

This is an abridged prospectus containing salient features of the Prospectus dated June 16, 2023 (The “Prospectus”). You are encouraged to read greater details available in the Prospectus.
(Prospectus can be downloaded from the website of LM at <https://www.iskadvisors.com/> and of the Company at www.magson.in THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



MAGSON RETAIL AND DISTRIBUTION LIMITED
CIN: U74999GJ2018PLC105533

Registered office	Contact person	E-mail and Telephone	Website
204-B, Primate Complex, Opp. Mother Milk Palace, Nr. Judges Bungalows Cross Roads, Bodakdev, Ahmedabad 380015 Gujarat, India	Ms. Atula Patel, Company Secretary and Compliance Officer	Email ID: cs.magson@gmail.com Tel No.: +91 9978607507	www.magson.in

PROMOTER OF THE COMPANY: Mr. Rajesh Emmanuel Francis, Mrs. Jennifer Rajesh Francis and Mr. Manish Shivnarayan Pancholi.

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS				
Type	Fresh Issue Size ₹ In Lakhs	OFS Size ₹ In Lakhs	Total Issue Size ₹ In Lakhs	Eligibility
Fresh Issue	Upto 21,14,000 Equity Shares aggregating to ₹ 65	NIL	₹ 13,74,10,000	This issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

These Equity Shares are proposed to be listed on Emerge Platform of National Stock Exchange of India Limited (NSE Emerge).

Details of OFS by Promoters/ Promoter group/ other selling shareholders:- **NIL**

Whether the company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers- NA.			
PRICE, MINIMUM BID LOT & INDICATIVE TIMELINES			
Issue Price*	₹ 65 /-	Minimum lot size	2,000 Equity Shares
Bid Opening Date	23rd June, 2023	Initiation of Unblocking of Funds/refunds	4th July, 2023
Bid Closing Date	27th June, 2023	Credit of Equity Shares to demat accounts of Allottees	5th July, 2023
Finalization of basis of allotment with the Designated Stock Exchange	3rd July, 2023	Commencement of Trading of Equity Shares on the Stock Exchanges	6th July, 2023
*For details of Basis for Issue Price, please refer to page 88 of the Prospectus.			
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES			
RISKS IN REALTION TO THE FIRST ISSUE			
This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is Rs.10/- per Equity Shares and the Issue price is 6.5 times of the face value. The Issue Price (as			

determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on “BASIS FOR ISSUE PRICE” beginning on Page No. 88 of the Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section titled “RISK FACTORS” beginning on Page No. 21 of the Prospectus.

PROCEDURE

You may obtain a physical copy of the Application form and the Prospectus from EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”), syndicate members, registered brokers, registrar to issue, Depository Participants, underwriters, bankers to the issue, or Self Certified Syndicate Banks. You may also download the Prospectus from the websites of (“SEBI”), Lead Manager, Company and Stock Exchange where the equity shares are proposed to be listed that is www.sebi.gov.in, <https://www.iskadvisors.com/>; www.magson.in; and <https://www.nseindia.com/>

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the Prospectus and/or the General Information Document (GID) from the Lead Manager or download it from the websites of the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) i.e. <https://www.nseindia.com/>; and the Lead Manager <https://www.iskadvisors.com/>

PRICE INFORMATION OF LEAD MANAGER: ISK ADVISORS PRIVATE LIMITED

TABLE 1

Sr. No.	Issuer Name	Issue Size (In Cr.)	Issue Price (Rs.)	Listing Date	Closing Price on Listing Date	Closing Price On the Date of Prospectus	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Advait Infratech Limited	6.89	51	September 28, 2020	51.55	282.50	0.2%, (+4.67 %)	1.02%, (+19.78%)	1%, (32.02%)
2	Maruti Interior	11.00	55	February 16, 2022	71.90	146.55	7.93%,	32.73%, (-8.65%)	173%, (+3.18%)

	Products Limited						(- 2.03%)		
3	Technopack Polymers Limited	7.865	55	Nov 16, 2022	77.70	83.01	79.45% (- 0.01%)	51.36% (-6.54%)	-
4	Sealmatic India Limited	56.24	225	March 1, 2023	236.25	356.55	37.13% (+0.53 %)	-	-

