar Mittal	Executive Director & CFO	1.94	85.04
Mrs. Sudha Brijeshkumar Mittal	Non Executive Woman Director	0.42	78.68
Pallavi Pratik Mittal	Relatives of Key Managerial Personnel	-	3.75
Pratik Mittal HUF	Relatives of Key Managerial Personnel	-	-
Denim Feb (Mumbai) Private Limited	Enterprise having significant influence	-	123.69
JK Infrasol Private Limited	Enterprise having significant influence	-	78.73
Brijeshkumar Mittal HUF	Relatives of Key Managerial Personnel	-	2.03
Closing Balances - Loan			
Mr. Brijeshkumar Mittal	Managing Director	0.10	-
Mr. Pratik Brijeshkumar Mittal	Executive Director & CFO	1.94	-
Mrs. Sudha Brijeshkumar Mittal	Non Executive Woman Director	0.71	-
Pallavi Pratik Mittal	Relatives of Key Managerial Personnel	-	-
Pratik Mittal HUF	Relatives of Key Managerial Personnel	0.26	-
Denim Feb (Mumbai) Private Limited	Enterprise having significant influence	-	-
JK Infrasol Private Limited	Enterprise having significant influence	-	-
Remuneration			
Mr. Brijeshkumar Mittal	Managing Director	5	-
Mr. Pratik Mittal	Executive Director & CFO	6	-
Mrs. Jalpa Purohit	Company Secretary	-	1.79
Mr. Ankitsingh Rajpoot	Company Secretary	2.4	1.53
Rent Paid			
Mrs. Sudha Brijeshkumar Mittal	Non Executive Woman Director	7.5	-
Mr. Pratik Mittal (HUF)	Relatives of Key Managerial Personnel	4.5	-
Mr. Brijeshkumar Mittal	Managing Director	3.0	0.35

24 Exceptional Item :-

No such events occurred during the FY 2023-24, which required management to classify the item as exceptional item.

25 **Contingent Liabilities :**

There are no contingent liabilities as on balance sheet date as per the management opinion.

Year	Amount	Outstanding amount 2023-24	Outstanding amount 2022-23
Nil	-	-	-

26	Auditors Remuneration	2023-24	2022-23
	Audit Fee	2.00	1.20
	Other Services	NIL	1.20
	Total	2.00	2.40

27 In the opinion of the Board, all the Current Assets and Loans and Advances are approximately of the value stated if they are realised in the ordinary course of Business, and the adequate provisions are made for all known liabilities including depreciation.

28 The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

29 Previous Years figures have been re-grouped / re-arranged wherever necessary.

30 In the opinion of the opinion of the management loan from Related parties are payable at value stated. The said loan are interest free and payable on demand.

Gratuity Disclosure Statement as per Indian Accounting Standard 19 (Ind AS 19)		Amount 2023-24	Amount 2022-23
Type of Benefit		Gratuity	Gratuity
Country		India	India
Reporting Currency		INR	INR
Reporting Standard		Indian Accounting Standard 19 (Ind AS 19)	Indian Accounting Standard 19 (Ind AS 19)
Funding Status		Unfunded	Unfunded
Starting Period		01-Apr-23	01-Apr-22
Date of Reporting		31-Mar-24	31-Mar-23
Period of Reporting		12 Months	12 Months
Assumptions (Previous Period)			
Expected return on Plan Assets		N.A.	N.A.
Rate of Discounting		7.47%	7.47%
Rate of Salary Increase		8.00%	8.00%
Rate of Employee Turnover		2.00%	2.00%
Mortality Rate during employment		Indian Assured Lives Morality (2006-08)	Indian Assured Lives Morality (2006-08)
Mortality Rate after Employment		N.A.	N.A.
Assumptions (Current Period)			
Expected Return on plan assets		N.A.	N.A.
Rate of Discounting		7.47%	7.47%
Rate of Salary Increase		8.00%	8.00%
Rate of Employee Turnover		2.00%	2.00%
Mortality Rate During Employment		Indian Assured Lives Morality (2006-08)	Indian Assured Lives Morality (2006-08)
Mortality Rate after Employment		N.A.	N.A.
Table Showing Change in the present value of projected benefit obligation			
Present value of benefit obligation at the beginning of the period			
Interest cost		-	-
Current service cost		0.48	0.37
Past service cost		0.00	1.81
Liability Transferred In/Acquisitions		-	-
(Liability Transferred out/divestments)		-	-
(Gains)/losses on curtailment		-	-
(Liabilities Extinguished on settlement)		-	-
(Benefit Paid directly by the employer)		-	-
(Benefit Paid from the fund)		-	-
The effect of changes in foreign exchange rates		-	-
Actuarial (Gains)/Losses on obligations - Due to change in Demographic Assumptions		-	-
Actuarial (Gains)/Losses on obligations - Due to change in financial assumptions			
Actuarial (Gains)/Losses on obligations - Due to experience			

Present value of benefit obligation at the end of the period		0.48	2.18
Table Showing Change in the fair value of plan assets			
Fair value of plan assets at the beginning of the period		-	-
Interest Income		-	-
Contributions by the employer		-	-
Expected Contributions by the Employees		-	-
Assets Transferred In/Acquisitions		-	-
(Assets Transferred out/divestments)		-	-
(Benefit paid from the fund)		-	-
(Assets distributed on settlements)		-	-
Effects of asset ceiling		-	-
The Effect of changes in foreign exchange rates		-	-
Return on plan assets, excluding interest income		-	-
Fair value of plan assets at the end of the period		-	-
Amount recognized In the balance sheet			
(Present value of benefit obligation at the end of the period)		-0.48	-2.18
Fair value of plan assets at the end of the period			
Funded status (Surplus/(deficit))		-0.48	-2.18
Net (liability)/asset recognized in the balance sheet		-0.48	-2.18
Net Interest cost for current period			
Present value of benefit obligation at the beginning of the period		-	-
(Fair value of plan assets at the beginning of the period)			
Net Liability / (Asset) at the beginning		-	-
Interest cost		-	-
(Interest Income)			
Net interest cost for current period		-	-
Expenses recognized in the statement of profit or loss for current period			
Current service cost		0.48	0.37
Net Interest cost		0	0
Past service cost		0.00	1.81
(Expected contributions by the employees)		-	-
(Gains)/losses on curtailments and settlements		-	-
Net effect of changes in foreign exchange rates			
Expenses recognized		0.48	2.18
Expenses recognized in the other comprehensive income (OCI) for current period			
Actuarial (Gains)/Losses on obligations for the period		Nil	Nil
Return on plan assets, excluding interest income		-	-
change in asset ceiling		-	-
Net (Income)/expenses for the period recognized in OCI		0.48	2.18
Balance Sheet Reconciliation			
Opening net liability		-	-
Expenses Recognized in statement of profit or loss		0.48	2.18
Expenses recognized in OCI			
Net liability/ (asset) transfer IN		-	-
Net (Liability)/Asset transfer out		-	-
(benefit paid directly by the employer)		-	-
(Employer's contribution)		-	-
Net liability/ (asset) recognized in the balance sheet		0.48	2.18
Category of assets			
Government of India assets		-	-
State government securities		-	-
Special deposits scheme		-	-
Debt instruments		-	-
Corporate bond		-	-
Cash and cash equivalents		-	-
Insurance fund		-	-
Asset-backed securities		-	-
structural debt		-	-
other		-	-
total		-	-
Other details			
No of active members		13	12
Per month salary for active members		1.24	1.14
Weighted average duration of the projected benefit obligations		13	13
Average expected future service		25.58	25.58
Projected benefit obligation (PBO)		2.67	2.17
Prescribed contribution for next year (12 months)		-	-
Net interest cost for next year			
Present value of benefit obligation at the end of the period		0.48	2.18
(Fair value of plan assets at the end of the period)			
Net Liability/(Asset) at the end of the period		0.48	2.18
Interest cost		-	-
(Interest Income)			
Net interest cost for next year		-	-

Expenses recognized in the statement of profit or loss next year			
Current service cost		0.48	2.18
Net Interest cost		-	-
(Expected contributions by the employees)			
Expenses recognized		0.48	2.18
Maturity analysis of the benefit payments: from the fund			
Projected benefits payable in future years from the date of reporting			
1st following year		Nil	Nil
2nd following year		Nil	Nil
3rd following year		Nil	Nil
4th following year		Nil	Nil
5th following year		Nil	Nil
Sum of years 6th and above		Nil	Nil
Maturity analysis of the benefit payments: From the employer			
Projected benefits payable in future from the date of reporting			
1st following year		0.23	0.20
2nd following year		0.22	0.19
3rd following year		0.22	0.19
4th following year		0.23	0.18
5th following year		0.24	0.20
Sum of years 6th and above		4.42	3.65
Sensitivity analysis			
Projected benefit obligation on current assumptions		2.69	2.18
Delta effect of +0.5% change in rate of discounting		-0.08	-0.08
Delta effect of -0.5% change in rate of discounting		0.08	0.08
Delta effect of +1% change in rate of salary increase		0.17	0.17
Delta effect of -1% change in rate of salary increase		-0.15	-0.15
Delta effect of +5% change in rate of employee turnover		-0.06	-0.06
Delta effect of -5% change in rate of employee turnover		0.09	0.09

The sensitivity analysis have been determined based on reasonable changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognized in the balance sheet.

Notes

Gratuity is payable as per company's scheme as detailed in the report.

Actuarial gains/losses are recognized in the period of occurrence under other comprehensive income (OCI). All above reported figures of OCI are gross of taxation.

Salary escalation and attrition rate are considered as advised by the company ; they appear to be in line with the industry practise considering promotion and demand and supply of the employees.

