This is a public announcement for information purposes only and is not a prospectus announcement and does not constitute an invitation or offer to acquire, purchase or subscribe to securities. Not for release, publication or distribution directly or indirectly, outside India.
Initial Public Offer of equity shares on the main board of the Stock Exchanges in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

cello®

CELLO WORLD LIMITED

(Please scan the QR code to view the RHP)

Our Company was incorporated as "Cello World Private Limited", as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated July 25, 2018, issued by the Registrar of Companies, Central Registration Centre. Thereafter, the Registered Office of our Company was changed from the State of Maharashtra to the Union Territory of Daman and Diu and a certificate of registration of the regional director order, for change of State dated April 8, 2020, was issued by the Registrar of Companies, Goa, Daman and Diu at Goa ("**RoC**"). Subsequently, upon the conversion of our Company into a public limited company, pursuant to a special resolution passed by our Shareholders on June 12, 2023, the name of our Company was changed to "Cello World Limited" and a fresh certificate of incorporation dated July 18, 2023 was issued by the RoC. For further details of change in name and Registered Office of our Company, please refer to the section titled *"History and Certain Corporate Matters – Brief history of our Company"* and *"History and Certain Corporate Matters – Changes in the Registered Office of our Company"* on page 227 of the red herring prospectus dated October 21, 2023 filed with the RoC ("**RHP**" or "**Red Herring Prospectus**").

Registered Office: 597/2A, Somnath Road, Dabhel, Nani Daman 396 210, Daman and Diu, India. **Corporate Office:** Cello House, Corporate Avenue, B Wing, 8th Floor, Sonawala Road, Goregaon (East), Mumbai – 400 063, Maharashtra, India
Contact Person: Hemangi Trivedi, Company Secretary and Compliance Officer; **Tel:** +91 22 2685 1027; **E-mail:** grievance@celloworld.com; **Website:** www.corporate.celloworld.com; **Corporate Identity Number:** U25209DD2018PLC009865

OUR PROMOTERS: PRADEEP GHISULAL RATHOD, PANKAJ GHISULAL RATHOD AND GAURAV PRADEEP RATHOD

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 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") THROUGH AN OFFER FOR SALE ("OFFER") OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 19,000.00 MILLION. THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ 100.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS "NET OFFER". THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]%, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ MILLION)	WACA (IN ₹ PER EQUITY SHARE)*
Pradeep Ghisulal Rathod	PSS	Up to [●] Equity Shares aggregating up to ₹ 3,000.00 million	Negligible
Pankaj Ghisulal Rathod	PSS	Up to [●] Equity Shares aggregating up to ₹ 7,360.00 million	Negligible
Gaurav Pradeep Rathod	PSS	Up to [●] Equity Shares aggregating up to ₹ 4,640.00 million	Negligible
Sangeeta Pradeep Rathod	OSS	Up to [●] Equity Shares aggregating up to ₹ 2,000.00 million	Negligible
Babita Pankaj Rathod	OSS	Up to [●] Equity Shares aggregating up to ₹ 1,000.00 million	Negligible
Ruchi Gaurav Rathod	OSS	Up to [●] Equity Shares aggregating up to ₹ 1,000.00 million	Negligible

PSS: Promoter Selling Shareholder; OSS: Other Selling Shareholder; WACA: Weighted average cost of acquisition.
**As certified by Jeswani & Rathore, Chartered Accountants by way of their certificate dated October 21, 2023.*

We offer our consumer products across three categories: consumer houseware, writing instruments and stationery, and moulded furniture and allied products.

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 Net Offer • Non-Institutional Portion: Not less than 15% of the Net Offer • Retail Portion: Not less than 35% of the Net Offer
• Employee Reservation Portion: Up to [●] Equity Shares aggregating up to ₹ 100 million

PRICE BAND: ₹ 617 TO ₹ 648 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH
THE FLOOR PRICE IS 123.40 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 129.60 TIMES THE FACE VALUE OF THE EQUITY SHARES
THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 AT THE FLOOR PRICE IS 46.85 TIMES AND AT THE CAP PRICE IS 49.20 TIMES
BIDS CAN BE MADE FOR A MINIMUM OF 23 EQUITY SHARES AND IN MULTIPLES OF 23 EQUITY SHARES THEREAFTER
A DISCOUNT OF ₹ 61 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated October 23, 2023, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the 'Basis for Offer Price' section on page 109-118 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. **Trademark risk:** We do not own the trademark for our key brands, including "Cello", "Unomax", "Kleeno", "Puro" and their respective logos. Such trademarks are registered in the name of Cello Plastic Industrial Works, a member of our Promoter Group and a partnership firm owned and controlled by our Promoters. If we are unable to renew the relevant agreements that grant us the license to use these trademarks and logos, our business, results of operations and financial condition may be adversely affected. Further, the "Cello" brand name is also used by one of our competitors for its writing instruments business. Any adverse impact on the "Cello" brand name due to the actions of such competitor, which utilizes the brand name, may adversely affect our reputation and business.
2. **Raw material dependency risk:** We depend entirely on third-party suppliers for the supply of raw materials, including plastic granules and plastic polymer which are the most consumed raw materials in the production of our products. Our business is susceptible to fluctuations in raw material prices. The tables below represent our cost of materials consumed as a percentage of our total expenses for the periods indicated:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of total expenses)				
Cost of materials consumed	42.86%	49.46%	45.36%	47.05%	44.46%

Below table provides for cost of consumption of plastic granules and plastic polymer as a percentage of cost of materials consumed for the periods indicated:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of cost of materials consumed)				
Cost of consumption of plastic granules and plastic polymer	56.22%	53.19%	48.16%	52.05%	46.54%

Further, disruptions in the availability of quality raw materials from suppliers may lead to a deterioration in quality of our products as the quality of our products is primarily derived from the quality of our raw materials.