SUMMARY STATEMENT OF DISCLOSURE

TABLE 2

FY	Total No. of IPO's	Total amount of funds raised (Rs. In Lakhs)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at premium- 180 th calendar days from listing		
			Over 50%	Betw een 25- 50%	Less than 25%	Over 50%	Betw een 25- 50%	Less than 25%	Over 50%	Betw en 25- 50 %	Les tha n 25 %	Ov er 50 %	Bet we en 25- 50 %	Less than 25%
2020-2021	1	688.50	-	-	-	1	-	-	-	-	-	1	-	-
2021-2022	1	1100.00	-	-	-	1	-	-	-	-	-	1	-	-
2022-2023	2	6410.60	-	-	-	1	1	-	-	-	-	-	1	-

Note: Issue opening date is considered for calculation of total number of IPO's in the respective financial year.

Details of Lead Manager & Underwriter	Details of Registrar to the Issue
ISK ADVISORS PRIVATE LIMITED 501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050 Tel No.: +91 – 22 – 26431002 Email: ncempl@ncempl.com	BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 Tel No.: +91 – 22 – 62638200 Fax: +91 22 62638299

Website: www.iskadvisors.com Investor Grievance Email: enquiry@ncmpl.com Contact Person: Mr. Ronak I. Kadri SEBI Registration No. INM000012625		Email: ipo@bigshareonline.com ; Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Mr. Babu Rapheal SEBI Registration No.: INR000001385	
Names of Syndicate Members: Not Applicable			
Name of Credit Rating Agency and rating or grading obtained, if any: Not Applicable			
Name of Debenture Trustee, if any: Not Applicable			
Self-Certified Syndicate Banks	The list of banks is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 which is updated from time to time		
SCSBs eligible as Issuer Banks for UPI	The list of banks is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 which is updated from time to time		
Non Syndicate Registered Brokers: You can submit Bid cum Application Forms in the Issue to Non-Syndicate Registered Brokers at Non-Syndicate Broker Centers. The details of such Broker Centers, along with names and contact details of the Registered Brokers are available on the websites of the Stock Exchange (https://www.nseindia.com/). For further details, see Chapter titled “Issue Procedure” beginning at page no. 227 of the Prospectus.			
Details regarding website address/link(s) from which the investor can obtain list of registrar to the issue and Share Transfer Agents and Depository Participant who can accept Application from Investor (As applicable). The Details of the Designated Registrar and Share Transfer Agents locations and Designated Collecting Depository Participant Locations along with their Names and Contact Details are available on the website of the NSE (https://www.nseindia.com/).			
PROMOTER OF THE COMPANY			
Sr. No.	Name	Individual / Corporate	History of Promoter
1.	Mr. Rajesh E. Francis	Individual	Mr. Rajesh E. Francis, aged 49 years is one of the founding members of Magson Retail And Distribution Limited .Since 2018, he is appointed as director in Magson Retail And Distribution Limited. He is having 20 Years’ Experience in Retail of Food.
2.	Mr. Manish S. Pancholi	Individual	Mr. Manish S. Pancholi, aged 53 years, is one of the founding members of Magson Retail And Distribution Limited. Since 2018 he is Director in Magson Retail And Distribution Limited. He is having 10 Years’ Experience in Retail of Food.
3.	Mrs. Jennifer Rajesh Francis	Individual	Mrs. Jennifer Francis, wife of Mr. Rajesh Francis is having a great knowledge of multiple Food specialties like food tasting, food recipes, international food ingredients etc. She is supporting her life partner in the business to develop the trending needs of the consumers in the market. She is having 1 years of experience in retail of food.
BUSINESS OVERVIEW AND STRATEGY			
Company Overview: Our company was incorporated as Magson Retail & Distribution Private Limited on December 10, 2018 under Companies Act, 2013. Further the name of the company was subsequently changed to “Magson Retail & Distribution Limited” pursuant to a special resolution passed by the shareholders of the company at the Annual General Meeting held on 30th September, 2022. A fresh certificate of incorporation consequent upon change of name was issued on 20th December 2022 by the Registrar of Companies, Ahmedabad, Gujarat.			
Product/Service Offering: The company is engaged in the retail and Distribution business of gourmet, frozen food and specialty foods.			
Revenue segmentation by product/service offering: The EBITDA Margin for FY 23, FY22 & FY21 remained consistently healthy of 7.17%, 7.62% & 6.55% respectively. Our total revenue from FY21 to FY23 grew by 8.30% CAGR			
Geographies Served: Our company operates its business in India.			
Revenue segmentation by geographies: All the revenue of our company is mainly derived from India.			
Key Performance Indicators:			




