



(Please scan this QR code to view the RHP)

This is an abridged prospectus containing salient features of the red herring prospectus of Rashi Peripherals Limited (the “Company”) dated January 29, 2024 filed with the Registrar of Companies, Maharashtra at Mumbai (the “RHP” or “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doList=ing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalized terms used herein and not specifically defined shall bear the same meaning as ascribed to them in the RHP. This abridged prospectus is not for distribution outside of India.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID-CUM-APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus (“Abridged Prospectus”) and the general information document for investing in public issues (“GID”) undertaken through the Book Building Process before applying in the Offer. The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, members of the Syndicate, Registrar to the Offer, RTAs, CDPs, Registered Brokers, Bankers to the Offer, Investors’ Association or SCSBs. You may also download the RHP from the website of SEBI at www.sebi.gov.in, at the websites of NSE and BSE at www.nseindia.com and www.bseindia.com, respectively, at the website of the Company at www.rptechindia.com and the website of the Book Running Lead Managers (“BRLMs”) at www.jmfl.com and www.icicisecurities.com.



RASHI PERIPHERALS LIMITED

Corporate Identity Number: U30007MH1989PLC051039; Date of Incorporation: March 15, 1989

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Ariisto House, 5 th Floor, Corner of Telli Galli, Andheri (E), Mumbai 400 069, Maharashtra, India	Hinal Tejas Shah <i>Company Secretary and Compliance Officer</i>	Email: investors@rptechindia.com Telephone: +91 22 6177 1771/72	www.rptechindia.com
NAME OF PROMOTERS OF OUR COMPANY: KRISHNA KUMAR CHOUDHARY, SURESHKUMAR PANSARI, KAPAL SURESH PANSARI, KESHAV KRISHNA KUMAR CHOUDHARY, CHAMAN PANSARI, KRISHNA KUMAR CHOUDHARY (HUF) AND SURESH M PANSARI HUF			

DETAILS OF THE OFFER

Type	Size of Fresh Issue	Total Offer Size	Eligibility – 6(1) / 6(2)	Equity Shares Reservation among QIBs, NIBs & RIBs		
				QIBs	NIBs	RIBs
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹ 6,000 million*	[●] Equity Shares aggregating up to ₹ 6,000 million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details of share reservation among QIBs, NIBs and RIBs, see “Offer Structure” on page 478 of the RHP.	Not more than 50% of the Offer size	Not less than 15% of the Offer	Not less than 35% of the Offer

The Equity Shares are proposed to be listed on National Stock Exchange of India Limited and BSE Limited. For the purposes of the Offer, BSE Limited is the Designated Stock Exchange (the “Designated Stock Exchange”).

PRICE BAND, MINIMUM BID LOT AND INDICATIVE TIMELINES

Price Band (For details of the Price Band and basis for Offer Price, please refer to the price band advertisement and the section titled “Basis for Offer Price” on page 145 of the RHP.)	₹295 per Equity Share to ₹311 per Equity Share of face value of ₹5 each.
Minimum Bid Lot Size	48 Equity Shares and in multiples 48 Equity Shares thereafter
Bid/Offer Opens On*	February 7, 2024
Bid/Offer Closes On	February 9, 2024 ⁽¹⁾
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Monday, February 12, 2024
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account***	On or about Tuesday, February 13, 2024
Credit of the Equity Shares to depository accounts of Allottees	On or about Tuesday, February 13, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, February 14, 2024

*Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽¹⁾ UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.

*** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI through its circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF 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 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered, 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, such Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

Weighted average cost of acquisition for all Equity Shares transacted over the eighteen months preceding the date of the Red Herring Prospectus.

Period	Number of Equity Shares acquired	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 18 months preceding the date of the Red Herring Prospectus	4,823,151	311.00	1 time	311.00

[^] As certified by Pipara & Co LLP, Chartered Accountants, by way of their certificate dated January 29, 2024.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹5 each. The Floor Price, Cap Price and the Offer Price determined by our Company in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "Basis for Offer Price" on page 145 of the RHP should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 37 of the RHP.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, members of the Syndicate, Registrar to the Offer, Registrar and Share Transfer Agents, CDPs, Registered Brokers, Bankers to the Offer, Investors' Associations or SCSBs.