3. **Dependency on distribution network:** We are dependent on our distribution network in India and overseas to sell and distribute our products to consumers. If we are unable to maintain and grow our distribution network, our products may not effectively reach consumers and we may lose market share. The table below sets forth a breakdown of our revenue from operations for the periods indicated by channels:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of total revenue from operations)				
General Trade	84.46%	78.21%	80.58%	80.11%	79.26%
Export	4.28%	9.29%	7.80%	9.04%	9.88%
Online sales (including sales from e-commerce marketplaces and our own websites)	8.82%	8.38%	7.91%	7.54%	6.48%
Modern Trade	2.44%	4.12%	3.71%	3.31%	4.37%

4. **Dependency on third-party contract manufacturers:** We source certain products such as steel and glassware products from third-party contract manufacturers primarily located in China. If we are unable to source adequate quantities of such products in a timely manner from our existing suppliers in the future, we will be unable to find alternative manufacturers at acceptable prices and quality levels or at all. Set forth below are the details of the sale of steel and glassware products supplied to us by third-party contract manufacturers for the periods indicated:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of total sales)				
Sale of steel and glassware products supplied by third-party contract manufacturers	21.35%	17.37%	20.63%	17.92%	20.33%

Further, below are the details of our contract manufacturers for the periods indicated:

Particulars	For the Financial Year			Three Months ended	
				June 30,	June 30,
	2021	2022	2023	2022	2023
Contract manufacturers (Nos.)	38	42	86	53	40

5. **Offer related risk:** The Offer comprises an Offer for Sale by the Selling Shareholders and our Company will not receive any part of the proceeds of the Offer.
6. **Brand and reputational risk:** Our ability to maintain a strong brand reputation is dependent on the public perception and recognition of the quality of our products, range of product portfolio, pricing of products, market penetration, accessibility of products and marketing initiatives. A loss of trust in our products by consumers or by our distribution network or partners could adversely affect our brand reputation and subject us to additional risks and scrutiny.
7. **Delayed statutory dues payment risk:** There are certain instances of delays in payment of statutory dues by us with respect to GST, TDS, tax collected at source, employee provident fund contributions, professional tax, ESIC, labour welfare fund contributions amongst others. The table below represents the delays in payments of statutory dues by us for the period indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Three months ended June 30, 2023
Total amount of delayed statutory dues (₹ in million)	7.87	27.47	8.46	16.10

8. **Seasonality Risk:** Our business is subject to seasonality as we see higher demand of our products from our customers during the festive seasons. Further, our products also face varied demand based on weather conditions across the seasonal cycles.
9. **Counterfeit and passing-off risk:** Our business may be adversely impacted by sale of counterfeit products and passing-off which may reduce our sales and harm our brands, adversely affecting our results of operations, financial condition and cash flows.
10. The average cost of acquisition of Equity Shares for selling shareholders is negligible and the Offer Price at upper end of the Price Band is ₹ 648 per Equity Share.
11. The five Book Running Lead Managers associated with the Offer have handled 94 public issues in the past three Financial Years, out of which 28 issues closed below the issue price on the listing date:

Name of the BRLMs	Total Public Issues	Issues closed below IPO price on listing date
Kotak Mahindra Capital Company Limited*	6	1
ICICI Securities Limited*	10	6
IIFL Securities Limited*	11	3
JM Financial Limited*	10	2
Motilal Oswal Investment Advisors Limited*	6	1
Common issues of above BRLMs	51	15
Total	94	28

**Issues handled where there were no common BRLMs.*

Continued on next page...

...continued from previous page.

12. The weighted average cost of acquisition of all shares transacted in past one year, 18 months and three years preceding the date of the RHP:

Period preceding the date of Red Herring Prospectus	Weighted average cost of acquisition (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last one year	28.94	22.39	Nil^ - ₹ 275.67
Last 18 months	20.73	31.26	Nil^ - ₹ 275.67
Last three years	20.73	31.26	Nil^ - ₹ 275.67

^ Nil due to issuance of Equity Shares by Company pursuant to bonus issue.

13. Market Risk: The Offer Price of our Equity Shares, our market capitalization to revenue from operations for FY 2023 and our price-to-earnings (P/E) ratio at Offer price may notbe indicative of the market price of our Equity Shares after the Offer.