Based on Financial Information**(` In Lakhs)**

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from Operations	6281.92	5523.38	5332.62
Total Revenue	6301.49	5566.77	5358.92
EBITDA	450.60	420.75	349.55
EBITDA Margin (in %)	7.17%	7.62%	6.55%
PAT	251.88	223.36	181.75
PAT Margin (in %)	4.01%	4.04%	3.40%

Client Profile or Industries Served: The company is engaged in the retail and Distribution business of gourmet, frozen food and specialty foods.

Revenue segmentation in terms of top 10 clients or Industries: 100% of our revenue is derived from retail and Distribution business.

Intellectual Property, if any:

Sr. No.	Particulars		Status
1.	Trade Name / Logo		Registered
2.	Trade Name / Logo		Registered
3.	Trade Name / Logo		Applied For Registration

Market Share: Not Ascertainable

Manufacturing plant, if any: Not Applicable

Employee Strength: As on March 31, 2023 we have the total strength of 142 Employees.

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1	Mr. Rajesh Emmanuel Francis	Managing Director	20 years' experience in retail of food and he holds degree of Bachelor of Commerce.	Farmags Associates LLP (Body Corporate Dp Nominee)
2	Mr. Manish S. Pancholi	Whole Time Director	10 years' experience in retail of food and he is secondary school pass (9 th pass).	NIL
3	Mr. Kavin Dineshkumar Dave	Independent Director	He is having rich experience in running industry and business, finance and he hold degree of Chartered accountant, Company Secretary.	Focal Corporate Services Private Limited, Money Honey Focal Financial Services Private Limited, Focal Business Advisory Private Limited
4	Mr. Nishat Brahmbhatt	Independent Director	He is having 30 years of experience in various fields and he hold degree of MBA in	NIL

			finance, B.A.	
5	Mrs. Jennifer Rajesh Francis	Director	1 year experience in general admin and human resource and she holds degree of Bachelor of Commerce.	NIL
6	Mr. Nirav Chaudhry	CFO	1 year experience in compliance and he holds degree of MBA.	NIL
7	Ms. Atula Patel	Company Secretary & Compliance Officer	1 year experience in compliance and she holds degree of company secretary by ICSI.	NIL

OBJECT OF ISSUE

Sr. No.	Particulars	Total Estimated Cost	Amount Deployed till date	Amount proposed to be financed from Net Issue Proceeds (In Lakhs)	Estimated Net Proceeds Utilization* 2023
1.	For opening new stores under franchise model	394.00	-	394.00	394.00
2.	Funding the Working Capital Requirements of the company	800.00	-	800.00	800.00
3.	General Corporate Purposes	130.00	-	130.00	130.00
4.	Issue related expenses	50.10	-	50.10	50.10
Total		1374.10	-	1374.10	1374.10

*To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects. Due to general business exigencies, the use of issue proceeds may be interchangeable

Our Company has not made any public issue or right issue to the public since its incorporation and hence promise vis- a-vis performance is not applicable.

Name of Monitoring Agency: As the Net Proceeds of the Issue will be less than ₹ 10,000 Lakh, under the SEBI Regulations, it is not mandatory for us to appoint a monitoring agency.

