



INNOVA CAPTAB LIMITED



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Our Company was incorporated in Mumbai, Maharashtra, as 'Harun Health Care Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 3, 2005, issued by the Registrar of Companies, Maharashtra at Mumbai (the "RoC"). Thereafter, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on December 26, 2009, the name of our Company was changed from 'Harun Health Care Private Limited' to 'Innova Captab Private Limited', and consequently, a fresh certificate of incorporation dated February 2, 2010, was issued by the RoC to our Company. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on July 12, 2018, and consequently, the name of our Company was changed to our present name, 'Innova Captab Limited', and a fresh certificate of incorporation dated July 26, 2018, was issued by the RoC to our Company. For details of changes in the name and the registered office address of our Company, see 'History and Certain Corporate Matters' on page 220 of the red herring prospectus dated December 14, 2023 filed with RoC ("RHP" or "Red Herring Prospectus").

Corporate Identity Number: U24246MH2005PLC150371; Website: www.innovacaptab.com

Registered Office: 601, Proxima, Plot No. 19, Sector 30 A, Vashi, Navi Mumbai, Maharashtra 400 705, India; Telephone: 91 22 2564 2095

Corporate Office: Second Floor, SCO No. 301, Sector 9, Panchkula, Haryana 134 109, India. Contact Person: Neehanika Shukla, Company Secretary and Compliance Officer; Telephone: +91 172 4194500; Email: investors@innovacaptab.com

THE PROMOTERS OF OUR COMPANY ARE MANOJ KUMAR LOHARIWALA AND VINAY KUMAR LOHARIWALA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION ("OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹3,200.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 5,580,357 EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION. THE OFFER WILL CONSTITUTE [●] OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF SHARES OFFERED / AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
MANOJ KUMAR LOHARIWALA	PROMOTER	Up to 1,953,125 Equity Shares aggregating up to ₹[●] million	2.36
VINAY KUMAR LOHARIWALA	PROMOTER	Up to 1,953,125 Equity Shares aggregating up to ₹[●] million	15.20
GIAN PARKASH AGGARWAL	OTHER	Up to 1,674,107 Equity Shares aggregating up to ₹[●] million	2.50

*As certified by N B T and Co, Chartered Accountants, by way of their certificate dated December 14, 2023.

We are an integrated pharmaceutical company in India with a presence across the pharmaceuticals value chain including research and development, manufacturing, drug distribution and marketing and exports.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

• QIB Portion: Not more than 50% of the Offer • Non-Institutional Portion: Not less than 15% of the Offer • Retail Portion: Not less than 35% of the Offer

PRICE BAND: ₹ 426 TO ₹ 448 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH

THE FLOOR PRICE IS 42.60 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 44.80 TIMES THE FACE VALUE OF THE EQUITY SHARES

THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 AT THE FLOOR PRICE IS 30.08 TIMES AND AT THE CAP PRICE IS 31.64 TIMES

BIDS CAN BE MADE FOR A MINIMUM OF 33 EQUITY SHARES AND IN MULTIPLES OF 33 EQUITY SHARES THEREAFTER

Details of Pre-IPO Placements

Our Company has undertaken private placements of 1,412,430 compulsorily convertible preference shares ("CCPS") and 669,642 Equity Shares at an Issue Price of ₹ 354 and ₹ 448 per Equity Share respectively for a cash consideration aggregating to ₹500 million and ₹300 million respectively, on July 19, 2022 and December 3, 2023, respectively.

Set forth hereunder are the details of the allotment of such CCPS / Equity Shares:

Date of Allotment	Name of the Allottee	Number of Shares Allotted	Face value per share (in ₹)	Issue price per share (in ₹)
July 19, 2022	UTI Multi Opportunities Fund I	1,412,430*	10.00	354.00
December 3, 2023	360 One Special Opportunities Fund - Series 9	334,821		448.00
December 3, 2023	360 One Special Opportunities Fund - Series 10	334,821		

*The CCPS were converted into 1,412,430 Equity Shares on December 1, 2023.

We confirm and declare that the abovementioned allottees are not, in any manner, connected with our Company, our Promoters, members of our Promoter Group, our Directors, our Key Managerial Personnel, our Senior Management, our Subsidiaries, our Group Companies, or directors, key managerial personnel or senior management of our Subsidiaries, or directors, key managerial personnel or senior management of our Group Companies.