Particulars	Ratio vis-à-vis Floor Price of ₹ 617	Ratio vis-à-vis Cap Price of ₹ 648
	(In multiples, unless otherwise specified)	
Market capitalization to Revenue from Operations	7.29	7.65
Price-to-earnings ratio	46.85	49.20
Average Price-to-earnings ratio of the Industry peers	45.47	

Notes:

- *Market capitalization has been computed as the product of number of shares outstanding as on the date of RHP with the Floor Price or Cap Price, as applicable.*
- *Revenue from Operations are for the Financial Year ended March 31, 2023.*
- *P/E Ratio has been computed based on the Floor Price or Cap Price, as applicable, divided by the Diluted EPS for the Financial Year ended 2023.*
- *P/E ratio for the Industry peers are computed based on closing market price as on October 19, 2023 at NSE or BSE, as the case may be, divided by Diluted EPS (on consolidated basis) based on the annual report of the company for the Financial Year 2023.*

14. Weighted Average Return on Net Worth for Financial Year ended 2023, 2022 and 2021 is 35.60%.

BID/ OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE FRIDAY, OCTOBER 27, 2023

BID/ OFFER OPENS ON MONDAY, OCTOBER 30, 2023*

BID/ OFFER CLOSES ON WEDNESDAY, NOVEMBER 01, 2023#

**Our Company (acting through the IPO Committee), in consultation with the BRLMs, shall consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date i.e., Friday, October 27, 2023.*
#UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company (acting through the IPO Committee), in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹5 each and the Floor Price is 123.40 times the face value and the Cap Price is 129.60 times the face value. Investors should also refer to *"Risk Factors"*, *"Our Business"*, *"Restated Consolidated Financial Information"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 36, 190, 275 and 461 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

1. Well-established brand name and strong market positions;
2. Diversified product portfolio across price points catering to diverse consumer requirements;
3. Track record of scaling up new businesses and product categories;
4. Pan-India distribution network with a presence across multiple channels;
5. Ability to manufacture a diverse range of products and maintain optimal inventory levels;
6. Skilled and experienced management team; and
7. Strong historical financial results.

For further details, please refer to the section titled *"Our Business – Competitive Strengths"* on page 194 of the RHP.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, please refer to the section titled *"Restated Consolidated Financial Information"* on page 275 of the RHP.

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

1. **Basic and Diluted Earnings per Share ("EPS") as per the Restated Consolidated Financial Information:**

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
For the year ended March 31, 2023	13.65	13.17	3
For the year ended March 31, 2022	10.46	10.46	2
For the year ended March 31, 2021	7.75	7.75	1
Weighted Average	11.60	11.36	-
For the three months period ending June 30, 2023*	3.65	3.65	-

**Not annualised*

Notes:

1. *EPS has been calculated in accordance with the Indian Accounting Standard (Ind AS) 33 (earnings per share) issued by the ICAI. The face value of Equity Shares of our Company is ₹5.*
2. *Basic EPS = Restated profit for the year/period, attributable to equity shareholders for the year/ Weighted average number of equity shares outstanding during the year/period.*
3. *Weighted average aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x Weight) for each year total of weights.*
4. *Diluted EPS = Restated profit for the year/period, attributable to equity shareholders for the year divided by Weighted average number of diluted equity shares outstanding during the year/period.*
5. *Basic and diluted earnings/(loss) per equity share: Basic and diluted earnings/(loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015, as amended. For our Company, sub-division of Equity Shares are retrospectively considered for the computation of EPS for all years presented.*
6. *The above statement should be read with Material Accounting Policies and the notes to the Restated Consolidated Financial Information as appearing in the section titled "Restated Consolidated Financial Information" on page 275 of the RHP.*

2. **Price/Earnings ("P/E") Ratio in relation to Price Band of ₹ 617 to ₹ 648 per Equity Share:**

Particulars	P/E ratio at the lower end of the Price Band (number of times)	P/E ratio at the higher end of the Price Band (number of times)
Based on basic EPS as per the Restated Consolidated Financial Information for the year ended March 31, 2023	45.20	47.47
Based on diluted EPS as per the Restated Consolidated Financial Information for the year ended March 31, 2023	46.85	49.20

3. **Industry Peer Group P/E ratio**

Based on the peer group information (excluding our Company) given below in this section:

Particulars	P/E Ratio
Highest	57.97
Lowest	33.39
Average	**45.47**

Source: Based on peer set provided below.

i. *The industry highest and lowest has been considered from the industry peer set provided later in this section under "- Comparison of accounting ratios and KPIs of our Company and listed peers". The average/ industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "- Comparison of accounting ratios and KPIs of our Company and listed peers" on page 112 of the RHP.*

ii. *P/E ratio for the peer are computed based on closing market price as on October 19, 2023 at NSE or BSE, as the case may be, divided by Diluted EPS (on consolidated basis) based on the annual report of the company for the Financial Year 2023.*

4. **Return on Net Worth attributable to the owners of the Company ("RoNW") (as adjusted)**

Financial Year	RoNW (%)	Weight
For the year ended March 31, 2023	23.17	3
For the year ended March 31, 2022	45.94	2
For the year ended March 31, 2021	52.21	1
Weighted Average	**35.60**	**-**
For the three months period ending June 30, 2023*	6.31	-

**Not annualised*

Notes:

1. *RoNW (%) is calculated as restated Profit for the year/period attributable to equity shareholders of the Company divided by Net Worth of our Company.*
2. *Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/total of weights.*
3. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation. Therefore, net worth for the Group includes paid-up share capital, Instruments entirely equity in nature, retained earnings, securities premium, other comprehensive income, capital redemption reserve and general reserve and excludes capital reserve on business combinations under common control, as at June 30, 2023, June 30, 2022, March 31, 2023, March 31, 2022 and March 31, 2021. Further, for the purposes of this section, net worth has been adjusted for the Preference Shares.*

5. **Net asset value ("NAV") (as adjusted) bearing face value of ₹ 5 each**

As At	Restated NAV (₹)
As of March 31, 2023	56.84
As of June 30, 2023	57.79
After the completion of the Offer	
- At the Floor Price	57.79
- At the Cap Price	57.79
Offer Price (1)	[●]

For further details, please refer to the section titled "Other Financial Information" on page 456 of the RHP.

