

PUBLIC ANNOUNCEMENT



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BAAZAR STYLE RETAIL LIMITED

Our Company was incorporated as Dwarkadas Mohanlal Private Limited, a private limited company under the Companies Act, 1956 on June 3, 2013, and was granted the certificate of incorporation by the Registrar of Companies, West Bengal at Calcutta ("RoC"). Subsequently, the name of the Company was changed to Baazar Style Retail Private Limited pursuant to a special resolution passed by the shareholders of the Company on November 21, 2013, and a fresh certificate of incorporation dated November 26, 2013 was issued by the RoC. Pursuant to the conversion of our Company into a public limited company and a special resolution passed by our Shareholders at the EGM on December 16, 2021, the name of our Company was changed to "Baazar Style Retail Limited", and the RoC issued a fresh certificate of incorporation on January 6, 2022. For further details of change in name and registered and corporate office of the Company, see "History and Certain Corporate Matters" on page 220 of the draft red herring prospectus dated March 15, 2024 ("DRHP").

Corporate Identity Number: U18109WB2013PLC194160

Registered and Corporate Office: P S Srijan Tech Park, DN-52, 12<sup>th</sup> Floor, Street Number 11, DN Block, Sector V, Salt Lake, North 24 Parganas, Kolkata, - 700 091, West Bengal; Tel: (+91 33) 6125 6125

Contact Person: Abinash Singh, Chief Compliance Officer, Company Secretary and Head-Legal and Compliance; E-mail: [secretarial@stylebaazar.com](mailto:secretarial@stylebaazar.com); Website: [www.stylebaazar.in](http://www.stylebaazar.in)

NOTICE TO INVESTORS ("NOTICE")

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF BAAZAR STYLE RETAIL LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION ("OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹1,480.00 MILLION\* ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 16,880,968 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, BY THE SELLING SHAREHOLDERS ("OFFER FOR SALE"). THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WOULD CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. OUR COMPANY IN CONSULTATION WITH THE BRLMS, MAY OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT TO ₹[●] PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

\* A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹370.00 million. Accordingly, the size of the Fresh Issue has been reduced by ₹370.00 million and the revised Fresh Issue size aggregates to ₹1,480.00 million.

Potential Bidders may note the following:

- a) As disclosed in the Cover Page and relevant sections of the DRHP, our Company, in consultation with the BRLMs, was considering a Pre-IPO placement of such number of Specified Securities aggregating up to ₹370.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). Pursuant to the resolutions of the Board of Directors and the Shareholders dated July 8, 2024 and August 1, 2024, respectively, and pursuant to share subscription agreement dated August 1, 2024 entered into between our Company and Volrado Venture Partners Fund II, our Company approved the Pre-IPO Placement of 956,072 Equity Shares for cash at a price of ₹387 per Equity Share (including a share premium of ₹382 per Equity Share) aggregating to ₹370.00 million.
- b) Our Board of directors, through its resolution dated August 3, 2024, has allotted the Equity Shares in relation to the Pre-IPO Placement, in the manner as set forth below:
- | Date of allotment | Number of Equity Shares | Price per Equity Share (₹) | Total consideration (₹ in million) | Name of the allottee             |
|-------------------|-------------------------|----------------------------|------------------------------------|----------------------------------|
| August 3, 2024    | 956,072                 | 387                        | 370.00                             | Volrado Venture Partners Fund II |
- c) The abovementioned allottee is not connected to our Company, Promoters, Promoter Group, Directors, Key Managerial Personnel, Subsidiary or Group Companies and the directors or key managerial personnel of such Subsidiaries and Group Companies in any manner.

CONTACT RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
<b>Axis Capital Limited</b> 1 <sup>st</sup> Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 Maharashtra, India Tel.: (+91 22) 4325 2183 E-mail: <a href="mailto:baazarstyle ipo@axiscap.in">baazarstyle ipo@axiscap.in</a> Investor Grievance E-mail: <a href="mailto:complaints@axiscap.in">complaints@axiscap.in</a> Website: <a href="http://www.axiscapital.co.in">www.axiscapital.co.in</a> Contact person: Simran Gadh / Pratik Pednekar SEBI Registration No.: INM000012029	<b>Intensive Fiscal Services Private Limited<sup>A</sup></b> 914, 9 <sup>th</sup> Floor, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021 Maharashtra, India Tel.: (+91 22) 2287 0443 E-mail: <a href="mailto:stylebaazar ipo@intensivefiscal.com">stylebaazar ipo@intensivefiscal.com</a> Investor Grievance E-mail: <a href="mailto:grievance.ib@intensivefiscal.com">grievance.ib@intensivefiscal.com</a> Website: <a href="http://www.intensivefiscal.com">www.intensivefiscal.com</a> Contact person: Harish Khajanchi / Anand Rawal SEBI Registration No.: INM000011112	<b>JM Financial Limited</b> 7 <sup>th</sup> Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi Mumbai - 400 025, Maharashtra, India Tel.: (+91 22) 6630 3030 E-mail: <a href="mailto:baazarstyle ipo@jmfl.com">baazarstyle ipo@jmfl.com</a> Investor Grievance E-mail: <a href="mailto:grievance.ibd@jmfl.com">grievance.ibd@jmfl.com</a> Website: <a href="http://www.jmfl.com">www.jmfl.com</a> Contact person: Prachee Dhuri SEBI Registration No.: INM000010361	<b>Link Intime India Private Limited</b> C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India Tel: +91 810 811 4949 E-mail: <a href="mailto:baazarstyle ipo@linkintime.co.in">baazarstyle ipo@linkintime.co.in</a> Investor grievance E-mail: <a href="mailto:baazarstyle ipo@linkintime.co.in">baazarstyle ipo@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact person: Shanti Gopalkrishnan SEBI Registration No: INR000004058

<sup>A</sup>Intensive Softshare Private Limited, Intensive Finance Private Limited and D.K. Surana (HUF) are proposing to participate as Selling Shareholders in the Offer for Sale. Intensive Fiscal Services Private Limited ("Intensive") has signed the due diligence certificate and has been disclosed as a BRLM for the Offer. Intensive Softshare Private Limited, Intensive Finance Private Limited, D.K. Surana (HUF) and Intensive are associates in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (the "SEBI Merchant Bankers Regulations"). Accordingly, in compliance with the proviso to Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Intensive would be involved only in the marketing of the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP or addendum to the DRHP dated June 14, 2024 ("Addendum"), as applicable.

For BAAZAR STYLE RETAIL LIMITED

On behalf of the Board of Directors

Sd/-

Abinash Singh

Chief Compliance Officer, Company Secretary and Head-Legal and Compliance

Place : Kolkata

Date : August 3, 2024

BAAZAR STYLE RETAIL LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the DRHP and Addendum with Securities and Exchange Board of India ("SEBI") and thereafter with the Stock Exchanges. The DRHP and Addendum are available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), on the websites of the Stock Exchanges i.e., BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of the BRLMs, i.e. Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), Intensive Fiscal Services Private Limited at [www.intensivefiscal.com](http://www.intensivefiscal.com) and JM Financial Limited at [www.jmfl.com](http://www.jmfl.com) and the website of our Company at [www.stylebaazar.in](http://www.stylebaazar.in). Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see the section titled "Risk Factors" on page 36 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

This announcement does not constitute an invitation or offer of securities for sale in any jurisdiction. The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") 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 U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no offering of securities in the United States.