


COMMON BID CUM APPLICATION FORM	<p align="center">STOVE KRAFT LIMITED - INITIAL PUBLIC OFFER - NR</p> <p><small>Registered and Corporate Office: 81/1, Medamarana Halli Village, Harohalli Hobli, Kanakapura Taluk, Ramanagar District, 562 112, Karnataka, India Tel: +91 80 2801 6222; Fax: +91 80 2801 6209</small></p> <p><small>Contact Person: Shashidhar SK, Chief Financial Officer, Company Secretary and Compliance Officer; E-mail: cs@stovekraft.com; Website: www.stovekraft.com; Corporate Identity Number: U29301KA1999PLC025387</small></p>	<p align="center"><small>FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FPIs, FVCIs AND REGISTERED MULTI LATERAL AND BILATERAL DEVELOPMENT FINANCIAL INSTITUTIONS ETC. APPLYING ON A REPATRIATION BASIS</small></p>																											
 To, The Board of Directors STOVE KRAFT LIMITED	100% BOOK BUILT OFFER ISIN : INE00IN01015	Bid cum Application Form No. _____																											
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**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS
DATED JANUARY 19, 2021 (THE "RHP"). YOU ARE ENCOURAGED TO READ GREATER DETAILS AVAILABLE IN THE RHP.**

BIDDER'S UNDERTAKING AND CONFIRMATION FOR BID CUM APPLICATION FORM

(IN CASE OF A JOINT BID APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. On the basis of RHP filed with the Registrar of Companies, Karnataka at Bengaluru (the "RoC") (if I am/we are in India) or the preliminary international wrap dated January 19, 2021 together with the RHP (the "Preliminary Offering Memorandum") (if I am/we are outside India), General Information Document for Investing in Public Issues ("GID") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/we are eligible person(s) to invest in the Offer in accordance with applicable laws. The amount payable on Bidding has been blocked in the ASBA Account with the relevant SCSB or the bank account linked with the UPI ID as mentioned in the Bid Cum Application Form, as the case may be. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be Allotted to me/us subject to the terms of the RHP (if I am/we are in India), Preliminary Offering Memorandum (if I am/we are outside India), Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the Depository records and to place my/our name on the register of members of the Company. I/We acknowledge that in case of QIB Bidders, only (i) the SCSBs (for Bids other than the Bids by Anchor Investors) and (ii) the Book Running Lead Managers (the "BRLMs") and their affiliated Syndicate Member (only in the Specified Locations) have the right to reject Bids (including on technical grounds) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the RoC without intimation to me/us and use this Bid cum Application Form as the application form for the purpose of the Offer.

I/WE CONFIRM THAT: I/We and any person we represent or the accounts on whose behalf we are purchasing the Equity Shares confirm that I am/we are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares. I/We represent, warrant, acknowledge and agree with the Company, the Selling Shareholders and the BRLMs as follows: (A) I/We have read the RHP (if I am/we are in India) or the Preliminary Offering Memorandum (if I am/we are outside India) and that my/our investment decision is based solely on the RHP or the Preliminary Offering Memorandum, as applicable; (B) I/We have read and agree to the representations, warranties and agreements contained the section "Other Regulatory and Statutory Disclosures-Disclaimer in respect of Jurisdiction" in the RHP (if I am/we are in India) or in the sections "Transfer Restrictions" and "Selling Restrictions" of the Preliminary Offering Memorandum (if I am/we are outside India); (C) 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 "Securities Act") or the securities 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 Securities Act and applicable U.S. state securities laws and that the Equity Shares are being offered and sold only outside the United States in accordance with Regulation S under the Securities Act; (D) I was/we were outside of the United States at the time the offer of the Equity Shares was made to me/us and I am/we are outside the United States at the time I/we signed this Bid cum Application Form; (E) the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction; (F) I am/we are purchasing the Equity Shares pursuant to the laws of the jurisdictions applicable to me/us; (G) I am/we are not an affiliate of the Company or a person acting on behalf of such affiliate; (H) if I/we are making an application to acquire any of the Equity Shares as fiduciary or agent for one or more investor accounts, I/we have sole investment discretion with respect to each such account and I/we have full power to make the foregoing representations, warranties, acknowledgments and agreements on behalf of each such account; and (I) if I/we are making an application to acquire any of the Equity Shares for one or more managed accounts, I am/we are authorized in writing by each such managed account to subscribe to the Equity Shares for each such managed account and to make (and I/we hereby make) the representations, warranties, acknowledgments and agreements herein for and on behalf of each such account, reading the reference to "I/we" to include such accounts.