In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated December 15, 2023, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for the Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), disclosed in 'Basis for the Offer Price' section on pages 116 to 122 of the RHP.

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

RISKS TO INVESTORS:

1. We depend on a limited number of CDMO customers. Any reduction in the number of CDMO customers and adverse developments or inability to enter into or maintain relationships with these CDMO customers could have an adverse effect on our business, results of operations and financial condition. Our revenue from operations from CDMO business from our top ten customers and such revenue as a percentage of our operations is set forth below:

Revenue from Operations	Fiscal 2021		Fiscal 2022		Fiscal 2023		Three Months ended June 30, 2023	
	₹ million	% of revenue from operations from CDMO business	₹ million	% of revenue from operations from CDMO business	₹ million	% of revenue from operations from CDMO business	₹ million	% of revenue from operations from CDMO business
Top Ten Customers	2,022.01	54.52%	3,341.18	48.66%	3,825.40	56.29%	1,136.63	68.39%

2. A portion of the proceeds from this Offer will not be available to us. The proceeds from the Offer for Sale will be remitted to the Selling Shareholders and our Company will not benefit from such proceeds.

3. We are dependent on the import of raw materials from China, China SEZ and Hong Kong. This exposes us to political, economic and social conditions in greater China.

Restated Consolidated	For the year ended March 31,			For the three months ended June 30, 2023
	2021	2022	2023	
Imported raw materials from China, China SEZ and Hong Kong as a percentage of our cost of imported raw materials	91.85%	90.03%	75.41%	100%
Imported raw materials from China, China SEZ and Hong Kong as a percentage of total raw material	13.11%	12.28%	6.18%	1.15%

4. Our business is capital intensive. Any insufficient cash flows from our operations or inability to borrow to meet our working capital requirements it may materially and adversely affect our business and results of operations. As of October 31, 2023, our

sanctioned working capital facilities amounted to ₹2,650.00 million on a restated consolidated basis and our amount outstanding under our working capital facilities was ₹1,585.53 million on such date. We intend to utilise ₹720.00 million (as part of the Net Proceeds) towards funding our incremental working capital requirements in Fiscal 2023 and Fiscal 2024.

5. Our Restated Consolidated Financial Information are not comparable on a period-to-period basis and to any future financial results that we may prepare and further, our Pro Forma Condensed Consolidated Financial Information are unaudited and have not been prepared in accordance with generally accepted accounting principles including accounting standard and therefore, is subject to change and may not give an accurate picture of our factual results of operations or financial condition.

6. We operate in a market that is highly competitive. Our competition for formulation and branded generic products is with pharmaceutical companies and other generic product suppliers in India and other jurisdictions.

7. We have recently acquired Sharon, and do not yet know whether we will achieve the expected benefits from such acquisition, which could materially adversely affect our business, results of operation, cash flows and financial condition.

8. We have two manufacturing facilities in Baddi, Himachal Pradesh. Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process such as the breakdown or failure of equipment, industrial accidents, severe weather conditions and natural disasters.

9. Failure to comply with the quality requirements and technical specifications prescribed by our customers may lead to loss of business from such customers and could negatively impact our business, results of operations and financial condition, including cancellation of existing and future orders which may expose us to warranty claims.

10. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.

11. We have incurred significant capital expenditure during the last three Fiscal Years and the three months ended June 30, 2023.

(₹ in million)

Restated Consolidated	As at March 31,			As at June 30, 2023
	2021	2022	2023	
Capital expenditure	110.63	768.24	260.99	143.90

12. Average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹2.36 to ₹15.20 per Equity Share and Offer Price at higher end of the Price Band is ₹448 per Equity Share.

13. Weighted Average Return on Net Worth for past three Fiscals i.e. 2023, 2022 and 2021 is 26.48%

14. Details of weighted average cost of acquisition of all Equity Shares transacted in last three years, eighteen months and one year immediately preceding the date of the RHP

Period	Weighted average cost of acquisition (WACA) ^(in ₹)	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition (Lowest Price-Highest Price) (in ₹)
Last one year	372.01	1.20	354.00 – 448.00
Last 18 months	372.01	1.20	354.00 – 448.00
Last three years	305.96	1.46	166.67 – 448.00

[^] As certified by the N B T & Co, Chartered Accountants, by way of their certificate dated December 14, 2023.

