



प्रबंधक

Manager

निर्गम एवं सूचीबद्धता प्रभाग-1 / Division of Issues and Listing-1

निगम वित्त विभाग / Corporation Finance Department

SEBI/HO/CFD/RAC-DIL1/P/OW/2024/12372/1

March 27, 2024

Unistone Capital Private Limited
A/ 305, Dynasty Business Park,
Andheri-Kurla Road, Andheri East,
Mumbai – 400 059, India.

Kind Attention: Mr. Brijesh Parekh

महोदय / महोदया,

Dear Sir / Madam,

विषय / Sub: Proposed IPO of Saraswati Saree Depot Limited

- उपरोक्त से संबंधित प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डॉक्यूमेंट), भारतीय प्रतिभूति और विनियम बोर्ड (सेबी) द्वारा मांगे गए स्पष्टीकरणों और उसके संबंध में दिए गए उत्तरों के संदर्भ में, यह सूचित किया जाता है कि इनकी जाँच करने पर यह पाया गया है कि इनमें कमियाँ हैं / भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोजर रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018] के प्रावधानों और दिए गए अनुदेशों का पालन नहीं किया गया है, और आपके लिए यह जरूरी है कि आप स्टॉक एक्सचेंज और / या कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले उन कमियों को दूर करें और संबंधित प्रावधानों तथा दिए गए अनुदेशों का पालन करें। उपरोक्त के संबंध में की गई टिप्पणियों का और जिन शर्तों आदि का पालन किया जाना है, उनका जिक्र संलग्नक 'I' और संलग्नक 'II' में किया गया है। कृपया यह भी नोट करें कि संलग्नक में जो कमियाँ बताई गई हैं / कुछ और प्रकटीकरण (डिस्क्लोजर) करने की बात कही गई है, यह सब आपको केवल उदाहरण के तौर पर ही बताया गया है। यह सुनिश्चित करने की जिम्मेदारी आपकी है कि सभी और सही प्रकटीकरण किए जाएं।

With reference to the draft offer document in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed, which are required to be rectified / complied with by you before filing the offer document with the Stock Exchange and/ or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement



of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.

2. बुक रनिंग लीड मैनेजर होने के नाते, आप यह सुनिश्चित करेंगे कि स्टॉक एक्सचेंज / कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले संलग्नक में दी हुई टिप्पणियों / शर्तों आदि के अनुसार प्रस्ताव दस्तावेज में बदलाव कर लिए जाएं। कंपनी रजिस्ट्रार / स्टॉक एक्सचेंज के पास अंतिम प्रस्ताव दस्तावेज दाखिल करने से पहले आपको हमें एक पत्र भेजकर इस बात की पुष्टि करनी होगी कि अपेक्षानुसार बदलाव कर लिए गए हैं और साथ ही यह भी बताना होगा कि प्रत्येक टिप्पणी / शर्त आदि के अनुसार बदलाव कैसे किए गए हैं। इसके अलावा और कोई भी बदलाव सेबी से लिखित सहमति लिए बिना नहीं किए जाएंगे।

As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations / conditions contained in the Annexure before you file the offer document with the stock Exchange / ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us, before filing the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**

3. यह स्पष्ट किया जाता है कि भारतीय प्रतिभूति और विनिमय बोर्ड (सेबी) के पास प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) दाखिल करने का अर्थ किसी भी तरह से यह न लगाया जाए कि सेबी द्वारा इसे मंजूरी प्रदान कर दी गई है। सेबी न तो इस बात की कोई जिम्मेदारी लेता है कि जिस स्कीम या परियोजना (प्रोजेक्ट) के लिए निर्गम (इश्यू) लाए जाने का प्रस्ताव है उसकी वित्तीय स्थिति अच्छी है और न ही इस बात की जिम्मेदारी लेता है कि प्रस्ताव दस्तावेज में दी गई जानकारी या व्यक्त की गई राय सही है। अग्रणी प्रबंधकों (लीड मैनेजर्स) ने यह प्रमाणित किया है कि प्रस्ताव दस्तावेज में जो प्रकटीकरण (डिस्कलोज़र) किए गए हैं वे मोटे तौर पर पर्याप्त हैं और जो प्रकटीकरणों (डिस्कलोज़र) तथा निवेशक संरक्षण के संबंध में उस समय लागू सेबी के विनियमों के प्रावधानों के अनुसार किए गए हैं। अग्रणी प्रबंधक यह भी सुनिश्चित करेंगे कि ऐसा भारतीय प्रतिभूति और विनिमय बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्कलोज़र रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018] के अनुसार भी किया जाए। ऐसा करना इसलिए जरूरी है, ताकि निवेशक प्रस्तावित निर्गम (इश्यू) में निवेश करने के संबंध में सोच-समझकर निर्णय ले सकें।