Notes:

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

(2) NAV per equity share represents Net Worth as at the end of the financial year/period, as restated, divided by the number of Equity Shares outstanding at the end of the year/period. For the purposes of this section, Net Worth and number of Equity Shares considered have been adjusted for the Preference Shares.

6. **Key Performance Indicators and Accounting Ratios**

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated October 17, 2023. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs disclosed herein have been certified by Jeswani & Rathore, Chartered Accountants, pursuant to a certificate dated October 21, 2023.

We have described and defined the KPIs, as applicable, in *"Definitions and Abbreviations – Financial and operational Key Performance Indicators"* on page 13 of the RHP. For details of our other operating metrics disclosed elsewhere in the Red Herring Prospectus, please refer to the sections titled *"Our Business"*, and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 190 and 461 of the RHP, respectively.

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 period of one year after the date of listing of the Equity Shares on the Stock Exchanges or for such other duration as may be required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

Sr. No.	Key Performance Indicators	Description, Rationale and Assumptions for the KPI
1.	Revenue from Operations	Revenue from operations as per the Restated Consolidated Financial Information.
2.	Gross Profit (in ₹ million)	Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories of finished goods, semifinished goods and stock-in-trade).
3.	Gross Profit Margin (in %)	Calculated as Gross Profit divided by Revenue from Operations.
4.	EBITDA (in ₹ million)	Earnings Before Interest, Tax, Depreciation and Amortisation is calculated as the sum of restated profit before tax, finance costs and depreciation and amortization expense
5.	EBITDA Margin (%)	Calculated as EBITDA divided by Revenue from Operations.
6.	EBIT	Earnings Before Interest and Tax calculated as sum of restated Profit before tax and finance costs.
7.	EBIT Margin (%)	Calculated as EBIT divided by Revenue from Operations.
8.	Return on Capital Employed (%)	Calculated as EBIT divided by the Capital Employed, for the relevant year Capital Employed is calculated as sum of (i) tangible net worth; (ii) total borrowings; and (iii) deferred tax liabilities (net). Tangible net worth is calculated by reducing total liabilities, Intangible assets (including Intangible assets under development) and deferred tax assets (net) from the total assets Total borrowings is the sum of current and non-current borrowings and lease liabilities.

Details of KPIs as at/ for the financial years ended March 31 2023, March 31, 2022 and March 31, 2021 and as at/for the three months period ended June 30, 2023 and June 30, 2022

Sr. No.	Particulars	As of/ for the Three months period ending June 30, 2023	Three months period ending June 30, 2022	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021
1.	Revenue from Operations (in ₹ million)	4,717.79	4,326.09	17,966.95	13,591.76	10,494.55
2.	Gross Profit (in ₹ million)	2,481.22	2,013.23	9,011.81	6,806.24	5,280.32
3.	Gross Profit Margin (%)	52.59	46.54	50.16	50.08	50.31
4.	EBITDA (in ₹ million)	1,273.02	1,007.44	4,372.78	3,495.04	2,868.70
5.	EBITDA Margin (%)	26.98	23.29	24.34	25.71	27.34
6.	EBIT (in ₹ million)	1,154.86	890.34	3,869.52	3,019.50	2,379.69
7.	EBIT Margin (%)	24.48	20.58	21.54	22.22	22.68
8.	Return on Capital Employed (%)	8.06**	11.28**	44.48	40.92	58.73

** The above has been certified by Jeswani & Rathore, Chartered Accountants, pursuant to a certificate dated October 21, 2023. This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 584 of the RHP.*

***Not annualized.*

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are 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. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, 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.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the three months period ended June 30, 2023 and during the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 except for the acquisition of shares of Wim Plast Limited and the acquisition of businesses by (i) Cello Industries Private Limited; (ii) Cello Household Products Private Limited; and (iii) Unomax Stationery Private Limited, pursuant to a slump sale. Further, the above businesses have been consolidated into our Restated Consolidated Financial Information. For further details, please refer to the section titled *"Restated Consolidated Financial Information – Note 50 – Business Combination"* on page 437 of the RHP and *"History and Certain Corporate Matters"* on page 227 of the RHP.

Comparison of accounting ratios and KPIs of our Company and listed peers

We offer an extensive product range across three product categories viz., consumer houseware, writing instruments and stationery, and moulded furniture and allied products. There are no listed companies in India and abroad which are as diversified as us considering our varied product ranges.

However, there are listed companies in India that offer certain categories of products similar to our product ranges. We have considered such companies as our peers for the purposes of comparing our accounting ratios and KPIs with them.