15. Weighted average cost of acquisition, floor price and cap price

Past transactions	Weighted average cost of acquisition (in ₹)	Floor Price (₹ 426)	Cap Price (₹ 448)
Since there are no such primary issuances or secondary transactions as set out in (a)			

Past transactions	Weighted average cost of acquisition (in ₹)	Floor Price (₹ 426)	Cap Price (₹ 448)
and (b) above, details of the price per share based on the last five primary or secondary transactions as detailed in (c) are set out below:			
- Primary issuances	21.01	20.28 times	21.33 times
- Secondary transactions	166.67	2.56 times	2.69 times

16. The two BRLMs associated with the Offer have handled 72 public issues in the past three years, out of which 19 issues closed below the offer price on listing date.

Name of BRLMs	Total Issues	Issues Closed Below IPO Price on Listing Date
ICICI Securities Limited*	30	10
JM Financial Limited*	24	3
Common issues handled by the BRLMs	18	6
Total	72	19

*Issues handled where there were no common BRLMs.

ANCHOR INVESTOR BID/OFFER PERIOD WEDNESDAY, DECEMBER 20, 2023*

BID/OFFER OPENS ON THURSDAY, DECEMBER 21, 2023*

BID/OFFER CLOSES ON TUESDAY, DECEMBER 26, 2023#

BID/OFFER PROGRAMME

* Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.
UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

BASIS FOR THE OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company and the Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹10, and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to "Our Business", "Risk Factors", "Restated Consolidated Financial Information", "Pro Forma Condensed Consolidated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Other Financial Information" on pages 181, 33, 260, 331, 356 and 346 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- leading presence and one of the fastest growing CDMOs in the Indian pharmaceutical formulations market;
- well established relationships with our marquee CDMO customer base;
- highly efficient operations, including our world class manufacturing facilities and supply chain;
- rapidly growing domestic and international export branded generics businesses;
- strong R&D focus to build an increasingly complex product portfolio and attract and retain customers;
- consistent financial performance; and
- experienced promoters and management team.

For further details, see "Our Business – Competitive Strengths" on page 185 of the RHP.

Quantitative Factors

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

I. Basic and diluted earnings per share ("EPS")

As derived from the Restated Consolidated Financial Information:

Fiscal Year/period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2021	7.19	7.19	1
March 31, 2022	13.32	13.32	2
March 31, 2023	14.16	14.16	3
Weighted Average	12.72	12.72	
Three months ended June 30, 2023*	3.67	3.67	

* Not annualised.

II. Price/Earning ratio in relation to Price Band of ₹426 to ₹448 per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for Fiscal 2023	30.08	31.64
Based on diluted EPS for Fiscal 2023	30.08	31.64

Industry Peer Group Price/Earning ratio

Particulars	Industry P/E (number of times)
Highest	56.49
Lowest	19.72
Average	32.58

III. Weighted Average Return on Net Worth

As derived from the Restated Consolidated Financial Information:

Fiscal / period	Return on Net Worth (%)	Weight
March 31, 2021	23.83	1
March 31, 2022	30.66	2
March 31, 2023	24.58	3
Weighted Average	26.48	
Three months ended June 30, 2023*	5.98	

* Not annualised.

IV. Net Asset Value per Equity Share

As per the Restated Consolidated Financial Information:

As at	NAV per Equity Share (in ₹)	As at	NAV per Equity Share (in ₹)
March 31, 2023	57.60	After the completion of the Offer:	
June 30, 2023	61.31	(i) At Floor Price	122.85
		(ii) At Cap Price	123.64
		Offer Price ⁽¹⁾	[●]