It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR) Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

4. यह भी पूरी तरह से स्पष्ट किया जाता है कि यद्यपि इस बात की जिम्मेदारी मुख्य रूप से निर्गमकर्ता (इश्यूअर) कंपनी की होती है कि प्रस्ताव दस्तावेज में समस्त जरूरी जानकारी प्रकट की जाए और जो सही और पर्याप्त हो, फिर भी अग्रणी प्रबंधकों (लीड मैनेजर्स) से अपेक्षित है कि वे यह सुनिश्चित करने के लिए पूरी तत्परता (ड्यू डिलिजेंस) बरतें

कि कंपनी अपनी जिम्मेदारियाँ सही ढंग से निभाए, और इसी उद्देश्य से अग्रणी प्रबंधकों ने भारतीय प्रतिभूति और विनिमय बोर्ड (इश्यू ऑफ कैपिटल एंड डिस्क्लोजर रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018 के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख September 29, 2023 का प्रमाणपत्र (ड्यू डिलिजेंस सर्टिफिकेट) प्रस्तुत किया है।

It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated September 29, 2023, in accordance with SEBI (ICDR) Regulations, 2018.

5. हालाँकि, कंपनी प्रस्ताव दस्तावेज दाखिल कर देने से ही कंपनी अधिनियम, 2013 की धारा 34 के तहत दी गई किसी भी बाध्यता से मुक्त नहीं हो जाती या वह कानूनी प्रावधानों के अनुसार ली जाने वाली मंजूरी या ऐसी कोई अन्य मंजूरी लेने से मुक्त नहीं हो जाती, जो प्रस्तावित निर्गम के संबंध में लेनी जरूरी हो। हालाँकि, सेबी प्रस्ताव दस्तावेज में कोई अनियमितता या कमी पाए जाने पर कभी भी अग्रणी प्रबंधकों के खिलाफ कार्रवाई कर सकता है।

The filing of the offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in the offer document.

6. किसी भी प्रचार सामग्री या विज्ञापन में ऐसा कुछ भी उल्लेख नहीं किया जाएगा, जो प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डोक्यूमेंट) में दी गई जानकारी से भिन्न हो। इस संबंध में आपका ध्यान विशेष रूप से कंपनी अधिनियम, 2013 की धारा 36 के प्रावधानों की ओर आकर्षित किया जाता है।

Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**

7. अग्रणी प्रबंधक यह सुनिश्चित करें कि भारतीय प्रतिभूति और विनिमय बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 के विनियम 25(1) और अनुसूची- III के अनुसार उपरोक्त निर्गम (इश्यू) के संबंध में फाइलिंग फीस की गणना किस प्रकार की गई है उसका एक विस्तृत विवरण, यथास्थिति, कंपनी रजिस्ट्रार के यहाँ प्रॉस्पेक्टस दाखिल किए जाने के सात दिनों के भीतर / स्टॉक एक्सचेंज के पास प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल किए जाने के सात दिनों के भीतर, सेबी के पास प्रस्तुत कर दिया जाए और साथ ही अब तक अदा की गई फाइलिंग फीस का ब्यौरा भी दिया जाए।

The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC/ within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.



आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से कम हो, तो ऐसे में अग्रणी प्रबंधक यह सुनिश्चित करेंगे और इस बात की पुष्टि करेंगे कि सेबी को शेष फीस अदा किए जाने के संबंध में इन विनियमों की अनुसूची-III के प्रावधानों का पालन किया गया है।

If filing fees paid by you is less than the actual fees required to be paid, the LMs are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से अधिक हो, तो ऐसे में आप सेबी को सूचित करेंगे कि कितनी फीस लौटाई जानी है, साथ ही आप यह भी बताएंगे कि आपने लौटाई जाने वाली फीस की रकम की गणना कैसे की है और सेबी को किसके नाम पर चेक जारी करना होगा।

If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour, the cheque may be issued by SEBI.

8. प्रस्तावित निर्गम (इश्यू) इस अभिमत पत्र के जारी होने की तारीख से 12 महीनों के भीतर पैसा लगाने (अभिदान करने / सब्सक्रिप्शन) के लिए खोला जा सकता है।

The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

9. आपसे अनुरोध है कि इस पत्र की प्राप्ति के 15 दिवस के भीतर अपना उत्तर प्रस्तुत करें।

You are requested to submit your response within 15 days of the receipt of this letter.

Place: Mumbai


Dhruva Jyoti Das

Annexure I

OBSERVATIONS

1. Please refer to our letters/emails dated October 19, 2023, November 30, 2023, and January 25, 2024, and your letters/emails dated October 23, 2023, December 18, 2023, February 16, February 29, 2024 and all other correspondences exchanged. LM is advised to ensure compliance with the same.
2. With regard to the above, LM is advised to ensure that the changes made pursuant to our clarifications are duly incorporated in the updated DRHP, RHP, and Abridged Prospectus.
3. Clause 24 (3) of SEBI (ICDR) Regulations, 2018, requires LM to exercise due diligence and satisfy himself about all aspects of the issue including the veracity and adequacy of disclosures in the offer document. Given the same, LM is advised to ensure that:
 - a) The offer document shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company / Expert.
 - b) The "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor have any underlying assumptions been omitted for investors to make an informed decision.
 - c) LM is further advised to include the industry report in the list of material documents for inspection and also provide a link in the offer document for online access of the industry report.
4. Risk Factors - (i) every risk factor shall be provided with a cross-reference to the detailed description of the facts/reasons in the DRHP, wherever applicable. (ii) in all risk factors, wherever either only percentages or the absolute values are mentioned, LM shall ensure to disclose both the absolute values and percentages.
5. Wherever the LM has undertaken to modify/delete the risk factors or in other relevant sections of the DRHP in its replies, the same shall be duly modified and incorporated in the updated DRHP / RHP.
6. Wherever the LM has mentioned "*Complied with*" or "*Noted for compliance*" or "*Complied with and noted for compliance*" or "*Complied with to the extent applicable*" or "*Complied with, to the extent applicable and noted for compliance*" or "*Complied with and noted for compliance, to the extent applicable*" in its replies, LM shall ensure that the same are duly complied with.
7. LM is advised to ensure that UDRHP contains necessary updated disclosures justifying the offer price under Section "*Basis for offer price*", "*Risk Factors*" etc., particularly emphasizing appropriate Key Performance Indicators as applicable to the industry in which the issuer company operates, in quantitative terms, with corresponding suitable explanations to justify the offer price.
8. LM is advised to ensure that accounting ratios disclosed in support of the basis of the issue price are duly verified by LM and designated Chartered Accountants or firms. Further, KPIs disclosed in the offer document shall be certified by the statutory auditor(s) or Chartered Accountants or firm of Chartered Accountants and a certificate issued with respect to KPIs, shall be included in the list of material documents for inspection.