Maturity analysis of benefit payments is undiscounted cashflows considering future salary, attrition and death is respective year for members as mentioned above.

Average expected future service represents estimated term of post - Employment benefit obligations.

Qualitative disclosures

Para 139 (a) characteristics of defined benefit plan

The company has a defined benefit gratuity plan in India (Unfunded). The company's defined benefit gratuity plan is a final salary plan for employees.

Gratuity is paid from company as and when it becomes due and is paid as per company's for gratuity.

Para 139 (b) risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the following risks:

Interest rate risks: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

Salary risks: the present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Asset liability matching risk: the plan faces the ALM risks as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

Mortality risks: Since the benefit under the plan is not payable for life time and payable till retirement age only, plan does not have Para 139 (C) characteristics of defined benefit plans

During the year, the company has changed the benefit scheme in line with payment of gratuity act, 1972 by increasing monetary Para 147(a) :- Gratuity plan is unfunded.

31	EARNING PER SHARES		
	PARTICULARS	2023-24	2022-23
	Net Profit after Tax as per Statement of Profit & Loss in Lakhs	171.58	52.57
	Weighted No. of Equity Shares	29,59,33,850.00	2,95,93,385
	Basic and Diluted Earnings Per Share Per Equity Share of ` Re.1/- Each (Previous Year 'Rs.10/- Each Share)	0.06	0.18
32	EARNINGS / EXPENDITURE IN FOREIGN CURRENCIES	2023-24	2022-23
	Travelling Expenses	1.25	-
		1.25	-

33 SUMMARY OF SIGNIFICANT RATIOS			
Particulars	Basis	2023-24	2022-23
Current Ratio	Current Assets/Current Liabilities	7.11	12.37
Debt Equity Ratio	Total Outside Liabilities/Shareholder's Equity	0.02	0.09
Debt Service Coverage Ratio	Net Operating Income/Debt Service	NA	NA
Return on Equity Ratio	Profit for the period/Avg. Shareholders Equity	0.00	0.01
Inventory Turnover Ratio	Cost of Goods sold/Average Inventory	22.47	38.93
Trade Receivables Turnover Ratio	Net Credit Sales/Average Trade Receivables	2.36	4.47
Trade Payables Turnover Ratio	Total Purchases/Average Trade Payables	12.02	17.74
Net Capital Turnover Ratio	Net Sales/Average Working Capital	0.00	2.05
Net Profit Ratio	Net Profit/Net Sales	3.09%	0.49%
Return on Capital employed	EBIT/Capital Employed	0.07	0.03

34 Additional Regulatory Information pursuant to Amendment in Schedule III to the Companies Act, 2013	
a. The company does not hold any immovable property which is not held in the name of the company.	
b. The Company does not hold any Investment Property. Accordingly, reporting on fair valuation of Investment Property is not	
c. The Company has not revalued its Property Plant & Equipment during the year.	
d. The Company does not hold any Intangible Assets. Accordingly, reporting on revaluation of Intangible Assets is not applicable.	
e. The Company has not advanced loans or advances in the nature of loans to promoters, directors, KMPs and the related parties.	
f. The Company does not hold any Capital-work-in-progress. Accordingly, reporting on Capital Work-in-progress ageing and completion schedule is not applicable.	
g. The Company does not hold any Intangibles assets under development. Accordingly, reporting on Intangibles assets under development ageing and completion schedule is not applicable.	
h. The Company does not have any property, where any proceeding has been initiated or pending against the Company for holding any benami property.	
i. The Company has availed borrowings from banks or financial institutions on the basis of security of current assets & the quarterly statements submitted to Banks wherever mandated are in agreement with the books of accounts.	
j. The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.	
k. The Company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.	
l. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.	
m. The Company does not have any investment in subsidiaries. Accordingly, Compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.	
n. Reporting under Compliance with approved Scheme(s) of Arrangements is not applicable to the Company.	
o. The Company has not advanced or loaned or invested funds to any other person(s) or Company(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:	
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or	
(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.	
p. The Company has not received any fund from any person(s) or Company(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:	
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or	
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.	
q. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, except for those mentioned in the Audit report.	
r. Reporting on Corporate Social Responsibility (CSR) is not applicable to the Company.	
s. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.	

As per our report of even date

For Akhilesh Pandey & Co
Chartered Accountants
Firm Registration No. 126433W

Sd/-
CA Akhilesh Kumar Pandey
Partner
Membership No. 119559

Place : Mumbai
Date : May 06th, 2024

For and on behalf of the Board of Directors of
Mittal Life Style Limited

Sd/-
Brijeshkumar Mittal
Managing Director
DIN : 02161984

Sd/-
Ankit Rajpoot
Company Secretary
M. No. A49998

Sd/-
Pratik Mittal
Director & CFO
DIN : 05188126

Sch 4.1

Trade Receivable ageing schedule: As at 31st March,2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 180 days	181 to 365 Days	1 to 2 year	Above 2 Years	
(i) Undisputed Considered Good	1909.72	132.84	24.72	21.80	2089.09
(ii) Undisputed Considered Doubtful					-
(ii) Disputed Considered Good				118.45	118.45
(iv) Disputed Considered Doubtful					
Grand Total	1909.72	132.84	24.72	140.25	2207.54

Trade Receivable ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 180 days	181 to 365 Days	1 to 2 year	Above 2 Years	
(i) Undisputed Considered Good	1567.85	56.89	3.54	46.95	1675.22
(ii) Undisputed Considered Doubtful					-
(ii) Disputed Considered Good					-
(iv) Disputed Considered Doubtful		0.00	109.08		109.08
Grand Total	1567.85	56.89	112.62	46.95	1784.31

Sch 12.1**Trade Payables ageing schedule: As at 31st March,2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME					
(ii) Others	314.56	0.13	103.02	0.00	417.71
(iii) Disputed dues- MSME					
(iv) Disputed dues - Others					

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	145.68	103.02			248.70
(iii) Disputed dues- MSME					
(iv) Disputed dues - Others	-	-	-	-	-

ACCOUNTING RATIOS

Accounting Ratios

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Audited Financial Statements, included in “Financial Statements” beginning on page 91 :

(₹ in Lakhs, except for shares)

Particulars	For the year ended March 31,	
	2024	2023
Basic and Diluted Earnings Per Share (₹)		
Basic Earnings Per Share (Basic EPS)		
Net Profit / (loss) after tax, attributable to equity shareholders	171.58	52.57
Weighted average number of Equity Shares outstanding.	29,59,33,850	2,95,93,385
Basic EPS in Rs.	0.06	0.18
Face value in Rs.	1	10
Diluted Earnings Per Share (Diluted EPS)		
Net Profit / (loss) after tax, attributable to equity shareholders	171.58	52.57
Weighted average number of Equity Shares considered for calculating Diluted EPS	29,59,33,850	2,95,93,385
Diluted EPS in Rs.	0.06	0.18
Face value in Rs.	1	10
Net Asset Value Per Equity Share (Rs.)		
Net Asset Value (Net-worth)	3,272.76	3,098.66
Number of equity shares outstanding at the end of the period/year	29,59,33,850	2,95,93,385
Weighted average number of Equity Shares	29,59,33,850	2,95,93,385
Net Assets Value per equity share (Rs.)	1.11	10.47
Return on Net worth		
Net Profit / (loss) after tax	171.58	52.57
Net worth	3,272.76	3,098.66
Return on net worth	5.24%	1.70%
EBITDA		
Profit / (loss) after tax (A)	171.58	52.57
Income tax expense (B)	44.88	15.98
Finance costs (C)	3.72	12.93
Depreciation and amortization expense (D)	20.58	8.89
EBITDA (A+B+C+D)	240.76	90.38

The ratios have been computed as per the following formulae:

(i) Basic and Diluted Earnings per share =

Net Profit after tax for the year/period, attributable to equity shareholders divided by Weighted average number of equity shares outstanding during the year/period

(ii) Net Asset Value (NAV) =

Net Asset Value at the end of the year/period divided by Number of equity shares outstanding at the end of the year/period

(iii) Return on Net Worth (%) =

Net Profit after tax for the year/period, attributable to equity shareholders divided by Net worth (excluding revaluation reserve) at the end of the year/period

Net-worth (excluding revaluation reserve), means the aggregate value of the paid-up share capital (including shares pending allotment) and securities premium account, after adding surplus in Statement of Profit and Loss.

(iv) EBITDA =

Profit/(loss) after tax for the period adjusted for income tax, expense, finance costs, depreciation and amortization expense, as presented in the Audited financial statement of profit and loss.

MATERIAL DEVELOPMENTS

Except as stated in this Letter of Offer, to our knowledge, no circumstances have arisen since March 31, 2024, which materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities.

CAPITALISATION STATEMENT

The following table sets forth the capitalisation statement of our Company (i) derived from the Audited Financial Statements; and (ii) as adjusted for the Issue:

(₹ in Lakhs)

Particulars	Pre- Issue	Post-Issue
	As at March 31, 2024	As Adjusted
Debt		
Short Term Debt	78.25	78.25
Long Term Debt	0.00	0.00
Total Debts	78.25	78.25
Equity (Shareholder's Fund)		
Share Capital	2,959.34	4,439.01
Reserves & Surplus	313.42	1,793.09
Total Equity	3,272.76	6,232.10
Total Debt/ Equity Shareholder's funds	0.02	0.01

Notes:

1. Short term Debts represent debts which are expected to be paid/payable within 12 months and includes current maturity of long-term debt and Loans repayable on demand.
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.
3. The figures disclosed above are based on Audited statement of Assets and Liabilities of the Company as at March 31, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve month period ended March 31 of that year.