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

V. Comparison of accounting ratios with listed industry peers

Name of the company	Face value (₹ per share)	Closing price on December 11, 2023 (₹ per share)	Revenue from Operations (in ₹ million)	EPS (₹)		NAV (₹ per share)	P/E	Return on Net Worth (%)
				Basic	Diluted			
Innova Captab Limited	10.00	NA	9,263.80	14.16	14.16	57.60	NA	24.58%
Torrent Pharmaceuticals Limited	5.00	2,078.35	96,201.50	36.79	36.79	182.97	56.49	20.11%
Laurus Labs Limited	2.00	390.75	60,405.50	14.69	14.64	74.92	26.69	19.74%
Ajanta Pharma Limited	2.00	1,887.00	37,426.40	45.89	45.89	267.41	41.12	17.36%
J. B. Chemicals and Pharmaceuticals Limited	2.00	1,460.00	31,492.83	53.00	52.34	320.36	27.89	16.54%
NATCO Pharma Limited	2.00	772.55	27,071.00	39.18	39.18	264.21	19.72	14.84%
Eris Lifesciences Limited	1.00	901.95	16,851.49	28.10	28.07	160.85	32.13	17.10%
Indoco Remedies Limited	2.00	394.30	16,686.11	15.44	15.42	111.58	25.57	13.83%
Suven Pharmaceuticals Limited	1.00	690.20	13,403.29	16.16	16.16	68.16	42.71	23.70%
Windlas Biotech Limited	5.00	411.80	5,130.83	19.7	19.7	192.02	20.90	10.61%

VI. Key financial and operational performance indicators ("KPIs")

In evaluating our business, we consider and use certain KPIs, as presented below, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited.

Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

The KPIs disclosed below are the KPIs pertaining to our Company that have been disclosed to our investors at any point of time during the three years period prior to the date of the filing of the Red Herring Prospectus and which have been used historically by our Company to understand and analyse our business performance, which in result, helps us analyse the growth of various verticals in comparison to our peers, as well as other relevant and material KPIs of the business of the Company that have a bearing for arriving at the basis for the Offer Price.

The KPIs disclosed herein below have been approved by a resolution of our Audit Committee dated December 3, 2023. The members of the Audit Committee have verified the details of all KPIs pertaining to our Company, and have confirmed that verified and audited details of all the KPIs pertaining to our Company that have been disclosed to our investors at any point of time during the three years period prior to the date of the filing of the Red Herring Prospectus have been disclosed in this section. The KPIs herein have been certified by N B T and Co, Chartered Accountants, by their certificate dated December 5, 2023.

The KPIs of our Company have also been disclosed in the sections titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Other Financial Information" and "Risk Factors" on pages 181, 356, 346 and 33 of the RHP, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations – Conventional and general terms and abbreviations" on page 15 of the RHP.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange and till the utilisation of the Offer Proceeds as per the disclosure made in the section "Objects of the Offer" on page 103 of the RHP, whichever is later, or for such other duration as may be required under the SEBI ICDR Regulations.

(in ₹ million unless otherwise stated)

Particulars	Three months ended June 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from Operations	2,332.43	9,263.80	8,005.26	4,106.62
EBITDA	324.24	1,228.45	989.03	558.57
EBITDA Margin (%)	13.90%	13.26%	12.35%	13.60%
Debt-Equity Ratio	1.21	0.85	0.95	0.31
Return on Equity (%)	4.81%*	24.58%	30.66%	23.82%
Profit for the period / year	175.93	679.54	639.53	345.00
PAT Margin (%)	7.54%	7.34%	7.99%	8.40%
Return on Capital Employed (%)	3.75%*	22.61%	23.46%	26.54%
Fixed Asset Turnover Ratio	0.72*	5.37	5.10	4.88
Return on Net Worth (%)	5.98%*	24.58%	30.66%	23.83%

For further details, please see the chapter titled "BASIS FOR THE OFFER PRICE" beginning on page 116 of the RHP.

Explanation for key financial and operational performance indicators

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of our Company.