9. The LM is to ensure that the entire DRHP language used is lucid, usage of abbreviations is limited, abbreviations to be used in the para, if already quoted in the same page /heading, any expressions, jargon or nomenclatures from other languages or not commonly used, are explained clearly at every place where they are used.
10. LM is advised to include a categorical statement that all the material agreements, arrangements and clauses/covenants have been disclosed in the DRHP and that there are no other agreements/clauses/covenants that are adverse/prejudicial to the interest of the public shareholders other than disclosed in the DRHP.
11. LM is advised to ensure compliance with the advisory issued by SEBI to all Merchant Bankers and AIBI vide mail dated July 04, 2023, with respect to disclosure of information pertaining to Pre-IPO placement and secondary transactions in the Public Announcement, Price Band Advertisement and intimation to stock exchanges. LM is advised to disclose a statement to pre-IPO investors and in DRHP cautioning them about risks associated in case the company does not come out with an IPO or listing does not happen after pre-IPO placement.
12. LM is advised to refer to exact page no. of DRHP, wherein the details of information have been disclosed.
13. LM is advised to incorporate all the certificates certified by the Chartered Accountants under the section Material contracts and documents for inspection.
14. LM is advised to ensure that disclosure made with respect to Offer Price and Price Band are in compliance with Part VII of Chapter II of SEBI (ICDR) Regulations, 2018. LM is advised to refrain from making any disclosure in the offer document w.r.t. offer price which is not in line with SEBI (ICDR) Regulations, 2018. LM is advised to make necessary changes in the offer document wherever applicable. LM is advised to ensure for all future issues as well.
15. LM is advised to ensure that the selling shareholder shall not be involved in the pricing, price band, allocation, and other activities in any manner and the same is to be disclosed in the document as a disclosure. LM is advised to make necessary changes in offer documents wherever applicable.
16. LM is advised to disclose the face value of the Issuer Company where the number of shares has been mentioned in the DRHP.
17. LM is advised to ensure the compliance of the undertaking provided by you that UDRH/RHP contains Consolidated Financial Statements prepared in accordance with Ind AS (Indian Accounting Standard) for all previous three years and the stub period (if applicable) audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

Offer Document Summary:

18. LM is advised to disclose only the main operation and business of the company under the heading "*Summary of the primary business of our Company*" i.e. the company is into trading of women's apparel (B2B).
19. LM is advised to disclose the details of loans availed from the promoters of the issuer company such as outstanding amount, usage of loan proceeds, terms of agreements, interest rate etc. LM to disclose the compliance of relevant provisions of the Companies Act, 2013 in this regard.

20. LM is advised to disclose the beneficiary owner/ shareholding pattern of companies i.e Saraswati Fabric Pvt Ltd, Saraswati Sadi Depot and Riddhi Curtains and handlooms where there are related party transactions. LM to disclose the dependency of the same for the business of the issuer company in the risk factor.

21. LM is to confirm compliance with the eligibility of shares offered for sale in terms of regulations 8 and 8A of SEBI (ICDR) Regulations along with the percentage of dilution by each of the selling shareholders.

Risk Factor (RF):

22. LM is advised to ensure that the disclosures of risk factors are based on materiality and also provide adequate and to make cross-reference the exact page no. of DRHP, wherein the details of information have been disclosed.

23. RF 3:

a) LM is advised to clearly disclose with data that the company is mainly engaged in the trading of saree, which is a largely organized business. LM to disclose the risk associated with the same. Further, LM is advised to disclose major competitors in the saree business.

b) LM has stated that it "will not be adversely affected by increased competition in the offline and online channels." LM is advised to validate such statements with proper data.

24. RF 6: With respect to weavers/suppliers, LM is advised to disclose separate RF by disclosing associated risks including the risk arising out of the weavers supplying to multiple parties.

25. RF 7: LM is advised to substantiate or remove all futuristic statements such as, "*We intend to continue growing by expanding our reach by entering retail stores, which may consequently increase our level of current assets.*"

26. RF 8: LM is advised to disclose the details of new products that the company anticipates to launch in the future. LM is advised to provide relevant data regarding its product for the last three years. LM is advised to clarify the details about the issuer company's products. Further, if all products as disclosed by the RF and DRHP, are saree-related business products, then LM is advised to remove the word 'product' and use a suitable word.

27. RF 9: LM is advised to disclose the figures in a tabular format.

28. RF 13: LM is advised to disclose data regarding the cost of charges/fees of credit and debit cards for the last three financial years.