You should read the following discussion of our financial condition and results of operations together with our Audited Standalone Financial Statements as of and for the Fiscal 2024 and Fiscal 2023 included in this Letter of Offer. Our Audited Financial Statements for Fiscal 2024 & Fiscal 2023 are prepared in accordance with Ind AS. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements of our Company.

In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Mittal Life Style Limited, our Company. Unless otherwise indicated, financial information included herein are based on our ‘Financial Information’ for the period ended on Financial Years 2024 and 2023 included in this letter of offer beginning on page 91.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be “Forward Looking Statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in the markets in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

OVERVIEW OF OUR BUSINESS

Our Company was founded in year 2005 by Mr. Brijeshkumar Jagdishkumar Mittal, with a passion for denim, Mittal Lifestyle brings many years of experience and knowledge to the denim fabric market. We understand there are endless uses for this durable and versatile fabric. Given the history of denim, industry experts believe the material will continue to flourish for decades to come. Because denim is durable and versatile, it is continuously re-invented and adapted for new innovations not yet imagined.

Our Company have denim jeans manufacturing rights for brands “GERICHO LONDON”, “MITTALIER LONDON” and “MCALLEN PARIS”.

In the year 2014, Mr. Pratik Brijeshkumar Mittal, joined his father and since then the business has grown exponentially thanks to a new generation of the Mittal family focusing on sourcing our own designs and fabric ranges from various mills and wider distribution in India. Our flexible and responsive trading operations gives us the ability to quickly respond to change in market demand by being able to get production of new designs and weaves in the shortest turnaround times at economical rates through various mills, giving our clients the unbeatable advantage of tapping into the market as the demand peaks.

Strategically located in Mumbai, Mittal Lifestyle positions its operations to make a stronger contribution to its long-term strategy of providing customers with innovative, market-driven and highly competitive denim fabrics ever since its foundation in 2005.

Details of our revenue from operations, EBITDA and profit for the respective periods are mentioned below.

(Amount in ₹ Lakhs)

Particulars	Year ended March 31,	
	2024	2023
A. Revenue from Operations	6,737.84	6,357.00
B. EBITDA	240.76	90.38
C. EBITDA Margin (B/A)	3.57%	1.42%
D. Profit/(Loss) before Tax	216.46	68.56
E. Profit/(Loss) after Tax	171.58	52.57

F. PAT Margin (E/A)	2.55%	0.83%
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FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled ‘Risk Factors’ on page 18 of this Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Any adverse changes in central or state government policies;
- Any adverse development that may affect our operations in Maharashtra;
- Any qualifications or other observations made by our statutory auditors which may affect our results of operations;
- Loss of one or more of our key customers and/or suppliers;
- An increase in the overall efficiency of our competitors;
- Our reliance on third party suppliers for our products;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in foreign exchange rates or other rates or prices;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of interest with Promoters and other related parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled “**Financial Information**” on page 91 of this Letter of Offer.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter “**Financial Information**” on page 91 of this Letter of Offer, there has been no change in accounting policies in last 3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

The auditor has not given any reservation, qualification and adverse remarks on the financial statements of the Company. For details, see section titled “**Financial Information**” on page 91 of this Letter of Offer.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT REVENUE

The following descriptions set forth information with respect to the key components of the Standalone Financial Statements.

Total income

Our revenue comprises of Revenue from Operations and Other Income:

Revenue from operations

Our revenue from operations is predominantly from trading of denim fabrics in domestic market and online sales of denim apparels. For details in the product offerings, please refer to chapter “Business Overview” on page 69 of this Letter of Offer. The Revenue from Operations constitutes 97.81% and 99.59% of total income for FY24 and FY23 respectively.

The table set forth below are contribution of our top 5 and 10 customers towards our Revenue from Operations:

(₹ in Lakhs)

Category of customers	FY 2023-24		FY 2022-2023	
	Amount	% of total sales	Amount	% of total sales
Top 5 customers	971.57	14.42	1,622.11	25.52
Top 10 customers	1,728.27	25.65	2,198.42	34.58

Other Income

Other income comprises of Interest Received, Gain on sale of Mutual Fund and Capital Gain on sale of Car. The Other Income constitutes 2.19% and 0.41% of total income for FY24 and FY23 respectively.

Expenses

Our expenses primarily comprise of Operating Expenses, Changes in Inventories, Employee Benefits, Finance Costs, Depreciation and Amortization Expenses and Other Expenses. The Total Expenses constitutes 96.86% and 98.93% of total income for FY24 and FY23 respectively.

Operating Expenses

Operating Expenses comprises of purchase of goods domestically & direct expenses incurred in the process like transport expenses, hamali expenses and Stores and Spares Purchases. The Operating Expenses constitutes 95.46% and 99.64% of total income for FY24 and FY23 respectively.

Changes in Inventories

Changes in inventories includes increase/decrease in the goods for which our Company is conducting trading during the year/period. The Changes in Inventories constitutes (1.41%) and (2.43%) of total income for FY24 and FY23 respectively.

Employee Benefits

Our employee benefit expense mainly consists of salaries & allowances and staff welfare & other benefits. The Employee benefit expenses constitute 0.73% and 0.57% of total income for FY24 and FY23 respectively.

Finance Costs

Finance Costs comprises of interest expenses and other financial charges. The Finance Cost constitutes 0.05% and 0.20% of total income for FY24 and FY23 respectively.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses comprises of depreciation on tangible fixed assets. The Depreciation and Amortization constitutes 0.30% and 0.14% of total income for FY24 and FY23 respectively.

Other Expenses

Other expenses are primarily bifurcated into two parts: Sales & Distribution expenses and Administration & Other Expenses. The Sales & Distribution expenses includes brokerage & commission, advertising & promotional

expenses, whereas Administration & Other expenses include office expenses, society expenses, telephone expenses, printing & stationary expenses, Directors Remuneration, electricity expenses, travelling expenses, legal and professional fees, insurance expenses, hotel expenses, entertainment expenses, sundry expenses, donation, courier expenses, ROC fees, rent expenses, profession tax, property tax, fuel expenses, bank charges, audit fee, professional fees repair & maintenance, membership fees, Diwali expenses, late filing fees, Gratuity expenses and amortisation. The Other Expenses constitutes 1.73% and 0.81% of total income for FY24 and FY23 respectively.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted as at the relevant balance sheet date.

The Tax expenses constitutes 0.65% and 0.25% of total income for FY24 and FY23 respectively.

Results of our Operations

The following table sets forth, for the periods indicated, certain items from our audited financial statements, in each case also stated as a percentage of our total income:

(₹ in Lakhs)

Particulars	For the year ended March 31,			
	2024	(%)	2023	(%)
Income				
Revenue from Operations	6,737.84	97.81%	6,357.00	99.59%
Other Income	150.81	2.19%	25.97	0.41%
Total Income	6,888.66	100.00%	6,382.97	100.00%
Expenditure				
Operating Expenses	6,575.67	95.46%	6,359.84	99.64%
Changes in Inventories	(97.33)	(1.41%)	(155.38)	(2.43%)
Employee Benefits	50.23	0.73%	36.52	0.57%
Finance Costs	3.72	0.05%	12.93	0.20%
Depreciation and Amortization Expenses	20.58	0.30%	8.89	0.14%
Other Expenses	119.32	1.73%	51.61	0.81%
Total Expenditure	6,672.20	96.86%	6,314.41	98.93%
Profit /(Loss) before Prior Period/Exceptional Items	216.46	3.14%	68.56	1.07%
Profit /(Loss) before Tax	216.46	3.14%	68.56	1.07%
Less: Income Tax	41.00	0.60%	17.25	0.27%
Less: Deferred Tax	5.60	0.08%	4.59	0.07%
Less: Short/Excess Provision for Tax	(1.72)	(0.02%)	3.32	0.05%
Profit /(Loss) after Tax	171.58	2.49%	52.57	0.82%

* (%) column represents percentage of Total Income.

Comparison of Historical Results of Operations

Fiscal 2024 compared to Fiscal 2023

(₹ in Lakhs)

Particulars	For the year ended March 31,	% change
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	2024	2023	
Income			
Revenue from Operations	6,737.84	6,357.00	6.0%
Other Income	150.81	25.97	480.7%
Total Income	6,888.66	6,382.97	7.9%
Expenditure			
Operating Expenses	6,575.67	6,359.84	3.4%
Changes in Inventories	(97.33)	(155.38)	(37.4%)
Employee Benefits	50.23	36.52	37.6%
Finance Costs	3.72	12.93	(71.2%)
Depreciation and Amortization Expenses	20.58	8.89	131.6%
Other Expenses	119.32	51.61	131.2%
Total Expenditure	6,672.20	6,314.41	5.7%
Profit /(Loss) before Prior Period/Exceptional Items	216.46	68.56	215.7%
Profit /(Loss) before Tax	216.46	68.56	215.7%
Less: Income Tax	41.00	17.25	137.6%
Less: Deferred Tax	5.60	4.59	221.9%
Less: Short/Excess Provision for Tax	(1.72)	(3.32)	151.8%
Profit /(Loss) after Tax	171.58	52.57	226.3%

Total Revenue

Our Total Revenue increased by 7.9% to ₹6,888.66 Lakhs for Fiscal 2024 from ₹6,382.97 Lakhs for Fiscal 2023.

Revenue from Operations

Our Revenue from Operations increased by 6.00% to ₹6,737.84 Lakhs for Fiscal 2024 from ₹6,357 Lakhs for the Fiscal 2023. The surge in revenue generation can be primarily attributed to general business operations of the company.