KPI	Explanation
Revenue from Operations	Revenue from Operations is used by the management of our Company to track revenue profile of the business over multiple periods.
EBITDA	EBITDA helps us to identify underlying trends in our business and facilitates evaluation of operating performance of our operations and allowing comparison of our business operating results over multiple periods.
EBITDA Margin	EBITDA Margin assists in tracking the margin profile of our business and assess operational efficiency of our business.
Debt-Equity Ratio	Debt-Equity Ratio helps our Company to track the leverage position over multiple periods.
Return on Equity	Return on equity helps our Company in measuring the returns generated from our shareholders funds.
Profit for the period / year	Profit for the period / year is an indicator of the overall profitability of our business after tax.
PAT Margin	PAT margin indicates how well our Company manages its cost and generates adequate profits.
Return on Capital Employed	Return on Capital Employed helps our Company in measuring the operating returns generated from total capital employed in the business.
Fixed Asset Turnover Ratio	Fixed Asset Turnover Ratio indicates how efficiently our Company is generating operating revenue from its existing fixed assets.
Return on Net Worth	Return on Net Worth helps our Company in measuring the returns generated from the total net worth of our Company.

Comparison of key financial and operational performance indicators of our Company and our listed peers

While the listed peers mentioned below operate in the same industry as us, and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence. Below are details of the KPIs of our listed peers for and as at the financial year ended March 31, 2023.

Key Performance Indicators	Revenue from Operations (in ₹ million)	EBITDA (in ₹ million)	EBITDA Margin (%)	Debt-Equity Ratio	Return on Equity (%)	Profit for the year (in ₹ million)	PAT Margin (%)	Return on Capital Employed (%)	Fixed Asset Turnover Ratio	Return on Net Worth (%)
Innova Captab Limited	9,263.80	1,228.45	13.26	0.85	24.58	679.54	7.34	22.61	5.37	24.58
Torrent Pharmaceuticals Limited	96,201.50	28,871.90	30.01	0.85	20.09	12,452.30	12.94	35.93	1.14	20.11
Laurus Labs Limited	60,405.50	15,981.90	26.46	0.49	19.68	7,966.40	13.19	22.11	1.69	19.74
Ajanta Pharma Limited	37,426.40	8,818.90	23.56	0.00	17.35	5,879.80	15.71	22.21	2.30	17.36
J. B. Chemicals and Pharmaceuticals Limited	31,492.83	7,056.93	22.41	0.22	16.53	4,100.05	13.02	35.86	1.68	16.54
NATCO Pharma Limited	27,071.00	10,402.00	38.42	0.03	14.68	7,153.00	26.42	18.07	1.11	14.84
Eris Lifesciences Limited	16,851.49	5,478.99	32.51	0.37	16.85	3,741.60	22.20	51.39	0.76	17.10
Indoco Remedies Limited	16,686.11	2,884.28	17.29	0.31	13.83	1,422.52	8.53	17.88	2.15	13.83
Suven Pharmaceuticals Limited	13,403.29	6,128.99	45.73	0.04	23.70	4,112.90	30.69	32.44	1.65	23.70%
Windlas Biotech Limited	5,130.83	701.91	13.68	0.00	10.60	426.26	8.31	14.41	4.35	10.61%

VII. Weighted average cost of acquisition

a) The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)

There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of filing of the Red Herring Prospectus, excluding shares issued under the ESOP Scheme and issuance of bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Price per share based on the last five primary or secondary transactions

Since there are no transactions under (a) and (b), details of the last five primary transactions or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate director(s) on the Board of Directors of the Company are a party to the transaction), not older than 3 years prior to the date of the Red Herring Prospectus, are provided below:

Primary transaction:

Details of the primary transactions in the three years preceding the date of the Red Herring Prospectus are set out below:

S. No.	Date of allotment	Details of allottee	Nature of allotment	No. of Equity Shares / CCPS allotted	Face value per Equity Share / CCPS (₹)	Issue price per Equity Share / CCPS (₹)	Form of consideration	Total consideration (in ₹ million)
1.	December 3, 2023	Allotment of Equity Shares to 360 One Special Opportunities Fund - Series 9.	Allotment pursuant to private placement	334,821	10	448.00	Cash	150.00
2.		Allotment of Equity Shares to 360 One Special Opportunities Fund - Series 10.	Allotment pursuant to private placement	334,821	10	448.00	Cash	150.00
3.	December 1, 2023	Allotment of Equity Shares to UTI Multi Opportunities Fund I.	Allotment pursuant to conversion of compulsorily convertible preference shares	1,412,430	10	354.00	Cash	500.00
4.	April 27, 2022	Allotment of Equity Shares by way of a bonus issue to such holders of Equity Shares of our Company, whose names appeared in the register of members of the Company as on the record date, April 22, 2022, namely Manoj Kumar Lohariwala, Vinay Kumar Lohariwala, Gian Parkash Aggarwal, Vandana Lohariwala, Chavvi Lohariwala, Archit Aggarwal and Veena Devi.	Bonus issue in the ratio of three Equity Shares for every one Equity Share held	36,000,000	10	-	Other than cash (bonus issue)	-
Total				38,082,072				800.00
Weighted average cost of acquisition (in ₹)						21.01		21.01