29. RF 14: LM is advised to disclose the details of the landlord of the properties with whom the company has agreements for operating its two stores along with the details of rent payments for the last three financial years.

30. RF 16: LM is advised to disclose the details of various 3rd party transportation providers. Also, disclose how many such transportation providers the company has.
31. RF 19: LM is advised to disclose the details of all delayed payments/statutory dues along with the amount and action taken if any.
32. RF 24:
- LM to disclose the details of loans, usage of proceeds, terms of agreements, interest rates, repayment schedule, entities from which loan has been taken, restrictive covenants, if any.
 - LM is advised to disclose the details of group companies from whom the company took borrowings.
33. RF 26: LM is advised to disclose the details of pending government approvals for licenses, registrations, etc.
34. RF 30: LM is advised to disclose the nature non- non-compliance and the maximum penalty for such non-compliance as mentioned in the instant RF. LM is advised to disclose the updated status of the applications. LM to give the monetary effect of the same.
35. RF 36- LM is advised to incorporate a separate RF on non-receipt of trademark and it may adversely affect the business and profitability of the issuer company. LM is advised to update the status of the same along with details of the last correspondence.

Object of the Issue:

36. LM is advised to disclose the revised updated submissions on the objects of the issue regarding the working capital requirements.
37. With respect to the offer-related expenses, LM is advised to share details of such payments/expenses with SEBI even if, the proposed public issue does not get listed at Stock Exchange.
38. LM is advised to ensure that the company shall appoint a Monitoring agency for monitoring the utilization of total issue proceeds of the company and the same shall be disclosed in the DRHP.

Basis for Issue price:

39. LM is advised to disclose the operational parameters as a part of the KPI in the section.
40. Page 122- LM is advised to remove the qualitative factors such as 'vast and versatile product portfolio women', 'Ability to buy in bulk quantities' etc. from the qualitative factors of the company.
41. Page 129: LM is advised to disclose the WACA calculation method.

Industry Report:

42. LM is advised to confirm that while disclosing the "excerpts" of the industry report in the DRHP, no parts, information, or data that are material and relevant for the issuer company/investors are left out or changed in any manner.

43. LM is advised to ensure that the agency responsible for preparing the Industry Report shall ensure and confirm that all possible challenges, weaknesses and threats of the Industry/sector associated with the concerned company including specific segments or the products within the Industry/sector shall be properly analyzed and disclosed in the industry report.
44. LM is advised to ensure and confirm that all the challenges weaknesses and threats as stated in the Industry Report shall be disclosed as Risk Factors in the DRHP.
45. Page 141-146: LM is advised to disclose separate RF regarding distribution channels key for determining profitability of the apparel industry, men's wear is the biggest contributor, organized apparel market is only 33% to 34% etc.
46. Page 153-154: LM is advised to disclose separate RF regarding southern India domination in the saree market, value range and medium range sarees constitute the majority of the value, origin plays a critical role in saree etc.
47. LM is advised to disclose the product mix of the saree business of the company based on the above criteria as specified in the Industry Report.

Our Business:

48. With regard to the employees of the Issuer company, LM is advised to disclose whether the statutory dues to the Government and provident fund for all full-time employees have been paid and the number of the employees for whom the statutory dues and provident fund are paid. LM shall disclose the total PF being paid for the number of employees and whether the same is paid as per statutory law/obligation and the amount paid. Such details and bifurcation shall be disclosed for various dues such as PF, ESIC, GST, TDS, other statutory contributions etc shall be given in the document and whether the obligation has been duly discharged in terms of the applicable laws.
49. LM is advised to disclose the details of immediate clients and end consumers of the various products/apparel of the company.
50. LM is advised to remove the strengths factors such as 'vast and versatile product portfolio women', 'Ability to buy in bulk quantities' etc.

Key Regulation and Policies:

51. LMs to include a categorical statement that they have gone through the Articles of Association (AoA) of the Issuer Company and confirm to SEBI that no special rights are available to the Promoters / Shareholders in the AoA, at the time of filing of the offer document.
52. Further, LMs shall confirm to SEBI that as of the date of the offer document, the clauses/covenants of Articles of Association (AoA) of the Issuer Company are in compliance with the Companies Act and the Securities Laws, as applicable.