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

Terms of Issuance of Convertible Security, if any- Not Applicable

Convertible securities being offered by the Company	NA
Face Value / Issue Price per Convertible securities	
Issue Size	
Interest on Convertible Securities	
Conversion Period of Convertible Securities	
Conversion Price for Convertible Securities	
Conversion Date for Convertible Securities	
Details of Security created for CCD	

SHAREHOLDING PATTERN

Sr. No.	Particulars	Pre issue number of shares	% of holding of pre issue
1.	Promoter & Promoter Group	55,00,000	95.89%
2.	Public	2,36,000	4.11%
Total		57,36,000	100.00%

Number / amount of equity shares proposed to be sold by Selling Shareholders: Not Applicable

RESTATED AUDITED FINANCIALS (₹ in Lakh except mentioned otherwise)			
Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations (Net)	6281.92	5554.38	5356.12
Net Profit/(Loss) before tax and extraordinary items	336.38	255.26	243.55
Net Profit/(Loss) after tax and extraordinary items	251.88	223.36	181.75
Equity Share Capital	573.60	01.00	01.00
Reserve and Surplus	352.65	573.06	349.80
Net Worth	926.25	574.06	350.80
Basic & Diluted Earnings per Share (₹)	4.96	3.89	3.17
Return on Net Worth (in %)	27.19	38.91	51.81
Net asset value per share-(Face Value of ₹ 10 Each)	16.15	5740.6	3508.02
INTERNAL RISK FACTORS			
Below are the Top 5 Risk Factors as per the Prospectus:			
<div><div>1.</div><div>Our third-party suppliers, on whom we rely for various / several products for the store, may fail to deliver raw material of sufficient quality or in a timely manner, which could adversely affect our reputation, net sales and profitability.</div></div> <div><div>2.</div><div>Trade Receivables and Inventories form a substantial part of our current assets and net worth. Failure to manage our trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.</div></div> <div><div>3.</div><div>Our business derives a major portion of its revenue from retail customers and franchisees. The loss of customers or a significant reduction and sales of, or demand for our products from franchisees, may adversely affect our business, financial condition.</div></div> <div><div>4.</div><div>Our revenues and profits are difficult to predict and can vary significantly from period to period, which may impact our ability to pay dividend as well as cause the price of our Equity Shares to fluctuate.</div></div> <div><div>5.</div><div>Our business will suffer if we fail to keep pace with rapid changes in technology, product, demand & competition on which we focus.</div></div>			
SUMMARY OF OUTSATNDING LITIGATIONS CLAIMS AND REGULATORY ACTION			
There are no pending Litigation against our Company nor against our Promoters or Directors of the company except mentioned below;			
Nature of Case	Number of cases / Notices issued	Amount involved ((₹ in lakhs)	
Litigations involving our Company	3	-	
Litigation Involving Actions by Statutory/ Regulatory Authorities;	Nil	Nil	
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company;	Nil	Nil	
Proceedings involving Material Violations of Statutory Regulations by our Company;	Nil	Nil	
Matters involving economic offences where proceedings have been initiated against our Company;	Nil	Nil	
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;	Nil	Nil	
Litigation involving our Directors and Promoters	Nil	Nil	
Litigation involving our Subsidiaries	Nil	Nil	
Litigation involving our Group Companies (Taxes)	Nil	Nil	
Litigation by our Group Companies;	Nil	Nil	
A. Brief details of top 5 material outstanding litigations against the company and amount involved:-			
Sr no.	Particulars	Current Status	Amount Involved (In Lakhs

1.	(1) CASE NO TMSUIT/2/2021>JASRAJ RETAILS LLP (DISTCOURT MIRZAPUR,AHM) (2) COMM CMA /2/2021 & gt; AKSHAY BHAGAT & gt ;DIST COURT MIRZAPUR-AHM (3) PETN.UNDER ARBITRATION ACT NO 115 OF 2021 & gt; HIGH COURT OF GUJARAT & gt; AKSHAY BHAGAT AND OTHERS	Pending before the Court	-
B. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any (200 - 300 word limit in total) There has been no disciplinary action taken by SEBI or Stock exchanges against the Promoters / Group Companies in last 5 financial years including outstanding action, if any. C. Criminal Proceedings against the promoters- NA			

DECLARATION BY THE COMPANY We hereby declare that all relevant provisions of the Companies Act , 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/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 statement made in Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act , 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Prospectus are true and correct.