Following is a comparison of our accounting ratios with the listed peers:

Name of the Company	Closing price on October 19,2023 (₹)	Revenue from operations for the year ended March 31, 2023 (in ₹ million)	Face value (₹ per share)	EPS(1) (₹) Basic	Diluted	Return on Net worth (%)(2)	NAV (per share) (₹)(3)	P/E(4)
Company*	NA	17,966.95	5	13.65	13.17	23.17	56.84^	NA#
Listed peers								
Borosil Limited	397.60	10,271.21	1	7.86	7.86	11.55	67.97	50.59
Kokuyo Camlin Limited	141.45	7,749.43	1	2.44	2.44	9.31	26.18	57.97
La Opala RG Limited	452.20	4,523.24	2	11.08	11.08	15.87	69.81	40.81
Stove Kraft Limited	559.20	12,838.47	10	10.87	10.86	8.87	122.13	51.49
TTK Prestige Limited	802.95	27,771.30	1	18.34	18.34	13.11	139.85	43.78
Linc Limited	839.80	4,867.55	10	25.15	25.15	20.38	123.39	33.39
Hawkins Cookers Limited	7,210.95	10,057.95	10	179.24	179.24	34.32	522.20	40.23

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports / annual results as available of the respective company for the year ended March 31, 2023 submitted to stock exchanges.

**Financial information of the Company has been derived from the Restated Consolidated Financial Information as at or for the financial year ended March 31, 2023.*

#To be included in respect of the Company in the Prospectus based on the Offer Price.

Notes:

(1) Basic/Diluted EPS refers to the Basic/Diluted EPS sourced from the financial statements of the respective peer group companies for the year ended March 31, 2023.

(2) RoNW is computed as net profit after tax attributable to shareholders divided by total equity attributable to the equity shareholders as on March 31, 2023. Return on Net worth (%) = Restated profit for the year/ period attributable to owners of the Company / Total Net worth at the end of the year / period

(3) NAV per equity share refers to total equity attributable to the equity shareholders as at the end of the financial year/ period divided by the number of Equity Shares outstanding at the end of the year/ period.

(4) P/E ratio for the peer group (excluding Hawkins Cookers Limited) has been computed based on the closing market price of equity shares on NSE (BSE in case of Hawkins Cookers Limited since listed only on BSE) as on October 19, 2023, divided by the Diluted EPS for year ended March 31, 2023

Following is a comparison of our KPIs with the listed peers:

Name of the Company	Revenue from operations (₹ million) for the Period/Year ended June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	4,717.79	4,326.09	17,966.95	13,591.76	10,494.55
Listed Peers					
Borosil Limited	2,505.63	2,162.26	10,271.21	8,398.62	5,847.69
Kokuyo Camlin Limited	2,357.94	1,961.58	7,749.43	5,084.72	4,031.24
La Opala RG Limited	862.24	821.47	4,523.24	3,226.90	2,112.78
Stove Kraft Limited	2,977.45	2,750.65	12,838.47	11,363.59	8,589.57
TTK Prestige Limited	5,876.20	6,290.50	27,771.30	27,224.50	21,869.30
Linc Limited	1,118.79	979.40	4,867.55	3,549.57	2,566.61
Hawkins Cookers Limited	2,034.30	1,977.40	10,057.95	9580.12	7,684.59

Name of the Company	Gross Profit margin (₹ million) Period/Year ended June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	2,481.22	2,013.23	9,011.81	6,806.24	5,280.32
Listed Peers					
Borosil Limited	1,679.63	1,370.76	6,147.13	5,319.40	3,414.57
Kokuyo Camlin Limited	882.14	691.18	2,867.10	1,960.05	1,668.11
La Opala RG Limited	826.04	751.77	3,733.47	2,595.03	1,542.86
Stove Kraft Limited	1,099.15	905.34	4,204.24	3,629.46	3,007.16
TTK Prestige Limited	2,521.20	2,635.90	11,163.90	11,275.30	9,180.40
Linc Limited	463.89	332.80	1,921.60	1,174.74	839.38
Hawkins Cookers Limited	990.80	1,030.00	4,943.97	4,691.89	4,032.62

Name of the Company	Gross Profit margin (%) Period/Year ended June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	52.59	46.54	50.16	50.08	50.31
Listed Peers					
Borosil Limited	67.03	63.39	59.85	63.34	58.39
Kokuyo Camlin Limited	37.41	35.24	37.00	38.55	41.38
La Opala RG Limited	95.80	91.52	82.54	80.42	73.03
Stove Kraft Limited	36.92	32.91	32.75	31.94	35.01
TTK Prestige Limited	42.91	41.90	40.20	41.42	41.98
Linc Limited	41.46	33.98	39.48	33.10	32.70
Hawkins Cookers Limited	48.70	52.09	49.15	48.98	52.48

Name of the Company	EBITDA (₹ million) Period/Year ended June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	1,273.03	1,007.44	4,372.78	3,495.04	2,868.70
Listed Peers					
Borosil Limited	282.53	291.64	1,511.30	1,681.76	991.34
Kokuyo Camlin Limited	291.80	136.91	564.47	172.20	91.68
La Opala RG Limited	461.97	334.92	1,939.54	1,414.08	764.71
Stove Kraft Limited	255.89	201.59	954.97	932.73	1,145.85
TTK Prestige Limited	816.80	860.00	4,041.80	4,609.50	3,678.90
Linc Limited	144.92	93.15	648.39	244.07	116.27
Hawkins Cookers Limited	312.00	340.90	1,394.94	1,256.21	1,181.29