Other Income

Our other income increased to ₹150.81 Lakhs for Fiscal 2024 from ₹25.97 Lakhs for Fiscal 2023. The increase in Other Income was primarily due to increase in Gain on sale of Mutual fund during the year which increased from ₹25.58 Lakhs for Fiscal 2023 to ₹149.38 Lakhs for Fiscal 2024.

Expenditure

Our total expenditure for the Fiscal 2024 increased by 5.7%, in-line with increase in the revenue from operations, from ₹6,314.41 lakhs for Fiscal 2023 to ₹6,672.20 lakhs for the Fiscal 2024, bifurcated in varied expenses as explained below.

Operating Expenses

Our Operating Expenses increased by 3.4% to ₹6,575.67 Lakhs for Fiscal 2024 from ₹6,359.84 Lakhs for Fiscal 2023 on account of increase in raw material consumption due to increase sales.

Employee Benefit Expenses

The employee benefits expense increased significantly by 37.6% to ₹50.23 Lakhs for Fiscal 2024 from ₹36.52 Lakhs for Fiscal 2023. This was primarily attributed to increase in Salaries and Allowances and Staff Welfare & Other Benefits as compared to the previous year.

Finance Cost

Finance costs for the Fiscal 2024 was ₹3.72 Lakhs as compared to ₹12.93 Lakhs for the Fiscal 2023 representing a decrease of 71.2%. The decrease in finance cost is due to reduction in interest expenses on loan payments on account less usage of cash credit availed from the bank and other financial charges.

Depreciation and amortization

Our depreciation and amortization expenses for the Fiscal 2024 was ₹20.58 Lakhs as compared to ₹8.89 Lakhs for the Fiscal 2023, representing an increase of 131.6%. The resultant increase was primarily attributable to additions to Motor cars which constituted an increase in depreciation of ₹11.78 Lakhs as compared to the previous fiscal.

Other Expenses

Other expenses increased by 131.2% to ₹119.32 Lakhs for Fiscal 2024 from ₹51.61 Lakhs for Fiscal 2023. The principal attribute was substantial rise in Director Remuneration, Hotel Expenses, Rent Expenses, Professional Fees, among others.

Profit Before Tax

Profit before tax has increased substantially from ₹68.56 lakhs for Fiscal 2023 to ₹216.46 lakhs for Fiscal 2024. The rise in Profit before Tax can be attributed to the faster growth of revenue from operations compared to the increase in our Company's expenditures.

Tax Expense

Our Tax Expense increased from ₹15.98 lakhs to ₹44.88 lakhs for Fiscal 2024, primarily due to increase in Profit before Tax.

Profit after Tax

For the reasons discussed above, Profit after tax has increased from ₹52.57 lakhs for Fiscal 2023 to ₹171.58 lakhs for Fiscal 2024. The rise in Profit after Tax can be attributed to the faster growth of revenue from operations compared to the increase in our Company's expenditures.

Cash Flows

The table below summaries our cash flows from our Audited Financial Statements for financial year ended March 31, 2024 and 2023:

(₹ in Lakhs)

Particulars	For the year ended March 31,	
	2024	2023
Net cash (used in)/ Generated from operating activities	(205.46)	(928.20)
Net cash (used in)/ Generated from investing activities	88.46	(370.65)
Net cash (used in)/ Generated from finance activities	(3.72)	1,452.96

Cash flow from operating activities:

For the year-ended March 31, 2024

The Net cash (used in)/ Generated from operating activities is (₹205.46) lakhs which consisted of profit before tax of ₹216.46 lakhs as adjusted primarily for:

- Depreciation and Amortization of non- current Assets of ₹20.58 lakhs
- Interest and Finance Cost recorded during the year of ₹3.72 lakhs
- Gain on Sale of Fixed Assets of ₹1.43 lakhs
- Gain on Sale of Mutual Funds of ₹149.38 lakhs
- Working capital changes primarily due to increase in inventories of ₹97.33 lakhs, decrease in other current assets of ₹18.36 lakhs, increase in trades and other receivables of ₹424.57 lakhs, increase in trade payables and short term borrowings of ₹247.28 lakhs, and decrease in Other Current Liabilities of ₹8.48 lakhs respectively.

For the year-ended March 31, 2023

The Net cash (used in)/ Generated from operating activities is (₹928.20) lakhs which consisted of profit before tax of ₹68.56 lakhs as adjusted primarily for:

- i. Depreciation and Amortization of non- current Assets of ₹8.89 lakhs
- ii. Interest and Finance Cost recorded during the year of ₹12.93 lakhs
- iii. Gain on Sale of Fixed Assets of ₹25.58 lakhs
- iv. Working capital changes primarily due to increase in inventories of ₹155.38 lakhs, decrease in other current assets of ₹0.13 lakhs, increase in trades and other receivables of ₹721.51 lakhs, decrease in trade payables and short term borrowings of ₹39.19 lakhs, and increase in Other Current Liabilities of ₹56.47 lakhs respectively.

Cash flow from investing activities:***For the year-ended March 31, 2024***

The Net cash (used in)/ Generated from Investing Activities is ₹88.46 lakhs primarily due to purchase of Property, Plant & Equipment of ₹70.35 lakhs, Purchase of Mutual Funds of ₹1,136.00 lakhs, Sale of Mutual Funds of ₹1,143.43 Lakhs, gain on sale of Mutual Funds of ₹149.38 Lakhs and Sale of Fixed Assets of ₹2.00 Lakhs.

For the year-ended March 31, 2023

The Net cash (used in)/ Generated from Investing Activities is (₹370.65) lakhs primarily due to purchase of Property, Plant & Equipment of ₹96.75 lakhs, Purchase of Mutual Funds of ₹775.00 lakhs, Sale of Mutual Funds of ₹475.52 Lakhs and gain on sale of Mutual Funds of ₹25.58.

Cash flow from Financing Activities:***For the year-ended March 31, 2024***

The Net cash (used in)/ generated from financing activities is (₹3.72) lakhs primarily due to finance cost to ₹3.72 Lakhs.

For the year-ended March 31, 2023

The Net cash (used in)/ generated from financing activities is ₹1,452.96 lakhs primarily due to issuance of equity shares during the year of ₹1,465.89 Lakhs and finance cost to ₹12.93 Lakhs.

Financial Indebtedness

Our total outstanding secured and unsecured borrowing from banks Directors and entities related to Promoters' of the company is bifurcated into following manner for the period mentioned below:

(₹ in Lakhs)

Category of Borrowings	Outstanding as on March 31, 2024	Outstanding as on March 31, 2023
Long term borrowings	-	-
- Term Loans	-	-
- Other Non-Current Liability	-	-
Short Term Borrowings	78.25	-
Total	78.25	-

Category of Borrowings	Outstanding as on March 31, 2024	Outstanding as on March 31, 2023
Short Term Borrowings from Directors and entities	-	-

related to promoters' of the Company.		
Total	-	-

Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to purchase and sale of products, remuneration, sitting fees, borrowings, deposits, rent, interest, etc. For further details of such related parties under Ind AS, refer chapter titled “Financial Information” beginning on page 91 of this Letter of Offer.

Contingent Liabilities

There are no contingent liabilities and commitments as on March 31, 2024 and March 31, 2023.

Off-Balance Sheet Arrangements

We do not have any other off-balance sheet arrangements or other relationships with unconsolidated entities, such as special purpose vehicles, that have been established for the purposes of facilitating off-balance sheet arrangements.

Capital Expenditure

Our capital expenditures are mainly related to the purchase of office equipment, furniture & fixtures, computer and motor car located in India. The primary source of financing for our capital expenditures has been cash generated from our operations and borrowings. For the Financial Year 2024 and the Financial Year 2023, we incurred capital expenditure of ₹70.35 lakhs and ₹96.75 lakhs respectively.

Qualitative Disclosure about Market Risk

The Company's financial liabilities comprise mainly of borrowings, trade, other payables and financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of the Company monitors the risk as per risk management policy. Further, the Audit Committee has additional oversight in the area of financial risks and controls. For further details of such risk, refer chapter titled “**Financial Information**” beginning on page 91 of this Letter of Offer.

Reservations, qualifications and adverse remarks

There have been no reservations, qualifications and adverse remarks however there are some key audit matters. Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements of the current period. The same has been addressed in chapter titled “**Financial Information**” beginning on page 91 of this Letter of Offer.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in the section titled “**Risk Factors**” and chapter titled “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on pages 18 and 127, respectively, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as described elsewhere in this Letter of Offer, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled **"Risk Factors"** on page 18 of this Letter of Offer.

Except as disclosed in this Letter of Offer, to our knowledge, there are no significant regulatory changes that materially affected or are likely to affect our income from continuing operations.

Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Other than as described in the section titled **"Risk Factors"** and chapter titled **"Management's Discussion and Analysis of Financial Conditions and Results of Operations"** beginning on pages 18 and 127, respectively, and elsewhere in this Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

The extent to which material increases or decrease in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

The increase in revenue is by and large linked to increase in sales volumes and sales prices.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths like customer relationship management, active price negotiations and effective machine availability, we are able to stay competitive. For further details, kindly refer the chapter titled **"Our Business"** beginning on page 69 of this Letter of Offer

Total Turnover of Each Major Business Segment

We currently operate in one business segment i.e. Denim Industry.

New Product or Business Segment

Except as disclosed in **"Our Business"** on page 69 of this Letter of Offer, we have not announced and do not expect to announce in the near future any new products or business segments.

Seasonality of Business

Our Company's business is not seasonal in nature.