If you wish to know about processes and procedures applicable to this Offer, you may request for a copy of the RHP and/or the GID from the BRLMs or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com, respectively and the websites of the BRLMs at www.jmfl.com and www.icicisecurities.com.

PRICE INFORMATION OF BRLMs

S. NO.	Offer Name ⁵	Name of the BRLM	+/- % change in closing price, [+/- % change in closing benchmark]		
			30th calendar day from listing	90th calendar day from listing	180th calendar day from listing
1.	Innova Captab Limited	JM, ISEC	+15.16% [-1.74%]	Not Applicable	Not Applicable
2.	Happy Forgings Limited	JM	+14.06% [-1.40%]	Not Applicable	Not Applicable
3.	Muthoot Microfin Limited	JM, ISEC	-20.77% [-0.39%]	Not Applicable	Not Applicable
4.	DOMS Industries Limited	JM, ISEC	+80.59% [0.97%]	Not Applicable	Not Applicable
5.	Fedbank Financial Services Limited	JM, ISEC	-2.75% [7.94%]	Not Applicable	Not Applicable
6.	Tata Technologies Limited	JM	+136.09% [7.84%]	Not Applicable	Not Applicable
7.	ASK Automotive Limited	JM, ISEC	+2.73% [7.66%]	Not Applicable	Not Applicable
8.	Inox India Limited	ISEC	+32.01% [1.15%]	Not Applicable	Not Applicable
9.	Azad Engineering Limited	ISEC	+29.06% [-2.36%]	Not Applicable	Not Applicable
10.	Credo Brands Marketing Limited	ISEC	-9.89% [-1.86%]	Not Applicable	Not Applicable
11.	Jyoti CNC Automation Limited	ISEC	Not Applicable	Not Applicable	Not Applicable

Source: www.bseindia.com and www.nseindia.com. ⁵ Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Notes: 1. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange. 2. For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable. 3. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered. 4. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days. 5. Not Applicable – Period not completed For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs" on page 466 of the RHP.

BOOK RUNNING LEAD MANAGERS

JM Financial Limited Tel: +91 22 6630 3030 E-mail: rplipo.2022@jmfl.com Investor Grievance E-mail Id: grievance.ibd@jmfl.com	ICICI Securities Limited Tel: +91 22 6807 7100 E-mail: rpotech.ipo@icicisecurities.com Investor Grievance E-mail Id: customer-care@icicisecurities.com
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Name of Syndicate Member	JM Financial Services Limited
Name of Registrar to the Offer	Link Intime India Private Limited Tel: +91 810 811 4949; E-mail ID: rpotechindia.ipo@linkintime.co.in ; Investor grievance e-mail ID: rpotechindia.ipo@linkintime.co.in

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Name of Statutory Auditor	Deloitte Haskins & Sells LLP and Pipara & Co LLP
Name of Credit Rating Agency and the rating or grading obtained, if any	As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Form, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34 , or at such other websites as may be prescribed by SEBI from time to time.
SCSBs eligible as Issuer Banks and mobile applications enabled for the UPI Mechanism	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders, using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=43 respectively, as updated from time to time or at such other website as may be prescribed by SEBI from time to time.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmlId=35 , which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?DoRecognised=yes&intmlId=35 or any such other website as may be prescribed by SEBI from time to time.
Non-Syndicate Registered Brokers	Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com , as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable	<p>The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.</p> <p>The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.</p> <p>For further details, see “Offer Procedure” on page 481 of the RHP.</p>