Our Management:

53. LM is advised to disclose and confirm that Directors (including nominee directors and independent directors)/KMPs are not related to any promoter/shareholder/promoter group/KMP of the company, group etc,

54. LM is advised to confirm that the Articles of Association (AoA) of the company are in compliance with the Companies Act, 2013 and SEBI laws and regulations and that there are no special rights of any nature in the AoA and also that disclosures in AoA are complete and no information has been left out. If any special rights the same to be deleted to ensure compliance in terms of corporate governance norms.

Miscellaneous:

55. LM is advised to include separate Risk Factors under an appropriate heading disclosing the risk involved on the following points:

- i) Complete Dependency on third-party weavers and does not have own production by issuer company.
- ii) Risk due to lack of availability of quality weavers and contracts with them. Risk due to lack of quality of output.
- iii) The changing trend of sarees to western wear having a major impact on the revenue in the long term.
- iv) The company's concentrated product with restricted growth and low margins may not result in long-term growth to investors.

56. Whenever there is a reference regarding something that is subject to approval from ROC/MCA or any other government agency, LM is advised to update the current status of such approvals.

57. LM is advised to disclose the names of directors/promoters whose names were struck off from ROC/MCA, if any.

58. LM is advised to ensure that Contingent Liability shall cover all the financial obligations of the outstanding litigations.

59. LM shall ensure that the main / sub-headings in the UDRHP / RHP do not have any abbreviations.

60. With respect to all the complaints received by LM / Company / forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures of the same are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the financial impact of the same, if any.

61. LM is advised to ensure the utilization and monitoring of the gross issue proceeds to be precise and any changes shall be in terms of law and as per the revised framework.

62. LM is advised to ensure that relevant disclosures as to all actions/complaints/pending litigations with other Regulatory Authorities are made in the RHP.

63. LM is advised to ensure that the disclosure of details of all the criminal matters initiated by or against the company, group, directors, promoters, and subsidiaries which are at the FIR stage and no / some cognizance has been taken by the court, is incorporated in the UDRHP / RHP along with appropriate risk factors in this regard.



64. The data regarding 'Risk to Investors' shall be updated and disclosed prominently (in the same font size as the price band) in advertisements of the Price Band and all further advertisements, the website of the company and the stock exchange. Further, any adverse ratio/data in the basis for issue price should be disclosed.
65. LM shall submit the draft advertisement for the announcement of the Price Band with SEBI before its publication in the newspapers for our comments, if any.
66. LM is advised to ensure that UDRHP is filed with SEBI not less than seven working days prior to submission of the draft price band advertisement.

Annexure II

General Observations

1. LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
4. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the RHP or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.
6. In terms of Regulation 7(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 31.(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Issuer Company and the Lead Manger are advised to ensure compliance with the requirement pertaining to shareholding of promoter(s) and promoter group to be held in dematerialised form.
7. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021."
8. LM to include a categorical statement that they have gone through the Articles of Association (AoA) of the Issuer Company and confirm to SEBI that no special rights are available to the Promoters / Shareholders in the AoA, at the time of filing of the offer document.
9. LM shall confirm to SEBI that as on the date of the offer document, the clauses / covenants of Articles of Association (AoA) of the Issuer Company are in compliance with the Companies Act and the Securities Laws, as applicable.
10. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.
11. In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the offer document, while also indicating the page number for the same.

12. ASBA:

- i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.
- ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:

- a. The following may appear just below the price information of the issue as shown below:

"PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted



now available in ASBA for retail individual investors.

* **ASBA is a better way of applying to issues by simply blocking the fund in the bank account.**

For further details check section on ASBA below."

- b. The following paragraph on ASBA may be inserted in the advertisement/Communications:



“ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.

For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section “Issue Procedure - Issue Procedure of ASBA Bidders” beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document.”

*ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.** List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in**.*