Significant dependence on a Single or Few Suppliers or Customers

Significant proportion of our revenues have historically been derived from a limited number of suppliers. The % of contribution of our Company's customer and supplier's vis a vis the revenue from operations and purchase respectively as of March 31, 2024.

(₹ in Lakhs)

	Customers	Suppliers
Top 5 (%)	14.42	46.94
Top 10 (%)	25.65	69.03

Significant Developments since last balance sheet date

Except as disclosed above and in this Letter of Offer, including under **"Our Business"**, **"Risk Factors"** and **"Material Developments"** on pages 69, 18 and 125 respectively, to our knowledge no circumstances have arisen since March 31, 2024, the date of the last financial information disclosed in this Letter of Offer which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Our Company is involved in certain legal proceedings from time to time, which are primarily in the nature of tax disputes, criminal complaints, civil suits, and petitions pending before various authorities. Except as disclosed below, there is no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position; and (v) other litigation involving our Company, including civil or tax litigation proceedings, which involves an amount in excess of the Materiality Threshold (as defined below) or is otherwise material in terms of the Materiality Policy.

For the purpose of (v) above, as per the materiality policy in accordance with our Company's 'Policy on determination of materiality of events' framed in accordance with Regulation 30 of the SEBI Listing Regulations, the materiality threshold considered for disclosure of pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position shall be (i) if such matter exceeds ten per cent of the gross turnover, or (ii) exceeds ten per cent of the net worth, whichever is lower, determined on the basis of audited financial statements of last audited financial year, which amounts to ₹ 327.27 lakhs (being 10% of networth of our Company for Fiscal 2024); and (ii) any other litigation involving our Company which may be considered material by our Company for the purposes of disclosure in this section of this Letter of Offer ("Materiality Threshold").

A. LITIGATION INVOLVING OUR COMPANY

I. Litigation against our Company:

- (i) Litigation involving Criminal Laws: Nil
- (ii) Litigation involving Civil Laws: Nil
- (iii) Litigation involving actions by Statutory / Regulatory Authorities: Nil
- (iv) Litigation involving Direct / Indirect Tax matters: Nil
- (v) Other Pending Litigations: Nil

II. Litigation by our Company

- (i) Litigation involving Criminal Laws: 4

- a) Our Company filed before the Metropolitan Magistrate, Andheri Mumbai, under section 138 of the Negotiable Instruments Act, 1881, This case was filed by the Company on Shree Narayan Textiles proprietor Komal Dilip Keswani.

Our company filed for recovery of ₹ 2,11,214 [Rupees Two Lakh eleven thousand two hundred and fourteen Only] due for which cheque were issued in favor of our company name having been dishonored. As on date of filing this Letter of Offer the said matter is currently pending.

- b) Our Company filed before the Metropolitan Magistrate, Andheri, Mumbai, under section 138 of the Negotiable Instruments Act, 1881, This case was filed by the Company on Param Trade Expo proprietor Rajesh Malkesh Shah.

Our company filed for recovery of ₹ 38,98,243 [Rupees thirty-eight Lakh ninety eight thousand two hundred and forty three Only] due for which cheque were issued in favor of our company name having been dishonored. As on date of filing this Letter of Offer the said matter is currently pending.

- c) Our Company filed before the Metropolitan Magistrate, Andheri Mumbai, under section 138 of the Negotiable Instruments Act, 1881, This case was filed by the Company on Kamal Apparels proprietor

Sunil Patil.

Our company filed for recovery of ₹ 38,63,714 [Rupees thirty-eight Lakh sixty-three thousand Seven hundred and fourteen Only] due for which cheque were issued in favor of our company name having been dishonored. As on date of filing this Letter of Offer the said matter is currently pending.

- d) Our Company filed before the Metropolitan Magistrate, Andheri Mumbai, under section 138 of the Negotiable Instruments Act, 1881, This case was filed by the Company on La Apparels proprietor Kishan Shetty.

Our company filed for recovery of ₹ 29,35,202 [Rupees Twenty-nine lakh Thirty-five thousand two hundred and two Only] due for which cheque were issued in favor of our company name having been dishonored. As on date of filing letter offer the said matter is currently pending.

(ii) Litigation involving Civil Laws: 1

Our company has initiated legal proceedings against the respondents Bhavana Textile Private Limited and Rajendra Basantilal Agarwal and Vishal Fabrics Limited and Amit Khemchand Kadamawala. The case pertains to a financial dispute involving the non-payment for goods that were ordered but not supplied by the parties amount involving Rs 1,03,16,662/- at City Civil Court, Dindoshi, Mumbai.

As on date of filing this Letter of Offer the said matter is currently pending.

(iii) Litigation involving actions by Statutory / Regulatory Authorities: Nil

(iv) Litigation involving Direct / Indirect Tax matters: Nil

(v) Other Pending Litigations: Nil

B. LITIGATION INVOLVING OUR DIRECTORS.

I. Litigation against our Directors: - Nil

(i) Litigation involving Criminal Laws: Nil

(ii) Litigation involving Civil Laws: Nil

(iii) Litigation involving actions by Statutory / Regulatory Authorities: Nil

(iv) Litigation involving Direct / Indirect Tax matters: Nil

(v) Other Pending Litigations: Nil

II. Litigation by our Directors

(i) Litigation involving Criminal Laws: Nil

(ii) Litigation involving Civil Laws: Nil

(iii) Litigation involving actions by Statutory/Regulatory Authorities: Nil

(iv) Litigation involving Direct / Indirect Tax Matters: Nil

(v) Others pending litigations: Nil

C. LITIGATION INVOLVING OUR PROMOTERS

I. Litigation against our Promoters:

(i) Litigation involving Civil Laws: Nil

(ii) Litigation involving Criminal Laws: Nil

(iii) Litigation involving actions by statutory or regulatory authorities: Nil

(iv) Litigation involving Direct / Indirect Tax Matters: Nil

(v) Other Pending Litigations: Nil

II. Litigation by our Promoters:

- (i) Litigation involving Criminal Laws: Nil
- (ii) Litigation involving Civil Laws: Nil
- (iii) Litigation involving actions by statutory or regulatory authorities: Nil
- (iv) Litigation involving Direct / Indirect Tax Matters: Nil
- (v) Other Pending Litigations: Nil

D. LITIGATION INVOLVING GROUP COMPANIES

I. Litigation against our Group Company:

- (i) Litigation involving Criminal Laws: Nil
- (ii) Litigation involving Civil Laws: Nil
- (iii) Litigation involving actions by statutory or regulatory authorities: Nil
- (iv) Litigation involving Direct / Indirect Tax Matters: Nil
- (v) Other Pending Litigations: Nil

II. Litigation by our Group Company:

- (i) Litigation involving Criminal Laws: Nil
- (ii) Litigation involving Civil Laws: Nil
- (iii) Litigation involving actions by statutory or regulatory authorities: Nil
- (iv) Litigation involving Direct / Indirect Tax Matters: Nil
- (v) Other Pending Litigations: Nil

LEGAL NOTICES RECEIVED BY OUR COMPANY, OUR PROMOTERS, OUR GROUP COMPANIES, OUR SUBSIDIARIES AND OUR DIRECTORS

There are no legal notices received by Our Company, Our Promoters, Our Group Companies, and Our Directors as on the date of filing this Letter of offer.

MATERIAL VIOLATIONS OF THE STATUTORY REGULATIONS BY OUR COMPANY

There are no material violations of the statutory regulations by our Company as on the date of this Letter of offer.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES IN THE LAST FIVE FINANCIAL YEARS INCLUDING OUTSTANDING ACTION

- AGAINST THE PROMOTERS - NIL
- AGAINST THE COMPANY - NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY RBI IN THE LAST FIVE FINANCIAL YEARS INCLUDING OUTSTANDING ACTION

- AGAINST THE PROMOTERS - NIL
- AGAINST THE COMPANY -NIL

As on the date of the Letter of offer, except as stated above, there have been no disciplinary action including penalty imposed by SEBI or RBI or Stock Exchanges against our Company and Promoters in the last five financial years including outstanding action.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Letter of offer, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies, and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Letter of offer there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

OUTSTANDING DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on March 31, 2024 as Micro, Small or Medium Enterprises. Consequently, the amount paid / payable to these parties during the year is NIL. Further, there is no small- scale undertaking or any other creditor to whom the Company owes a sum exceeding Rs. 1 lakh which is outstanding for more than thirty (30) days.

GOVERNMENT AND OTHER APPROVALS

Our Company has obtained the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other Government Agencies/Regulatory Authorities/Certification Bodies required to undertake the Issue or continue our business activities.

In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Letter of offer.

The main object clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

The following is the major licenses relating to our company.

1. Certificate of Incorporation dated August 31, 2005, issued by the Registrar of Companies, Maharashtra, Mumbai.
2. Fresh Certificate of Incorporation dated November 23, 2017, issued by the Registrar of Companies, Maharashtra, Mumbai consequent upon conversion to public limited company.
3. Our Company's corporate identification number is L18101MH2005PLC155786.
4. Shops and Establishment certificate No. 820259756/KW Ward/Commercial II Registered under the Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017.

Tax Related Approvals



1. The PAN (The permanent account number) of our Company is AAECM3826H issued by Income Tax Department under the Income Tax Act, 1961.
2. The tax deduction account number of our Company is MUMM41523G issued by the Sales Tax Department under the Maharashtra Value Added Tax Act, 2002.
3. The TIN of our Company is 27370781322V and 27370781322C issued by the Income Tax Department under the Income Tax Act, 1961.
4. The GST registration number of our Company is 27AAECM3826H1ZG issued by the Government of India under the Goods and Service Tax Act, 2017.
5. The IEC Number is 0310012015 under the Directorate General of Foreign Trade.