PROMOTERS OF OUR COMPANY

Sr. No.	Name	Individual/ Corporate	Experience and Educational Qualification
1.	Krishna Kumar Choudhary	Individual	He obtained his bachelor’s degree of commerce from Kashi Hindu University, in 1975. He has 25 years experience in the IT distribution industry. He is also a member of Institute of Chartered Accountants of India He has been associated with our Company since 1997.
2.	Sureshkumar Pansari	Individual	He obtained his bachelor’s degree in commerce from the Rajasthan University in 1975. He is also an associate member of the Institute of Chartered Accountants of India. He has 33 years experience in the technology channel sector. He has been associated with our Company since 1989.
3.	Kapal Suresh Pansari	Individual	He obtained his bachelor’s degree in commerce from the University of Mumbai in 2004. He has 15 years experience in the technology channel sector. He has been associated with our Company since 2007.
4.	Keshav Krishna Kumar Choudhary	Individual	He obtained his bachelor’s degree in science with a major in electrical engineering from the University of California in 2018. He has 10 years of experience in the technology sector. He has been associated with our Company since 2012.
5.	Chaman Pansari	Individual	He holds a bachelor’s degree in Electronics and Telecommunication Engineering from the University of Mumbai, and a post graduate diploma in management from S.P. Jain Institute of Management & Research. Other than our Company, he is associated with Sanwaria Texpro Private Limited, Elmack Engg Services Private Limited, Ceekay Healthcare Private Limited, PV Lumens India Private Limited, and CEEPEE Pharma Private Limited as director.
6.	Krishna Kumar Choudhary (HUF)	Individual	Krishna Kumar Choudhary (HUF) came into existence on February 10, 1981 and Krishna Kumar Choudhary is its Karta with Meena Krishna Kumar Choudhary as its member and Keshav Krishna Kumar Choudhary, Richa Vohra and Rashi Choudhary as its coparceners.

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Sr. No.	Name	Individual/Corporate	Experience and Educational Qualification
7.	Suresh M Pansari HUF	Individual	Suresh M Pansari HUF came into existence on November 6, 1980 and Sureshkumar Pansari is its Karta with Kapal Suresh Pansari, Chaman Pansari, Arhaan Kapal Pansari, Yuvraj Kapal Pansari, Sia Pansari and Yug Pansari as its coparceners and Manju Suresh Pansari as its member.

For details in respect of our Promoters, please see the section titled “Our Promoters and Promoter Group” beginning on page 293 of the RHP.

BUSINESS, OVERVIEW AND STRATEGY

Company overview: We are among the leading technology integrated national distribution partners for global technology brands in India for information and communications technology products in terms of revenues and distribution network in Fiscal 2023. We are also one of the fastest growing national distribution partners for global technology brands in India in terms of revenue growth between Fiscal 2021 and Fiscal 2023. (Source: Technopak Report) We offer end-to-end services such as pre-sale activities, solutions design, technical support, marketing services, credit solutions and warranty management services.

Geographies Served:

Breakdown of revenue from operations by geography for the periods indicated

(in ₹ million)

Geography	Six months ended September 30, 2023	Six months ended September 30, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021
India	53,610.00	49,217.69	92,213.99	91,895.85	58,497.29
Overseas	1,075.10	1,021.67	2,328.80	1,238.53	753.19
Total	54,685.10	50,239.36	94,542.79	93,134.38	59,250.48

Product/ Service Offering :

Vertical	Six Months ended September 30, 2023		Six Months ended September 30, 2022	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
PES – Personal computing, enterprise and cloud solutions	31,165.52	56.99%	28,477.28	56.68%
LIT – Lifestyle and IT essentials	23,519.58	43.01%	21,762.08	43.32%
Total	54,685.10	100.00%	50,239.36	100.00%

Vertical	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
PES – Personal computing, enterprise and cloud solutions	52,922.23	55.98%	53,530.07	57.48%	33,460.58	56.47%
LIT – Lifestyle and IT essentials	41,620.56	44.02%	39,604.31	42.52%	25,789.90	43.53%
Total	94,542.79	100.00%	93,134.38	100.00%	59,250.48	100.00%

Industries served: Information and communications technology.

