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PRINCE PIPES AND FITTINGS LIMITED

Our Company was incorporated as 'Prince Pipes and Fittings Private Limited' on November 13, 1987 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956. Thereafter, pursuant to Section 43A(1A) of the Companies Act, 1956, our Company became a deemed public limited company with effect from July 1, 1998. Further, pursuant to Section 43A(2A) of the Companies Act, 1956, our Company converted back into a private company on May 18, 2001. Subsequently, upon conversion into a public limited company pursuant to a special resolution of our Shareholders dated August 7, 2017, the name of our Company was changed to 'Prince Pipes and Fittings Limited', and a fresh certificate of incorporation was issued by the Registrar of Companies, Goa, Daman and Diu ("RoC") on August 11, 2017. For further details in relation to changes in the name and registered office of our Company, see the section titled "History and Certain Corporate Matters" on page 176 of the prospectus dated December 23, 2019 ("Prospectus").

Registered Office: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari, Honda, Goa 403 530, India;

Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg (Tulsi Pipe Road), Dadar West, Mumbai 400 028, Maharashtra, India.

Contact Person: Pravin Jogani, Company Secretary and Compliance Officer; **Telephone:** +91 22 66022222; **Facsimile:** +91 22 66022222; **E-mail:** investor@princepipes.com; **Website:** www.princepipes.com

Corporate Identity Number: U26932GA1987PLC006287

PROMOTERS OF OUR COMPANY: JAYANT SHAMJI CHHEDA, TARLA JAYANT CHHEDA, PARAG JAYANT CHHEDA, VIPUL JAYANT CHHEDA AND HEENA PARAG CHHEDA

INITIAL PUBLIC OFFERING OF 28,089,885 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF PRINCE PIPES AND FITTINGS LIMITED (OUR "COMPANY" OR THE "ISSUER" AND SUCH EQUITY SHARES, THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 178 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 168 PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING UP TO ₹ 5,000 MILLION* (THE "OFFER"), COMPRISING A FRESH ISSUE OF 14,044,943 EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 2,500 MILLION* (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 14,044,942 EQUITY SHARES AGGREGATING UP TO ₹ 2,500 MILLION, INCLUDING 1,123,595 EQUITY SHARES AGGREGATING UP TO ₹ 200 MILLION BY JAYANT SHAMJI CHHEDA, 7,865,168 EQUITY SHARES AGGREGATING UP TO ₹ 1,400 MILLION BY TARLA JAYANT CHHEDA, 2,808,988 EQUITY SHARES AGGREGATING UP TO ₹ 500 MILLION BY PARAG JAYANT CHHEDA AND 2,247,191 EQUITY SHARES AGGREGATING UP TO ₹ 400 MILLION BY VIPUL JAYANT CHHEDA (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS" AND SUCH OFFERS THE "OFFER FOR SALE"). THE OFFER CONSTITUTES 25.53% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.*

*SUBJECT TO FINALISATION OF THE BASIS OF ALLOTMENT.

*OUR COMPANY HAS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), UNDERTAKEN A PRIVATE PLACEMENT OF 596,500 COMPULSORILY CONVERTIBLE PREFERENCE SHARES, WHICH HAVE BEEN CONVERTED INTO 5,965,000 EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING TO ₹ 1,061.77 MILLION ("PRE-IPO PLACEMENT"). THE SIZE OF THE FRESH ISSUE OF UP TO ₹ 3,561.77 MILLION WAS REDUCED BY ₹ 1,061.77 MILLION PURSUANT TO THE PRE-IPO PLACEMENT AND ACCORDINGLY THE FRESH ISSUE WAS UP TO ₹ 2,500.00 MILLION.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH.

THE OFFER PRICE IS ₹ 178 PER EQUITY SHARE.

THE OFFER PRICE IS 17.80 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BID/OFFER PROGRAMME

BID/OFFER OPENED ON WEDNESDAY, DECEMBER 18, 2019

BID/OFFER CLOSED ON FRIDAY, DECEMBER 20, 2019

NOTICE TO INVESTORS

With reference to the Prospectus filed with the RoC, the Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges", investors should note the following:

This is with reference to the disclosure under "Outstanding Litigation and Material Developments - Complaints received from Montana and Radon" on page 349 of the Prospectus regarding an email dated December 21, 2019 ("E-mail") sent by RGM Legal, on behalf of their client (Montana Developers Private Limited ("Montana"/"Complainant") to SEBI, forwarding the complaint from Montana dated December 17, 2019 ("Complaint") to SEBI and copying the Stock Exchanges and our Company repeating and re-iterating the contents of the Complaint and all previous letters, complaints and correspondence sent by the Complainant and requesting appropriate action.

Please note that, on December 24, 2019, our Company received a notice ("RGM Notice") from RGM Legal informing us that Montana filed a writ petition ("Writ Petition") before the High Court of Judicature at Bombay ("Bombay High Court"), against SEBI, the Stock Exchanges, our Company and the Union of India through the MCA. The Writ Petition, among other things, reiterated the allegations made in, inter alia, the various complaints that are indicated in the Prospectus. Montana prayed for, inter alia, an appropriate writ to be issued directing SEBI to (i) take immediate cognizance of the representations made by Montana in the Complaint; (ii) take necessary action as required against our Company (iii) act in a time bound manner; (iv) put on hold any further permissions and any further steps to be taken regarding the Offer; (v) place necessary conditions/restrictions preventing access to public funds collected through the Offer by our Company; and (vi) to take such actions under law to secure public funds collected through the Offer pending the hearing and final disposal of the Writ Petition. Montana also prayed that the Bombay High Court provide interim and ad-interim reliefs to its specific prayers. As per the RGM Notice, the Writ Petition is scheduled for an urgent admission before the Bombay High Court on December 26, 2019. Accordingly, the Company will contest the allegations against it and take recourse to all legal means available to it.

This notice is being issued under Regulation 60(4) of the SEBI ICDR Regulations 2009.

All capitalized terms used in this notice shall, unless the context otherwise requires, have the same meanings as ascribed to such terms in the Prospectus.

For **PRINCE PIPES AND FITTINGS LIMITED**

On behalf of the Board of Directors

Sd/-

Company Secretary & Compliance Officer

Place: Mumbai
Date: December 25, 2019

Prince Pipes and Fittings Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its equity shares ("Equity Shares") and has filed the red herring prospectus dated December 11, 2019 ("RHP") and prospectus dated December 23, 2019 ("Prospectus") with the Registrar of Companies, Goa, Daman and Diu. The RHP is to be read with addendum-cum-corrigendum dated December 17, 2019 and addendum dated December 18, 2019. The RHP is available on the websites of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com as well as on the websites of the book running lead managers, i.e. JM Financial Limited at www.jmfl.com and Edelweiss Financial Services Limited at www.edelweissfin.com. The Prospectus is available or will be made available on the website of SEBI at www.sebi.gov.in as well as on the websites of the book running lead managers, i.e. JM Financial Limited at www.jmfl.com and Edelweiss Financial Services Limited at www.edelweissfin.com. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" on page 17 of the Prospectus. Potential investors should not rely on the draft red herring prospectus filed with SEBI for any investment decision.

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 (the "U.S. Securities Act"), or the laws of any state of the United States and may not be offered or sold in 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. The Equity Shares are being offered and sold only outside the United States pursuant to Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdictions where those offers and sales are made.

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