Approvals For the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

1. The Board of Directors in pursuance of Section 62(1)(a) of the Companies Act, 2013, by a resolution passed at its meeting held on July 04, 2024, has authorized the Issue.
2. In-principal approval from the NSE bearing reference number NSE/LIST/43182 dated September 18, 2024 to use the name of NSE for listing of the Equity Shares issued by our Company pursuant to the Issue;
3. The ISIN of the Company is INE997Y01027.
4. The RE ISIN of the company is INE997Y20027.

INTELLECTUAL PROPERTY RIGHTS

Sr. No	Trademark Type	Class	Trademark No	Validity
1		24	4068959	28/01/2029
2	"McAllen Paris"	25	4099736	26/02/2029
3		25	4132839	29/03/2029
4	"Mittalier London"	25	4099738	26/02/2029

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

This Issue of Equity Shares to the Eligible Shareholders is being made in accordance with the:

Resolution passed by our Board of Directors under clause (a) of Sub-Section (1) of Section 62 and other provisions of the Companies Act, at their meeting conducted on July 04, 2024.

The Board/Rights issue committee of our Company in their meeting conducted on July 04, 2024, approved this Issue inter-alia on the following terms.

ISSUE SIZE	Up to ₹ 2,959.33 Lakhs
ISSUE PRICE	₹ 2/- (Two Rupees Only) including a premium of ₹ 1/- (One Rupees Only) Per Rights Share. 100% Rights issue subscription Amount shall be at the time of Application, the Investors will have to pay ₹ 2 per Rights Equity Share which constitutes 100% of the Issue Price and such other price determined by our Board and, or, the Rights Issue Committee, at its sole discretion, from time to time, in compliance with SEBI ICDR Regulations.
ISSUE ENTITLEMENT RATIO	1 Rights Equity Share for every 2 Equity Shares held by the Eligible Equity Shareholders as on the Record Date, October 03, 2024.
RECORD DATE	October 03, 2024

This Letter of Offer has been approved by our Board pursuant to their resolutions dated October 03, 2024.

Our Company has received in-principle approval from NSE in accordance with Regulation 28 (1) of SEBI (LODR) Regulations for listing of the Rights Shares proposed to be allotted vide letter bearing reference NSE/LIST/43182 dated September 18, 2024. Our Company will also make application to NSE to obtain their trading approvals for the Rights Entitlements as required under the ASBA Circular;

Our Company has been allotted the ISIN for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Shareholders of our Company. Our Company has been allotted the ISIN INE997Y20027 both from NSDL and CDSL for the Rights Equity Shares issued pursuant to this Issue. For details, please see section titled '*Terms of the Issue*' beginning on page 150.

PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, the Promoters and the members of Promoter Group, and the Directors of our Company have not been prohibited or debarred from accessing or operating in the 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.

The companies with which our directors or the persons in control of our Company are or were associated as promoter, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Company, the Promoters and members of the Promoter Group and the Directors of our Company have not been declared as fugitive economic offenders.

There are no proceedings initiated by SEBI, Stock Exchange or ROC, etc., against our Company, Directors,

Group Companies.

None of our Directors currently holds nor have held directorship(s) in the last five years in a listed Company whose shares have been or were suspended from trading on any stock exchange or in a listed Company which has been / was delisted from any stock exchange.

Prohibition by RBI:

Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been identified as Wilful Defaulters by the RBI.

Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been identified as Fraudulent Borrowers by the RBI.

Directors Associated with the Securities Market:

None of our Directors are associated with the securities market in any manner.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018:

Our Company, our Promoter and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on NSE. Our Company is eligible to offer and issue Rights Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations.

Our Company is undertaking this Rights Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations. Our Company undertakes to make an application to NSE for listing of the Rights Shares to be issued pursuant to this Issue.

COMPLIANCE WITH REGULATION 61 AND 62 OF THE SEBI (ICDR) REGULATIONS

The present Issue being ₹ 2,959.33 Lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI (ICDR) Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI (ICDR) Regulations with SEBI for information and dissemination on the website of SEBI, i.e. www.sebi.gov.in;

Our Company is in compliance with the requirements of Regulation 61 and Regulation 62 of the SEBI (ICDR) Regulations to the extent applicable. Further, in relation to compliance of Regulation 62 (1) (a) of the SEBI (ICDR) Regulations, our Company undertakes to make an application to NSE for listing of the Right Shares to be issued pursuant to this Issue;

COMPLIANCE WITH CLAUSE (1) OF PART B OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the Stock Exchange and till date.
2. The reports, statements and information referred to above in clause (1) are available on the website of

NSE.

3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our Directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.
4. As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations, disclosures in this Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI (ICDR) Regulations.

DISCLAIMER CLAUSE OF SEBI

The Letter of Offer has not been filed with SEBI in terms of SEBI (ICDR) Regulations as the size of issue is up to ₹ 2959.33 Lakhs.

DISCLAIMER CLAUSES FROM OUR COMPANY

Our Company accepts no responsibility for the statements made otherwise than in this Letter of Offer or in any advertisement or other materials issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company, their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company, and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue. Our Company, and its directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

CAUTION

Our Company shall make all the relevant information available to the Eligible Shareholders in accordance with the SEBI (ICDR) Regulations and no selective or additional information would be available for a section of the Eligible Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Rights Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date of this Letter of Offer.

DISCLAIMER WITH RESPECT TO JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of this Issue will be NSE.

DISCLAIMER CLAUSE OF NSE

As required, a copy of this Letter of Offer has been submitted to the NSE. NSE has given vide its letter Ref. No. NSE/LIST/43182 dated September 18, 2024, to use its name in this Letter of Offer.

As required, a copy of this letter of offer has been submitted to NSE. NSE has given vide its letter Ref. No. NSE/LIST/43182 dated September 18, 2024 permission to the Issuer to use the Exchange's name in this letter

of offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Further, NSE does not in any manner:

1. Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of offer that our Company's Equity Shares will be listed or will continue to be listed on NSE; or
2. Take any responsibility for the financial or other soundness of our Company, its management or any scheme or project of our Company; and it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the NSE.

Every Investor who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

FILING

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer will be filed with the Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

The Letter of Offer has not been filed with the SEBI for its observations as the size of the issue does not exceed ₹5,000.00 Lakhs which does not require issuer to file Letter of Offer with SEBI. The Company has filed Letter of Offer with the NSE for obtaining in-principle approval.

LISTING

Our Company will apply to NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

CONSENTS

Consents in writing of our Promoter, Directors, Auditors, Banker to the Company, Banker to Issue and the Registrar to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Letter of Offer.

EXPERT OPINION

Except for the reports in the section ‘*Financial Information*’ on page 91 from the Statutory Auditors, our Company has not obtained any expert opinions.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF OUR COMPANY

Our Company undertook a rights issue following the in-principle listing approval granted by the NSE dated January 27, 2023. This issue involved up to 1,49,34,448 Equity Shares with a face value of ₹10 each, offered for cash at a price of ₹10 per Rights Equity Share (with no premium), aggregating to ₹1,493.44 lakhs. The rights issue was offered on a 1:1 basis, meaning one Rights Equity Share for every one Equity Share held by the Eligible Equity Shareholders of our Company.

Except for the above, in the last five years immediately preceding the date of this Letter of Offer, our Company has not made any rights issues or public issues. Our Company has not failed to achieve the objectives outlined in any of its previous issues.

SELLING RESTRICTIONS

The distribution of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, Application Form, and the issue of Right Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, Abridged Letter of Offer, Entitlement Letter, or Application Form may come are required to inform themselves about and observe such restrictions.

We are making this Issue of Equity Shares on a rights basis to the Eligible Shareholders and will send/ dispatch the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form only to email addresses of such Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the issue and sale of the Rights Entitlements and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form, shall not be sent the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form. Further, the Letter of Offer will be provided, primarily through e- mail, by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the national stock exchange Limited. Accordingly, our Company, the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, and the Application Form.

No action has been or will be taken to permit this Issue in any jurisdiction or the possession, circulation, or distribution of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, and Application Form or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction where action would be required for that purpose.

Accordingly, the Rights Entitlements or Rights Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form must be treated as sent for information only and should not be copied, redistributed or acted upon for subscription to Rights Shares or the purchase of Rights Entitlements.

Accordingly, persons receiving a copy of the Letter of Offer, this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form should not, in connection with the issue of the Rights Entitlements or Rights Shares, distribute or send such document in, into the United States or any other jurisdiction where

to do so would, or might contravene local securities laws or regulations or would subject the Company and their respective affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, this Letter of Offer, Abridged Letter of Offer, Entitlement Letter and/or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Rights Shares referred to in this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Shares in this Issue must provide an Indian address.

No information in this Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlement and the Rights Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlement and the Rights Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction, without requirement for our Company, or their respective affiliates to make any filing or registration (other than in India).

Neither the delivery of the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form nor any sale or offer hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or date of such information.

THE CONTENTS OF THIS LETTER OF OFFER, THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF BUYING OR SELLING OF RIGHTS SHARES OR RIGHTS ENTITLEMENTS. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR, AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX, AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS SHARES OR RIGHTS ENTITLEMENTS. IN ADDITION, NEITHER OUR COMPANY NOR THE ADVISOR TO ISSUE NOR ANY OF THEIR RESPECTIVE AFFILIATES ARE MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS SHARES OR THE RIGHTS ENTITLEMENTS REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS SHARES OR THE RIGHTS ENTITLEMENTS BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The rights entitlements and the rights shares have not been and will not be registered under the United States Securities Act, 1933, as amended, or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof or to, or for the account or benefit of, "U.S. Persons" (as defined in regulations under the securities act, except in a transaction exempt from the registration requirements of the securities act. The rights entitlements and rights shares referred to in this letter of offer are being offered in India and in jurisdictions where such offer and sale of the rights shares and/ or rights entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which the letter of offer, this letter of offer, and abridged letter of offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, this letter of offer, the abridged letter of offer, entitlement letter, and application form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or

renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Rights Shares shall be made from US bank accounts and all persons subscribing for the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Rights Shares in India.