Key Performance Indicators (“KPIs”): The table below also sets forth the KPIs for our business and operations, along with details of KPIs as at/ for the periods mentioned below:

Sr. no.	Particulars	Six months ended		Financial year ended		
		September 30, 2023**	September 30, 2022**	March 31, 2023	March 31, 2022	March 31, 2021
1	Revenue from operations (Rs. in millions)	54,685.10	50,239.36	94,542.79	93,134.38	59,250.48
2	Growth in Revenue from Operations (%)	8.85%	-#	1.51%	57.19%	50.59%*
3	Restated Profit after Tax (Rs. in millions)	720.18	673.75	1,233.43	1,825.11	1,363.50
4	Restated Profit after Tax Margin (%)	1.32%	1.34%	1.30%	1.96%	2.30%
5	Restated Profit after Tax - Growth Rate (%)	6.89%	-#	(32.42%)	33.85%	256.65%*
6	EBITDA (Rs. in millions)	1,656.64	1,365.12	2,676.12	3,052.17	2,152.27
7	EBITDA margin (%)	3.03%	2.72%	2.83%	3.28%	3.63%
8	EBITDA growth rate (%)	21.35%	#	(12.32%)	41.81%	129.31%*
9	Net Debt / EBITDA Ratio	8.31	7.06	3.85	2.74	2.14
10	Return on Equity-RoE (%)	10.35%**	11.54%	19.33%	37.56%	39.69%*
11	Return on Capital Employed-RoCE (%)	7.22%**	7.82%	14.21%	20.13%	23.46%
12	Working Capital Days	57	52	53	40	36*
13	Inventory Days	64	57	55	37	35*
14	Trade Receivable Days	37	43	39	38	37*
15	Trade Payable Days	44	48	41	35	36*
16	Debt Equity ratio	1.82	1.55	1.53	1.52	1.23

Certified by Pipara & Co LLP, Chartered Accountants, by its certificate dated January 29, 2024.

*Growth rate from year ended March 31, 2022 to six-month period ended September 30, 2022 is not disclosed as the periods are not comparable. *Computation of these KPIs involves the figures for the year ended March 31, 2020 which have been verified from the restated consolidated financial information for the six-months ended September 30, 2022 and the years ended March 31, 2022, March 31, 2021 and March 31, 2020. ** Not annualized for the six-month period ended September 30, 2023 and 2022.

Investors should refer for “Notes to Key Performance Indicators” on “Key Performance Indicators – Basis for the Offer Price” on beginning on page 147 of the RHP.

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Intellectual Property: We have nine registered trademarks, out of which, three pertain to our logo, under the Trade Marks Act, 1999, as amended. Our registered trademarks are valid for a period of ten years from the date of application and renewable from time to time, on expiry. Further, we have one trademark application in relation to our logo which is currently pending. Our Subsidiary, ZNet currently has nine registered trademarks, out of which three pertain to its logo, and has one trademark application which is currently pending. For further information, see "Our Business – Intellectual Property" on page 251 of the RHP.

Market Share:

The table below sets forth details of our market share (by value) in Fiscal 2023.

Verticals / Sub-Segments	Our Market Share* (Percentage to Total Market Share)	Verticals / Sub-Segments	Our Market Share* (Percentage to Total Market Share)
PES		LIT	
Laptops	10%	CPUs	45%
Desktops	10%	Motherboard	25%
Routers	33%	Graphic Cards	47%
Switches	10%	Hard Drives	29%
		Pen Drives	42%
		Keyboards and Mice	21%
		Monitors	27%
		UPS	13%

* Market share is determined on the basis of units of a particular product distributed by us divided by the total units of products sold in Fiscal 2023. (Source: Technopak Report)

Manufacturing Facilities: Not applicable

Employee Strength: As of September 30, 2023, we had 1,433 full-time employees.