Name of the Company	EBITDA margin (%)Period/Year ended June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	26.98	23.29	24.34	25.71	27.34
Listed Peers					
Borosil Limited	11.28	13.49	14.71	20.02	16.95
Kokuyo Camlin Limited	12.38	6.98	7.28	3.39	2.27
La Opala RG Limited	53.58	40.77	42.88	43.82	36.19
Stove Kraft Limited	8.59	7.33	7.44	8.21	13.34
TTK Prestige Limited	13.90	13.66	14.55	16.93	16.82
Linc Limited	12.95	9.51	13.32	6.88	4.53
Hawkins Cookers Limited	15.34	17.24	13.87	13.11	15.37

Name of the Company	EBIT (₹ million)Period/Year ended June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	1,154.87	890.34	3,869.52	3,019.50	2,379.69
Listed Peers					
Borosil Limited	121.17	211.55	1,119.17	1,343.41	636.56
Kokuyo Camlin Limited	249.39	94.59	395.95	(4.74)	(92.34)
La Opala RG Limited	402.60	289.78	1,721.94	1,277.47	642.41
Stove Kraft Limited	153.16	135.42	638.12	735.51	1,002.85
TTK Prestige Limited	669.40	748.40	3,511.40	4,168.00	3,279.20
Linc Limited	107.61	60.39	507.25	115.86	(10.67)
Hawkins Cookers Limited	291.50	322.30	1,317.74	1,189.64	1,127.97

Continued on next page...

...continued from previous page.

Name of the Company	EBIT margin (%) Period/Year ended					Return on Capital Employed (%) Period/Year ended				
	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	24.48	20.58	21.54	22.22	22.68	8.06	11.28	44.48	40.92	58.73
Listed Peers										
Borosil Limited	4.84	9.78	10.90	16.00	10.89	N.A.	N.A.	11.98	18.36	9.68
Kokuyo Camlin Limited	10.58	4.82	5.11	(0.09)	(2.29)	N.A.	N.A.	12.47	(0.15)	(2.96)
La Opala RG Limited	46.69	35.28	38.07	39.59	30.41	N.A.	N.A.	20.63	16.26	9.26
Stove Kraft Limited	5.14	4.92	4.97	6.47	11.68	N.A.	N.A.	11.37	16.86	28.76
TTK Prestige Limited	11.39	11.77	12.64	15.31	14.99	N.A.	N.A.	18.11	24.17	21.99
Linc Limited	9.62	6.17	10.42	3.26	(0.42)	N.A.	N.A.	28.21	7.78	(0.72)
Hawkins Cookers Limited	14.33	16.3	13.10	12.42	14.68	N.A.	N.A.	41.55	46.46	55.15

7. Weighted average cost of acquisition ("WACA"), Floor Price and Cap Price

(a) *The price per share of our Company based on the primary/ new issue of Equity Shares or convertible securities*

Except as disclosed below, there have been no primary transactions in the last 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Date of allotment/ transaction	No. of shares	Face value per share (₹)	Issue/Transaction price per share (₹)	Nature of allotment/ transaction	Nature of consideration	Total consideration (₹ in million)
October 10, 2023	17,231,034	5	275.67	Conversion of Preference Shares into Equity Shares	NA	4,750.00
Weighted average cost of acquisition (primary transactions) (₹)						**275.67**

All Preferences Shares, i.e., 5,448,190 CCPS and 1,740,393 Series A CCPS which were issued at an issue price of ₹ 660.77 per preference share, have been converted into 13,059,312 Equity Shares and 4,171,722 Equity Shares respectively, on October 10, 2023.

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

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group or the Promoter Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction, during the 18 months preceding the date 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 our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) Since there are no such transactions to report to under (b), therefore, information for the last five secondary transactions (secondary transactions where Promoter / Promoter Group entities or selling shareholders or shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions, but excluding gifts, is as below:

Date of transfer	No. of equity shares	Face value per equity share (₹)	Transaction price per equity share (₹)	Nature of transfer	Total consideration (₹)
October 11, 2022	1	10	661	Transfer from Pankaj Ghisulal Rathod to Cello Pens and Stationery Private Limited	661
October 11, 2022	1	10	661	Transfer from Pradeep Ghisulal Rathod to Cello Pens and Stationery Private Limited	661
Weighted average cost of acquisition (secondary transactions) (₹) [(1)(2)]					**220.33**

[(1)] *The bonus issue, in the ratio of one Equity Share for every two Equity Shares held by the Shareholders, authorized by a resolution passed by the Shareholders dated February 24, 2023 with the record date as February 21, 2023 has been considered for calculation of weighted average price of Equity Shares.*

[(2)] *Pursuant to a sub-division of shares, our Company has sub-divided 65,000,000 equity shares of face value of ₹10 each to 130,000,000 Equity Shares of face value of ₹5 each, and the same has been considered for calculation of weighted average price of Equity Shares.*

(d) *Weighted average cost of acquisition, Floor Price and Cap Price*

Category of transactions	Weighted average cost of acquisition* (WACA) (in ₹)	Floor Price (₹617) is 'X' times the WACA	Cap Price (₹648) is 'X' times the WACA
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of the Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days	275.67	2.24 times	2.35 times
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Promoter Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board 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 five per cent of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days	Nil	NA	NA
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of the Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of the Red Herring Prospectus irrespective of the size of the transaction, excluding gifts:			
- Based on secondary transactions	220.33	2.80 times	2.94 times