We, the Registrar, any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which:

- a. Does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Rights Shares in compliance with all applicable laws and regulations;
- b. Appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States;
- c. Where a registered Indian address is not provided;
- d. Where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements;

And we shall not be bound to allot or issue any Rights Shares in respect of any such Application Form. The Rights Entitlements may not be transferred or sold to any person in the United States.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

1. Mechanism for Redressal of Investor Grievances

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number 'CIR/OIAE/2/2011 dated June 3, 2011'. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee comprising of 3 (three), members of the said committee, which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint. The average time taken by the Registrar to the Issue, for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

2. Investor Grievances arising out of this Issue

Our Company's investor grievances arising out of the Issue will be handled by Bigshare Services Private Limited, who is the Registrar to the Issue. The Registrar to the Issue will have a separate team of personnel handling only post- Issue correspondence.

The agreement between our Company and the Registrar to the Issue will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of Allotment Advice to enable the Registrar to redress grievances of Investors.

All grievances relating to this Issue may be addressed to the Registrar to the Issue giving full details such as folio no., name and address, contact details, Email-ID of the first applicant, number and type of Equity Shares applied for, Application Form serial number, amount paid on application and the name of the bank and the branch where the application was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renounce should be furnished.

The average time taken by the Registrar to the Issue for attending to routine grievances will be seven to ten days from the date of receipt of complaints. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. Our Company undertakes to resolve the Investor grievances in a time bound manner.

Investors may contact the Company Secretary and Compliance Officer of our Company and/ or Registrar to the Issue at the below mentioned address in case of any pre-Issue/ post-Issue related problems such as non-receipt of allotment advice/ demat credit etc.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer of our Company of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled '*Terms of the Issue*' on page 150.

The contact details of the Registrar to the Issue and the Company Secretary and Compliance Officer of our Company are as follows:

Company Secretary and Compliance Officer	Registrar to the Issue
Mr. Ankitsingh Ganeshsingh Rajpoot Company Secretary Telephone: (022)- 26741792 / 87 E-mail: cs@mittallifestyle.in Website: www.mittallifestyle.in	Bigshare Services Private Limited Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400 093, Maharashtra, India. Telephone: +91 22 6263 8200/ 22 E-mail: rightsissue@bigshareonline.com Website: www.bigshareonline.com Contact person: Mr. Abhishek Altekar Investor grievance: investor@bigshareonline.com SEBI Registration No: INR000001385

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at www.bigshareonline.com . Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are (investor@bigshareonline.com or 022-6263 8200/22)

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA.

Further, SEBI has pursuant to the SEBI Rights Issue Circular stated that in the event there are physical shareholders who have not been able to open a demat account pursuant to the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 or are unable to communicate their demat account details to our Company or the Registrar for credit of Rights Entitlements, such physical shareholders may be allowed to submit their Application.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchange and the terms and conditions as stipulated in the Allotment Advice.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access this Letter of offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) our Company at ; www.mittallifestyle.in
- (ii) the Registrar at www.bigshareonline.com; and
- (iii) the Stock Exchange at www.nseindia.com.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the

website of the Registrar (*i.e.*, www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.mittallifestyle.in).

Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or their respective affiliates to make any filing or registration (other than in India).

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Eligible Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see 'Making of an Application through the ASBA Process' beginning on page 150 of this Letter of offer.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounces, to make

Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” below.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “Grounds for Technical Rejection” below. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” below.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

Eligible Shareholders, wishing to participate in this Issue through the ASBA facility, are required to have

an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Eligible Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Eligible Shareholders may apply for the Issue Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Eligible Shareholders while applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Do's for Shareholders applying through ASBA:

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on

application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Shareholders applying through ASBA:

- (a) Do not apply if you are not eligible to participate in the Issue under securities laws applicable to your jurisdiction.
- (b) Do not submit the Application Form after you have submitted a plain paper Application to a designated Branch of the SCSB or *vice versa*.
- (c) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- (d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- (e) Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- i. Name of our Company, being Mittal Lifestyle Limited;
- ii. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- iii. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on

- Record Date) / DP and Client ID;
- iv. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
 - v. Number of Equity Shares held as on Record Date;
 - vi. Allotment option – only dematerialised form;
 - vii. Number of Equity Shares entitled to;
 - viii. Number of Equity Shares applied for within the Rights Entitlements;
 - ix. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
 - x. Total number of Equity Shares applied for;
 - xi. Total amount paid at the rate of ₹ 2 per Equity Share;
 - xii. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
 - xiii. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
 - xiv. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
 - xv. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
 - xvi. All such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulations, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. Person” as defined in (“Regulation S”), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders’ ASBA Accounts on or before the Issue Closing Date.

Acceptance of this Issue

Eligible Equity Shareholders may accept this Issue and apply for the Issue Shares submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected. Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section '*Terms of issue*' on page 150.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements,

provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Basis of Allotment*” mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares.

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- a. Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- b. Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” mentioned above.
- d. Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- e. Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- f. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- g. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain

Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the

Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants.

The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- h. By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- j. Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- l. All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m. Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- n. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

- q. Do not pay the Application Money in cash, by money order, pay order or postal order.
- r. Do not submit multiple Applications.
- s. No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.
- t. An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (c) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where a Shareholder submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and this Letter of Offer.

- (m) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demands.
- (o) If a Shareholders is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.
- (p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- (q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (r) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “*Procedure for Applications by Mutual Funds*” mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) a Shareholder submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure - Intention and extent of participation by our Promoter*” mentioned above.

Procedure for Applications by certain categories of Shareholders Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our

Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Shareholders**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is, October 21, 2024, *i.e.*, Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “*Terms of Issue*” mentioned on page 150.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their

Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Issue Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

• Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialized form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same will also be available on the website of our Company (*i.e.* www.mittallifestyle.in).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE997Y20027. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented

thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e.* www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send this Letter of Offer and the Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided an Indian address to our Company. This Letter of Offer will be provided to those who make a request in this regard.

In the event that e-mail addresses of the Eligible Equity Shareholders are not available with our Company or the Eligible Shareholders have not provided valid e-mail addresses to our Company, our Company will dispatch the Abridged Letter of Offer, Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

This Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, our Company through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares and/ or the Rights Entitlements under applicable securities laws) and on the Stock Exchange website. The distribution of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares and/ or the Rights Entitlements on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer has been filed with SEBI and the Stock Exchange. Accordingly, the Rights Entitlements and Issue Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter

of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Issue Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Issue Shares under the laws of any jurisdiction which apply to such person.

Credit of Rights Entitlements in Dematerialised account

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit / credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) instances where credit of the Rights Entitlements returned/reversed/failed; or (f) Equity Shares, the ownership of which is currently under dispute, including in any court proceedings.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self- attested PAN and clientmaster sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

III. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

• Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

• Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

- **Procedure for Renunciation of Rights Entitlements**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Issue Equity Shares

Rs. 2 per Issue Share (including premium of Re. 1 per Issue Share) shall be payable as stated below

Amount Payable per Rights Equity Shares	Face Value (₹)	Premium (₹)	Total (₹)
On Application	1	1	2

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Eligible Shareholders.

(a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE997Y20027 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from October 11, 2024 to October 16, 2024 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE997Y20027 and indicating the details

of the Rights Entitlements they intend to trade. The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contractnote in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE997Y20027, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

IV. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agree to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by

the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

• Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 Rights Equity Shares for every 2 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 Equity Shares or is not in the multiple of 1 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 2 Equity Shares, such Equity Shareholder will be entitled to 1 Rights Equity Share and will also be given a preferential consideration for the Allotment of

one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than two Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

- **Ranking**

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

- **Listing and trading of the Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the NSE through letter bearing ref. no. NSE/LIST/43182 dated September 18, 2024. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on NSE (Scrip Code: MITTAL) under the ISIN: INE997Y01027. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/unblocked within seven days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see “*Capital Structure - Intention and extent of participation by our Promoter*” mentioned above.

- **Rights of Holders of Equity Shares of our Company**

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

- a. The right to receive dividend, if declared;
- b. The right to receive surplus on liquidation;
- c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d. The right to free transferability of Equity Shares;
- e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Letter of Offer; and
- f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

V. GENERAL TERMS OF THE ISSUE

- **Market Lot**

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Issue Shares in dematerialised mode is one Equity Share.

- **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

- **Nomination**

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- **Arrangements for Disposal of Odd Lots**

The Equity Shares shall be traded in dematerialized form only and, therefore, the marketable lot shall be 1 Equity Share and hence, no arrangements for disposal of odd lots are required.

- **Notices**

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circular, our Company will send, primarily through email, the Abridged Letter of Offer, Application Form and other applicable Issue materials to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. This Letter of Offer will be provided, primarily through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

In the event that e-mail addresses of the Eligible Equity Shareholders are not available with our Company

or the Eligible Shareholders have not provided valid e-mail addresses to our Company, our Company will dispatch the Abridged Letter of Offer, Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one regional language newspaper with wide circulation, where our Registered Office is situated.

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on its website.