BOARD OF DIRECTORS

S.No	Name	Experience	Other directorships
1	Krishna Kumar Choudhary <i>Chairman and Whole-time Director</i>	Please see description of experience and educational qualifications of promoters of our Company above.	Indian Companies • R.C Realtors Private Limited • ZNet Technologies Private Limited • Technology Distribution Association of India • Rotary Royales Foundation Foreign companies • Rashi Peripherals Pte Ltd.
2.	Sureshkumar Pansari <i>Vice-Chairman and Whole-time Director</i>	Please see description of experience and educational qualifications of promoters of our Company above.	Indian Companies • ZNet Technologies Private Limited• Elmack Engg Services Private Limited• PV Lumens India Private Limited Foreign companies • Rashi Peripherals Pte Ltd
3.	Kapal Suresh Pansari <i>Managing Director</i>	Please see description of experience and educational qualifications of promoters of our Company above.	Indian Companies • ZNet Technologies Private Limited• Ceekay Health Care Private Limited• Blynk Marketing Private Limited Foreign companies NIL
4.	Keshav Krishna Kumar Choudhary <i>Whole-time Director</i>	Please see description of experience and educational qualifications of promoters of our Company above.	Indian Companies NIL Foreign companies NIL
5.	Yazdi Piroj Dandiwala <i>Independent Director</i>	He obtained his bachelor's degree in science and a bachelor's degree in laws from University of Bombay. He has 49 years experience in the legal sector.	Indian Companies • Century Textiles and Industries Limited• Pileri Investment and Industries Corporation Limited• Hindalco Industries Limited• Hindalco-Almex Aerospace Limited• Duville Estates Private Limited• Access Trusteeship Company Private Limited• Bombay Incorporated Law Society• Grasim Industries Limited Foreign companies • Novelis Corporation, USA• Aleris International Inc., USA
6.	Anandkumar Radhakrishna Ladsariya <i>Independent Director</i>	He obtained his bachelor's degree of commerce in the field of Accounting and Auditing from R. A. Podar College of Commerce and Economics, a post graduate diploma in Management from The Indian Institute of Management, Ahmedabad, has experience in management.	Indian Companies • Everest Flavours Limited• Sun Aromatics Private Limited• Indigo Flavours Private Limited• Everest Menthol Private Limited• Pioneer Flavours Private Limited• Velhari Trading Company Private Limited• Makrand Trading Company Private Limited• Dhanvridhi Holdings Private Limited• Sukhranddas Securities Private Limited• Dhanvridhi Securities Private Limited• Dhangiri Securities Private Limited• Hingiri Securities Private Limited• Fairfaith Holdings Private Limited• Madhusudangarh Estates and Investments Private Limited• Everest Information & Technologies Private Limited• Shakambhari Estates Private Limited Foreign companies NIL

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

S.No	Name	Experience	Other directorships
7.	Drushti Rahul Desai <i>Independent Director</i>	She obtained her bachelor's degree in commerce from the University of Bombay. She has experience in the field of valuations and 25 years of experience as a member of the board of directors of several companies.	Indian Companies • Kewal Kiran Clothing Limited• Chemfab Alkalix Limited• Kruti Finance and Holdings Private Limited• Aegon Life Insurance Company Limited Foreign companies NIL
8.	Mamidanna Prasad <i>Independent Director</i>	He obtained his bachelor's degree in commerce from the Osmania University and a master's degree in business administration from the Howard University. He has 19 years of experience as a member of the board of directors of several companies.	Indian Companies NIL Foreign companies • Spectra Innovations Inc., USA

For further details in relation to our Board of Directors, see "Our Management" on page 266 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises an issue of up to [●] Equity Shares, aggregating up to ₹6,000 million by our Company.