**As certified by Jeswani & Rathore, Chartered Accountants, pursuant to a certificate dated October 21, 2023.*

8. Justification for Basis of Offer price

Set out below is an explanation for Cap Price being 2.35 times and 2.94 times of WACA of Primary and Secondary Issuances respectively along with (a) our Company's Key Performance Indicators and quantitative factors (as stated above) for the periods mentioned above and (b) in view of the external factors which may have influenced the pricing of the Offer. For details of our Company's KPIs, see *"- Key Performance Indicators"* above:

- We offer our consumer products across three categories: consumer houseware, writing instruments and stationery, and moulded furniture and allied products.
- As of June 30, 2023, we offered 15,891 stock-keeping units ("**SKUs**") across our product categories.
- As of June 30, 2023, our nationwide sales and distribution network is supported by our 721 member sales team. Our pan-India distribution network is one of the key reasons behind our efficient launch of new range of products in the past.
- We have a track record of scaling up new businesses and product categories.
- Our "Unomax" brand had the highest EBITDA margin for the Financial Years 2021, 2022 and 2023. *(Source: Technopak Report)*
- We have the most diversified product portfolio among our peers, with products in the glassware, opalware, melamine and porcelain categories *(Source: Technopak Report)*
- We own/lease and operate 13 manufacturing facilities across five locations in India, as of June 30, 2023, and are currently establishing a glassware manufacturing facility in Rajasthan. Our manufacturing capabilities allow us to manufacture a diverse range of products in-house.
- Our revenue from operations increased, from ₹10,494.55 million in the Financial Year 2021, to ₹13,591.76 million in the Financial Year 2022 and ₹17,966.95 million in the Financial Year 2023, at a CAGR of 30.84%.
- During the Financial Years 2021, 2022 and 2023, and the three months ended June 30, 2022 and June 30, 2023, our EBITDA margin was 27.34%, 25.71%, 24.34%, 23.29% and 26.98% respectively and our restated profit for the period/year margin was 15.77%, 16.15%, 15.87%, 15.26% and 17.56%, respectively.
- For the Financial year ended March 31, 2023, our return on capital employed was 44.48% and return on Net worth was 23.17% (as adjusted for the Preference Shares) respectively.

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

The Offer Price of ₹[●] has been determined by our Company (acting through the IPO Committee), in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the sections titled *"Risk Factors"*, *"Our Business"*, *"Restated Consolidated Financial Information"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 36, 190, 275 and 461 of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled *"Risk Factors"* on page 36 of the RHP and you may lose all or a part of your investment.

For further details, please see the chapter titled "BASIS FOR OFFER PRICE" begining on page 109 of the RHP.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

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 (acting through the IPO Committee) 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 Members and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable.

The 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 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, "**QIB Portion**") provided that our Company (acting through the IPO Committee) may, in consultation with the BRLMs, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or 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 details, please refer to the section titled *"Offer Procedure"* on page 533 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 and Client ID 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 CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated 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 227 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 584 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 ₹ 1,100,000,000 divided into 220,000,000 Equity Shares bearing face value of ₹ 5 each and ₹ 150,000,000 divided into 7,500,000 Preference Shares bearing face value of ₹ 20 each. The issued, subscribed and paid-up Equity share capital of our Company is ₹ 1,061,155,170 divided into 212,231,034 Equity Shares bearing face value of ₹ 5 each. For details of the capital structure of our Company, see "*Capital Structure*" beginning on page 89 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 9,999 equity shares subscribed by Cello Industries Private Limited and 1 equity share subscribed by Pankaj Ghisulal Rathod *(as a nominee of Cello Industries Private Limited)*. For details of the share capital history and capital structure of our Company see "*Capital Structure*" beginning on page 89 of the RHP.

LISTING: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated September 14, 2023. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus, along with material contracts and documents has been filed under Section 32 of the Companies Act with the RoC and a copy of the Prospectus will be filed with the RoC under Section 26 of the Companies Act at its office and through the electronic portal at https://www.mca.gov.in/mcafoportal/login.do. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, please refer to the section titled *"Material Contracts and Documents for Inspection"* on page 584 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 pages 506 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 pages 508 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 509 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 in the Offer 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 36 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.

UNIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Bidders and Non Institutional Bidders applying in public issues where the application amount is up to ₹ 500,000 in the Non- Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents and Non-Institutional Bidders 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 CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 7 of 2022 dated March 30, 2022 read with the press release dated March 28, 2023 and any subsequent press releases in this regard.

*ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI Mechanism, 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 533 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&intmId=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes &intmId=43, respectively as updated from time to time. The Abridged Prospectus can also be downloaded from the website of the Company. 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. Kotak Mahindra 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

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. C-27 G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051 Maharashtra, India
Tel: +91 22 4336 0000
E-mail: celloworld.ipo@kotak.com
Investor grievance e-mail: kmccredressal@kotak.com
Website: https://investmentbank.kotak.com
Contact person: Ganesh Rane
SEBI registration no.: INM000008704

ICICI Securities Limited
ICICI Venture House, Appasaheb
Marathe Marg, Prabhadevi,
Mumbai 400 025, Maharashtra, India
Tel: +91 22 6807 7100
E-mail: celloworld.ipo@icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Shekher Asnani /Kristina Dias
SEBI registration no.: INM000011179

IIFL Securities Limited
24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013 Maharashtra, India
Tel: +91 22 4646 4728
E-mail: cello.ipo@iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact person: Yogesh Malpani/ Bhavesh Mandoth
SEBI registration no.: INM000010940

JM Financial Limited
7th Floor, Cnergy, Appasaheb
Marathe Marg, Prabhadevi,
Mumbai 400 025, Maharashtra, India
Tel: +91 22 6630 3030
E-mail: celloworld.ipo@jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact person: Prachee Dhuri
SEBI registration no.: INM000010361

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai 400 025, Maharashtra, India
Tel: +91 22 7193 4380
E-mail: cello.ipo@motilaloswal.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Ritu Sharma/ Sankita Ajinkya
SEBI registration no.: INM000011005

REGISTRAR TO THE OFFER

Link Intime India Private Limited
C-101, 1st Floor, 247 Park L.B.S.
Marg, Vikhroli West, Mumbai 400
083, Maharashtra, India
Tel: +91 810 811 4949
E-mail: celloworld.ipo@linkintime.co.in
Investor grievance e-mail: celloworld.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI registration no.: INR000004058

COMPANY SECRETARY AND COMPLIANCE OFFICER

Hemangi Trivedi, Cello World Limited
Cello House, Corporate Avenue, 'B' Wing, 8th Floor, Sonawala Road, Goregaon (East), Mumbai 400 063 Maharashtra, India. **Telephone:** +91 22 2685 1027; **E-mail:** grievance@celloworld.com; **Website:** www.corporate.celloworld.com

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, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the BRLMs.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "*Risk Factors*" beginning on page 36 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 websites of the BRLMs, Kotak Mahindra Capital Company Limited at https://investmentbank.kotak.com, ICICI Securities Limited at www.icicisecurities.com, IIFL Securities Limited at www.iiflcap.com, JM Financial Limited at www.jmfl.com and Motilal Oswal Investment Advisors Limited at www.motilaloswalgroup.com and the websites of the Stock Exchanges, for BSE at www.bseindia.com and for NSE at www.nseindia.com and the website of the Company at www.corporate.celloworld.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, **CELLO WORLD LIMITED:** Tel: +91 22 2685 1027; **BRLMs:** Kotak Mahindra Capital Company Limited, Tel: +91 22 4336 0000; ICICI Securities Limited, Tel: +91 22 6807 7100; IIFL Securities Limited, Tel: +91 22 4646 4728; JM Financial Limited, Tel: +91 22 6630 3030 and Motilal Oswal Investment Advisors Limited, Tel: +91 22 7193 4380 and **Syndicate Members:** JM Financial Services Limited, Tel:+91 6136 3400; Kotak Securities Limited, Tel:+91 022 6218 5410; Motilal Oswal Financial Services Limited, Tel: +91 022 7193 4200 / 022 7193 4263 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 Ltd.; Anand Rathi Share & Stock Brokers Ltd.; Axis Capital Limited; Centrum Broking Limited; Centrum Wealth Management Ltd.; Choice Equity Broking Private Limited; Dalal & Broacha Stock Broking Private Limited; DB(International) Stock Brokers Ltd.; Eureka Stock & Share Broking Services Ltd.; Eurekha Stock & Share Brokers Ltd.; Finwizard Technology Pvt Limited; Globe Capital Markets Ltd.; HDFC Securities Limited; IDBI Capital Markets and Securities Ltd.; IIFL Securities; JM Financial Services Limited; Jobanputra Fiscal Services Private Limited; KJMC Capital Market Services Limited; LKP Securities Limited; Inventure Growth & Securities Ltd.; Nirmal Bang Securities Pvt. Ltd.; Nuvama Wealth and Investment Limited (Formerly known as Edelweiss Broking Limited); Prabhudas Liladhar Pvt Ltd.; Pravin Ratilal Share and Stock Brokers Ltd.; Religare Broking Ltd.; RR Equity Brokers Private Limited; SBICAP Securities Limited; Sharekhan Ltd.; SMC Global Securities Ltd.; SS Corporate Securities Ltd.; Systematix Shares and Stocks (India) Limited; Tradebulls Securities (P) Ltd. and YES Securities (India) Limited.

ESCROW COLLECTION BANK, REFUND BANK AND SPONSOR BANK : Kotak Mahindra Bank Limited.

PUBLIC OFFER ACCOUNT BANK AND SPONSOR 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.

For **CELLO WORLD LIMITED**
On behalf of the Board of Directors
Sd/-
Hemangi Trivedi
Company Secretary and Compliance Officer

Place: Daman and Diu
Date: October 23, 2023

CELLO WORLD LIMITED is proposing, subject to 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 August 14, 2023 with SEBI (the "**DRHP**") and a red herring prospectus dated October 21, 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., Kotak Mahindra Capital Company Limited at https://investmentbank.kotak.com, ICICI Securities Limited at www.icicisecurities.com, IIFL Securities Limited at www.iiflcap.com, JM Financial Limited at www.jmfl.com and Motilal Oswal Investment Advisors Limited at www.motilaloswalgroup.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.corporate.celloworld.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 36 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.

The Equity Shares offered in the Offer have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) under Section 4(a) of the Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.