As certified by N B T and Co, Chartered Accountants, by way of their certificate dated December 14, 2023.

Secondary transaction:

Details of the secondary transactions where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate director(s) on the Board of Directors of the Company are a party to the transaction, in the three years preceding the date of the Red Herring Prospectus, are set out below:

S. No.	Date of transfer	Name of transferor	Name of transferee	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Transfer price per equity share	Form of consideration	Total consideration (in ₹ million)
1.	January 18, 2022	Gian Parkash Aggarwal	Vinay Kumar Lohariwala	Secondary sale	1,170,000*	10	166.67	Cash	195.00
Total					1,170,000				195.00
Weighted average cost of acquisition							166.67		166.67

As certified by N B T and Co, Chartered Accountants, by way of their certificate dated December 14, 2023.

* Adjusted for sub-division of equity shares of face value ₹ 100 each into equity shares of ₹ 10 each

d) Weighted average cost of acquisition, floor price and cap price

Past transactions	Weighted average cost of acquisition (in ₹)	Floor Price (₹ 426*)	Cap Price (₹ 448*)
Weighted average cost of acquisition of primary issuances as set out in (a) above			

...continued from previous page.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Member and by intimation to Designated Intermediaries and the Sponsor Bank(s), as applicable.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"), and such portion, the "QIB Portion", provided that our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders (out of which one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and two-third shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category) and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see "Offer Procedure" on page 467 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RIBs and NIs bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes notification dated February 13, 2020 and read with press releases dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, investors are requested to see "History and Certain Corporate Matters" beginning on page 220 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see "Material Contracts and Documents for Inspection" beginning on page 529 of the RHP.

LIABILITY OF THE MEMBERS OF OUR COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE: As on the date of the RHP, the authorised share capital of our Company is ₹ 640,000,000 divided into 64,000,000 Equity Shares of face value of ₹10 each and ₹ 20,000,000 divided into 2,000,000 Preference Shares of face value of ₹10 each. The issued, subscribed and paid-up Equity share capital of our Company is ₹ 500,820,720 divided into 50,082,072 Equity Shares of face value of ₹10 each. For details of the capital structure of our Company, see "Capital Structure" beginning on page 92 of the RHP.

NAMES OF THE INITIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: The names of the initial signatories of the Memorandum of Association of our Company along with their allotment are: Allotment of 7,500 equity shares to Muppudathy Sivan Thevar and 2,500 equity shares to Vasanthi M Thevar. For details of the share capital history and capital structure of our Company see "Capital Structure" beginning on page 92 of the RHP.

LISTING: The Equity Shares offered through the RHP are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated September 16, 2022, and September 15, 2022, respectively. For the purposes of the Offer, NSE is the Designated Stock Exchange. A copy of the RHP and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the RHP until the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 529 of the RHP.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities stated in the Offer Document. The investors are advised to refer to page 447 of the RHP for the full text of the disclaimer clause of SEBI.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the RHP has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to the page 449 of the RHP for the full text of the disclaimer clause of BSE.

DISCLAIMER CLAUSE OF NSE (the Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 449 of the RHP for the full text of the disclaimer clause of NSE.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to "Risk Factors" on page 33 of the RHP.

ASBA* | Simple, Safe, Smart way of Application!!!