Net Proceeds

The following table sets forth details of the Net Proceeds:

Particulars	Estimated Amount (in ₹ million)
Gross proceeds from the Offer ⁽¹⁾	6,000
Less: Offer related expenses	[●]
Net proceeds from the Offer after deducting the Offer related expenses ("Net Proceeds") ^{(1) (2)}	[●]

(2) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Offer.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below

(in ₹ million)

S. No.	Particulars	Amount to be financed from Net Proceeds and the Pre-IPO Placement	Amount utilised from the Pre-IPO Placement*	Amount to be financed from Net Proceeds*	Estimated amount to be deployed from the Net Proceeds in Fiscal 2024
1.	Prepayment or scheduled re-payment of a portion or all of certain outstanding borrowings availed by our Company	4,760	1,500	3,260	3,260
2.	Funding working capital requirements of our Company	2,200	-	2,200	2,200
3.	General corporate purpose			[●] ⁽¹⁾	[●] ⁽¹⁾
	Total Net Proceeds ^{(1)*}			[●] ⁽¹⁾	[●] ⁽¹⁾

⁽¹⁾ To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the gross proceeds from the Offer.

* The amount of the Pre-IPO Placement of ₹1,500.00 million has been utilised towards prepayment of a portion or all of certain outstanding borrowings availed by our Company as certified by Pipara & Co LLP, Chartered Accountants by way of their certificate dated January 20, 2024 and accordingly the Fresh Issue is reduced from ₹7,500.00 million to ₹6,000.00 million.

Means of finance: The entire requirements of the objects detailed above are intended to be funded from the Net Proceeds, the proceeds of the Pre IPO Placement and internal accruals. Accordingly, we confirm that there is no need for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue under Regulation 7(1)(e) of the SEBI ICDR Regulations and Paragraph 9(C) (1) of Part A of Schedule VI of the SEBI ICDR Regulations. Subject to applicable laws, in case of a shortfall in the Net Proceeds and the proceeds of the Pre IPO Placement or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lender.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years: Not Applicable.

Terms of Issuance of Convertible Security, if any: Not Applicable.

Name of Monitoring Agency: CARE Ratings Limited

Shareholding Pattern as on the date of the RHP:

Category of Shareholder	Number of Equity Shares	% shareholding
Promoters and Promoter Group	41,783,490	89.65
Public	4,823,571	10.35
Total	46,607,061	100.00

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following information has been derived from the Restated Consolidated Financial Information:

(₹ in million, except per share data)

Particulars	As at and for the six months ended		As at and for the year ended		
	September 30, 2023	September 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
(A) Equity share capital	208.92	208.92	208.92	208.92	9.95
(B) Total equity	7,660.17	6,470.89	6,982.68	5,783.29	3,970.02
(C) Other equity	7,519.16	6,269.69	6,792.96	5,542.50	3,932.63
(D) Revenue from operations	54,685.10	50,239.36	94,542.79	93,134.38	59,250.48
(E) Restated profit after tax	720.18	673.75	1,233.43	1,825.11	1,363.50
(F) Restated earnings per equity share (Basic, in ₹)	18.24	16.90	29.50	43.57	31.20
(G) Restated earnings per equity share (Diluted, in ₹)	18.24	16.90	29.50	43.57	31.20
(H) Net Asset Value per Equity Share (₹)	184.94	155.03	167.56	137.63	94.34
(I) Total borrowings (as per balance sheet)	13,952.04	10,012.71	10,657.57	8,817.39	4,889.93
(J) Net Worth	7,727.39	6,477.92	7,001.19	5,750.73	3,941.89
(K) Return on Net worth	9.86%	10.90%	17.60%	31.66%	33.07%

For further details, see "Restated Consolidated Financial Information" on page 309 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP, For further details, see 'Risk Factors' on page 37 of the RHP.

1. The Offer Price, market capitalization to total revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Equity Shares on listing.
2. We are dependent on various vendors, who are global technology brands, for the products we distribute. In Fiscals 2021, 2022 and 2023 and for the six months ended September 30, 2022 and September 30, 2023, revenues generated from distribution of products manufactured by our top eight global technology brands amounted to 83.15%, 82.42%, 82.11%, 82.50% and 82.39%, respectively, of our revenue from operations. Any delay or failure on part of such global technology brands to supply products may materially and adversely affect our business, profitability and reputation.
3. Our business is dependent on global technology brands effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new information and communications technology products at regular intervals.
4. If we are unable to maintain our relationships with our Channel Partners or customers or if any of these parties change the terms of their arrangements with us, our business could be materially and adversely affected.
5. Our gross margins are low, which magnifies the impact of variation in revenue, operating costs, bad debts and interest expense on our operating results.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors and Promoters, as of the date of the Red Herring Prospectus in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated December 21, 2022, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years	Material civil litigations	Aggregate amount involved* (₹ million)
Company						
By the Company	95	NIL	NIL	NIL	3	505.62
Against the Company	1	85	6	NIL	2	4,121.89
Directors						
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	2	NIL	2	NIL	1.33
Promoters						
By the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoters	NIL	3	NIL	3	NIL	1.36
Subsidiaries						
By the Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
Against the Subsidiaries	1	NIL	NIL	NIL	1	Not quantifiable