- **Offer to Non-Resident Eligible Equity Shareholders/Shareholders**

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non- resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at www.bigshareonline.com. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchange. Further, Application Forms will be made available at Registered Office of our Company for the non- resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non- residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non- Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self- attested proof of address, passport, etc. at investor@bigshareonline.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” AS MENTIONED ABOVE.

VI. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	Tuesday, October 08, 2024
ISSUE OPENING DATE	Friday, October 11, 2024
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#	Wednesday, October 16, 2024
ISSUE CLOSING DATE*	Monday, October 21, 2024
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	Monday, October 28, 2024
DATE OF ALLOTMENT (ON OR ABOUT)	Thursday, October 31, 2024
DATE OF CREDIT (ON OR ABOUT)	Tuesday, November 05, 2024
DATE OF LISTING (ON OR ABOUT)	Thursday, November 07, 2024

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Thursday, October 17, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e Friday , October 18, 2024.

The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse.

VII. BASIS OF ALLOTMENT

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee (s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity

Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

- c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c)
- e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

VIII. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will issue/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 (Fifteen) days from the issue closing date. In case of failure to do so, our Company and our Directors who are officers in default shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April

22, 2021, in case of Applications made through the ASBA facility, refunds, if any for un-allotted or partially allotted applications shall be completed on or before T+1 day (T being the date of finalization of Basis of allotment).

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Separate ISIN for Rights Equity Shares

As per the SEBI – Rights Issue Circular, the Rights Entitlements with a separate ISIN would be credited to the demat account of the respective Eligible Equity Shareholders before the issue opening date. On the Issue Closing date the depositories will suspend the ISIN of REs for transfer and once the allotment is done post the basis of allotment approved by the designated stock exchange, the separate ISIN: INE997Y01027 for REs so obtained will be permanently deactivated from the depository system.

The existing Equity Shares of our Company are listed and traded under the ISIN: INE997Y01027 on NSE. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Credit and Transfer of the Rights Equity Shares in case of the Eligible Equity Shareholders holding the Equity Shares in physical form and treatment of such Rights Equity Shares for non-receipt of demat account details in a timely manner

In case of allotment to the Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

- a. The Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense account to be opened by our Company;
- b. Within 6 months from the Allotment Date, such Eligible Equity Shareholders shall be required to send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client mastersheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;
- c. Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders;
- d. In case of non-receipt of details of demat account as per (b) above, our Company shall conduct a sale

of such Rights Equity Shares lying in the demat suspense account on the floor of the Stock Exchange at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Forms and from which the payment for Application Money was made. In case such bank accounts cannot be identified due to any reason or bounce back from such account, our Company may use payment mechanisms such as cheques, demand drafts, etc. to such Eligible Equity Shareholders to remit such proceeds. Such Rights Equity Shares may be sold over such period of time as may be required, depending on liquidity and other market conditions on the floor of the Stock Exchange after the expiry of the period mentioned under (b) above. Therefore, such proceeds (net of brokerage, applicable taxes and administrative and incidental charges) by way of sale of such Rights Equity Shares may be higher or lower than the amount paid by such Eligible Equity Shareholders at the time of subscribing such shares;

- e. Our Company shall send reminder notices seeking the requisite details of demat account prior to expiry of time period under (b) above, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details. After expiry of time period under (b) above, our Company or the Registrar shall not accept any requests by such Eligible Equity Shareholders for updating the details of demat account under any circumstances, including in case of failure to sell such Rights Equity Shares; After the consummation of the sale of Rights Equity Shares on the floor of the Stock Exchange, our Company shall send an intimation to the respective Eligible Equity Shareholders, giving details of such sale, including the sale price and break-up of net brokerage, taxes and administrative and incidental charges;
- f. If at the time of transfer of sale proceeds for default cases, the bank account from which Application Money was received is closed or non-operational, such sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law; and
- g. In case the details of demat account provided by the Eligible Equity Shareholders are not of his/ her own demat account, the Rights Equity Shares shall be subject to sale process specified under (d) above.

Notes:

1. Our Company will open a separate demat suspense account to credit the Rights Equity Shares in respect of such Eligible Equity Shareholders who hold the Equity Shares in physical form as on at least two Working Days prior to the Issue opening Date. Our Company, with the assistance of the Registrar, will initiate transfer of such Rights Equity Shares from the demat suspense account to the demat account of such Eligible Equity Shareholders, upon receipt of details of demat accounts from the Eligible Equity Shareholders.
2. The Eligible Equity Shareholders cannot trade in such Rights Equity Shares until the receipt of demat account details and transfer to such Eligible Equity Shareholders' respective account.
3. There will be no voting rights against such Rights Equity Shares kept in the demat suspense account. However, the respective Eligible Equity Shareholders will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares on the Rights Equity Shares, as permitted under applicable laws.
4. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Equity Shares or Rights Entitlements. The Eligible Equity Shareholders should obtain their own independent tax and legal advice and may not rely on our Company or any of their affiliates including any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Rights Equity Shares (including but not limited to any applicable short-term capital gains tax, or any other applicable taxes or charges in case of any gains made by such Eligible Equity Shareholders from the sale of such Rights Equity Shares).

5. Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be liable in any manner and not be responsible for acts, mistakes, errors, omissions and commissions, etc., in relation to any delay in furnishing details of demat account by such Eligible Equity Shareholders, any resultant loss to the Eligible Equity Shareholders due to sale of the Rights Equity Shares, if such details are not correct, demat account is frozen or not active or in case of non-availability of details of bank account of such Eligible Equity Shareholders, profit or loss to such Eligible Equity Shareholders due to aforesaid process, tax deductions or other costs charged by our Company, or on account of aforesaid process in any manner.

IX. PAYMENT OF REFUND

• Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

X. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

• Receipt of the Equity Shares in Dematerialized Form

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.

- The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Shareholders' depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholders' depository participant.
- If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc.*). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
- Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

XI. IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions 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 Rs. 10 Lakhs or 1% of the turnover of the company, whichever is lower, 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. In case the fraud involves (i) an amount which is less than Rs. 10 Lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 50 Lakhs or with both.

XII. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such

monies have been utilized;

- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- D. Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

XIII. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- i. The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii. All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- iii. The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v. In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- vi. Adequate arrangements shall be made to collect all ASBA Applications.
- vii. At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- viii. Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- ix. Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts, the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

XIV. SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

- 1) Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the Conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
- 2) All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “**Mittal Life Style Limited – Rights Issue**” on the envelope and post marked in India or in the e- mail) to the Registrar at the following address:

Name: Bigshare Services Private Limited
Address :- Office No S6-2, 6th floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai-400 093,
Maharashtra, India.
Telephone: +91 22 6263 8200/ 22
E-mail: rightsissue@bigshareonline.com
Website: www.bigshareonline.com
Contact person: Mr. Abhishek Altekar
Investor grievance: investor@bigshareonline.com
SEBI Registration No: INR000001385

- 3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar www.bigshareonline.com. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is [022-6263 8200](tel:022-62638200)./22.
- 4) The Shareholders can visit www.bigshareonline.com for the below-mentioned purposes also:
 - i. Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders.
 - ii. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company.
 - iii. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form.
 - iv. Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders.

This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

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, of the Government of India, 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. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the “Department of Industrial Policy and Promotion”) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“**FDI Circular 2020**”), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investor to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies (“**OCBs**”) have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the

Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Please note that the Right Shares applied for under this Issue can be allotted only in dematerialised form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/ reversed /failed.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than 2 (Two) years prior to the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the above mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 A.M. and 5 P.M. on all working days from the date of filing of the Letter of Offer until the Issue Closing Date. The copies of these contracts and also the documents for inspection referred to hereunder, would be available on the website of the Company at www.mittallifestyle.in from the date of this Letter of Offer until the Issue Closing Date.

MATERIAL CONTRACTS FOR THE ISSUE

1. Registrar Agreement dated August 05, 2024 between our Company and the Registrar to the Issue.
2. Bankers to the Issue Agreement dated September 24, 2024 amongst our Company and the Registrar to the Issue and the Escrow Collection Bank(s).

MATERIAL DOCUMENTS IN RELATION TO THE ISSUE

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;
2. Certificate of Incorporation of our Company;
3. Copies of Audited Financial Statement and the Annual Report of our Company for the last 3 (Three) Financial Years for the Financial Year ending March 31, 2024, March 31, 2023 and March 31, 2022.
4. Resolution of our Board of Directors dated July 04, 2024 approving the Rights Issue;
5. Resolutions of our right issue committee dated August 05, 2024 approving and adopting the Letter of Offer.
6. Resolution of our Board of Directors dated October 03, 2024, finalizing the terms of the Issue.
7. Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditor, Bankers to our Company, Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in this Letter of offer to act in their respective capacities.
8. Report on Statement of Special Tax Benefits dated August 01, 2024, for our Company from Kushal Poonia & Co., Chartered Accountants.
9. Copy of the Limited Review Report for period ended June 2024.
10. In-principal approval issued by National stock exchange Limited vide its Letter bearing reference number 'NSE/LIST/43182 ' dated September 18, 2024.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013, and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- Brijeshkumar Jagdishkumar Mittal Managing Director Din:- 02161984	Sd/- Pratik Brijeshkumar Mittal Executive Director and CFO Din:- 05188126
Sd/- Praful Jadavji Shah Independent Director Din:- 07927339	Sd/- Modi Prasun Muljibhai Independent Director Din:- 07336581
Sd/- Vishnu Banwarilal Sharma Independent Director Din:- 08735262	Sd/- Sudha Brijeshkumar Mittal Non-Executive Director Din:- 01353814

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sd/-
Ankitsingh Ganeshsingh Rajpoot
Company Secretary & Compliance Officer

Place: Mumbai

Date: October 03, 2024