*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA. **Mandatory in public issues. No cheque will be accepted.**



UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CDDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021 and CDDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 467 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. HDFC Bank Limited and ICICI Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail ID: ipo.upi@npci.org.in.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: + 91 22 6807 7100; Email: innova.ipo@icicisecurities.com Investor grievance e-mail: customerare@icicisecurities.com Website: www.icicisecurities.com; Contact Person: Ashik Joisar / Harsh Thakkar SEBI Registration No.: INM000011179</p>	<p>JM Financial Limited 7th Floor, Energy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: + 91 22 6630 3030; Email: innova.ipo@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com Website: www.jmfl.com; Contact Person: Prachee Dhuri SEBI Registration No: INM000010361</p>	<p>KFIn Technologies Limited Selenium, Tower B, Plot No – 31 and 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana, India Telephone: + 91 40 6716 2222; Email: innovacaptab.ipo@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Website: www.kfintech.com; Contact person: M Murali Krishna SEBI Registration No: INR000000221</p>	<p>Neeharika Shukla INNOVA CAPTAB LIMITED Second Floor, SCO No. 301, Sector 9, Panchkula, Haryana 134 109, India. Telephone: +91 172 4194500; Email: investors@innovacaptab.com Website: www.innovacaptab.com</p> <p>Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.</p>

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 33 of the RHP before applying in the Offer. A copy of the RHP has been made available on the website of SEBI at www.sebi.gov.in and is available on the website of the BRLMs, ICICI Securities Limited at www.icicisecurities.com and JM Financial Limited at www.jmfl.com and the websites of the Stock Exchanges, for BSE at www.bseindia.com and for NSE at www.nseindia.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, **INNOVA CAPTAB LIMITED:** Telephone: 91 22 2564 2095; **BRLMs:** ICICI Securities Limited, Telephone: +91 22 4202 2500 and JM Financial Limited, Telephone: + 91 22 6630 3030 and **Syndicate Member:** JM Financial Services Limited, Telephone: +91 22 6136 3400 and at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Almondz Global Securities Limited; Anand Rathi Share & Stock Brokers Limited; Axis Capital Limited; Bajaj Financial Securities Limited; Centrum Broking Limited; Centrum Wealth Management Limited; Choice Equity Broking Private Limited; DB(International) Stock Brokers Limited; Eureka Stock & Share Broking Services Limited; Globe Capital Markets Limited; HDFC Securities Limited; IDBI Capital Markets & Securities Limited; IFL Securities Limited; IFL Wealth Management Limited; JM Financial Services Limited; Jobanputra Fiscal Services Private Limited; Kantilal Chhaganlal Securities Private Limited; KJMC Capital Markets Limited; Kotak Securities Limited; LKP Securities

Limited; Inventure Growth & Securities Limited; Motilal Oswal Financial Services Limited; Nuvara Wealth and Investment Limited (Formerly known as Edelweiss Broking Limited); Prabhudas Liladhar Private Limited; Pravin Ratilal Share and Stock Brokers Limited; Religare Broking Limited; RR Equity Brokers Private Limited; SBICAP Securities Limited; Sharekhan Limited; SMC Global Securities Limited; Systematix Shares and Stocks (India) Limited; Trade Bulls Securities Private Limited and YES Securities Limited.

ESCROW COLLECTION BANKS AND SPONSOR BANKS: HDFC Bank Limited and ICICI Bank Limited.

PUBLIC OFFER ACCOUNT BANK AND REFUND ACCOUNT BANK: ICICI Bank Limited.

UPI: UPI Bidders can also Bid through UPI Mechanism.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Mumbai
Date: December 15, 2023

For **INNOVA CAPTAB LIMITED**
On behalf of the Board of Directors
Sd/-
Neeharika Shukla
Company Secretary and Compliance Officer

INNOVA CAPTAB LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a draft red herring prospectus dated June 28, 2022 with SEBI (the "DRHP") and a red herring prospectus dated December 14, 2023 with the RoC. The RHP is made available on the website of the SEBI at www.sebi.gov.in as well as on the website of the BRLMs i.e., ICICI Securities Limited at www.icicisecurities.com and JM Financial Limited at www.jmfl.com, the website of the NSE at www.nseindia.com and the website of the BSE at www.bseindia.com and the website of the Company at www.innovacaptab.com. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled "Risk Factors" beginning on page 33 of the RHP. Potential investors should not rely on the DRHP for making any investment decision but can only rely on the information included in the Red Herring Prospectus.

This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933 or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. There will be no public offering of the Equity Securities in the United States.

CONCEPT