* To the extent quantifiable.

For further details, see "Outstanding Litigation and Other Material Developments" on page 443 of the RHP.

B. Brief details of top 5 material outstanding litigation / legal proceedings initiated against our Company and amount involved:

Sr. No	Particulars	Litigation filed by	Current Status	Amount involved
1	M/s Air Wave International Private Limited (“ Plaintiff ”) filed a suit before the Civil Judge (SD) GB Nagar in 2016 against our Company in relation to dues payable to our Company.	M/s Air Wave International Private Limited	Pending	₹20.01 million
2	Chodabathula Veera Satya Rama Krishna, proprietor of Fast Computers and Communication (“ Fast Computers ”) filed a suit against our Company and one of our customers before the Court of IV Additional District Judge, Kakinda (“ District Court ”) alleging a loss.	Chodabathula Veera Satya Rama Krishna	Pending	₹14.60 million
3.	Harish Kumar Neotia has filed a criminal complaint against our Company before the Chief Judicial Magistrate, Patna court in Patna, Bihar under sections 34, 120B, 406,420 and 500 of the Indian Penal Code, 1860.	Harish Kumar Neotia	Pending	NA
4.	Our Company received a demand cum show-cause notice from the Office of the Commissioner of Customs (Import), Mumbai regarding the classification of solid state drives. The Commissioner – Customs (“ Commissioner ”) alleged that under the Customs Tariff Act, 1975, solid state drives must be classified under a different customs tariff heading, as opposed to the classification made by our Company which attracts different basic customs duty along with applicable IGST along with other duties. The Commissioner – Customs, by its order, has imposed a penalty of ₹484.88 million and a fine of ₹374.07 million.	Commissioner of Customs (Import), Mumbai	Pending	₹858.95 million
5.	Our Company received an intimation of tax ascertained as being payable, from the Office of the Deputy Commissioner of Commercial Taxes (Audit – 3), Bangalore (“ Deputy Commissioner ”), alleging that with reference to the financial year 2019-20, there was an excess availment of input tax credit difference, along with penalty and interest. Our Company has responded, intimating the Deputy Commissioner that there was an inadvertent typographical error while claiming input tax credit, and that the same was also brought to the notice of Assistant Commissioner of Commercial Taxes – Jayanagar, Bangalore and therefore requested the Deputy Commissioner to drop the proceedings. The matter is currently pending.	Deputy Commissioner	Pending	₹1,259.05 million

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any :

Show cause notices dated December 29, 2021, February 11, 2022 and August 8, 2022 was issued by SEBI to Krishna Kumar Choudhary, Keshav Krishna Kumar Choudhary and Krishna Kumar Choudhary (HUF) respectively, for dealing in illiquid stock options at BSE Limited alleging violation of Regulations 3(a),(b),(c),(d) and 4(1), 4(2)(a) of SEBI (Prohibition of Fraudulent and Unfair Trading Practices related to Securities Markets) Regulations, 2003. The proceedings have been settled through a settlement order dated March 8, 2023.

D. Brief details of outstanding criminal proceedings against the Promoters: Nil

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” on page 443 of the RHP.

ANY OTHER IMPORTANT INFORMATION AS PER BRLMS/COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. We further certify that all statements, disclosures and undertakings in the Red Herring Prospectus are true and correct.