FOR QIB BIDDERS: I/We confirm that the Bid size/maximum Equity Shares applied for by me/us do not exceed the relevant regulatory approvals/limits. I am/We are not prohibited from accessing capital markets under any order/ruling/judgment of any regulatory, judicial or any other authority, including Securities and Exchange Board of India ("SEBI") or under the provisions of any law, regulation or statute.

Further: 1) In accordance with ASBA process provided in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and as disclosed in the RHP, I/we authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs (at Designated SCSBs Branches) or the RTAs (at the Designated RTA Locations) or the CDPs (at Designated CDP Locations), as the case may be, to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking, unblocking of funds in the bank account of the applicant maintained with the SCSB as specified in the Bid cum Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Bid cum Application Form, as the case may be, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer or the Sponsor Bank, as the case may be, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient for per the highest Bid option, the SCSB/Registrar to the Offer shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs (at Designated SCSBs Branches) or CDPs (at Designated CDP locations) or the RTAs (at Designated RTA locations), as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

I/We hereby provide my/our consent to the Stock Exchanges / Sponsor Banks / NPCI / Registrar to the Offer for collecting, storing and usage validating my/our PAN details from the bank account where my / our amount is blocked by the relevant SCSBs.

I/We acknowledge that as per existing policy of the Government of India, OCBs cannot participate in the Offer. I am/We are not an OCB. For further details, see "Offer Procedure" on page 285 of the RHP.

INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an 'indication to make an Offer' during the Bid/Offer period by a Bidder and not 'an Offer'.
- The First Bidder, should mention his/ her PAN allotted under the Income Tax Act, 1961, DP ID, Client ID and UPI ID (as applicable). Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by persons residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the First Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act, 1961. Any Bid cum Application Form without the PAN is liable to be rejected other than as specified above.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar to the Offer will obtain Demographic Details registered with Depository Participants to be used, among other things, for Allotment, technical rejections or unblocking ASBA Account. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in Allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidders' sole risk and neither the Members of the Syndicate nor the Registered Brokers nor the Registrar to the Offer or RTAs/CDPs or the SCSBs nor the Company nor the Selling Shareholders shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The face value of Equity Shares is ₹10 each. The Price Band and minimum Bid Lot size, have been decided by the Company and the Selling Shareholders in consultation with the BRLMs and will be advertised in all editions of the Financial Express, an English national daily newspaper, all editions of Jansatta, Hindi national daily newspaper and Bengaluru edition of Vishwam, a Kannada newspaper, (Kannada being the regional language of Karnataka where our Registered and Corporate Office is located) each with wide circulation, respectively, at least two (2) Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and have been made available to the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges") for the purpose of uploading on their websites in accordance with SEBI ICDR Regulations. In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three (3) additional Working Days after revision of Price Band subject to the Bid/ Offer Period not exceeding a total of ten (10) Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will 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 on the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.
- Maximum and Minimum Bid Size:** In case of Retail Individual Bidders, such number of Equity Shares in multiples of the minimum Bid Lot such that the Bid Amount does not exceed ₹200,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares in multiples of the minimum Bid Lot such that Bid Amount exceeds ₹200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws and mentioned in the RHP or Preliminary Offering Memorandum.
- Please tick category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted.** NRI Bidders Bidding on a non-repatriation basis by using the Resident Bid cum Application Form are required to authorise their SCSB to confirm or accept the UPI Mandate Request (in case of UPI), block their Non-Resident Ordinary (NRO) Accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. All Bidders including the NRI Bidders Bidding on a non-repatriation basis can obtain the Bid cum Application Form from the Registered and Corporate Office of the Company or from any of the members of the Syndicate or CDPs or RTAs or Registered Brokers from the Bidding centers. In accordance with applicable law and UPI Circulars, Bidders to please ensure that SCSB where the ASBA Account is maintained has notified at least one branch in the location where Bid cum Application Forms will be deposited by Designated Intermediaries.

- Please note that application made using third party UPI ID or third party ASBA Bank A/C are liable to be rejected.
 - QIBs and Non-Institutional Bidders cannot use UPI Mechanism to apply.
 - For Retail Individual Bidders applying using UPI.**
 - Please ensure that your Bank is offering UPI facility for Public Offers.
 - Please mention UPI ID clearly in CAPITAL LETTERS only.
 - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>) respectively, as updated from time to time.
 - Eligible NRIs applying in the Offer through the UPI Mechanism, are advised to ensure with the relevant bank where their UPI ID linked prior to submitting their Bid cum Application Form.
 - UPI ID cannot exceed 45 characters.
 - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
 - Retail Individual Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. For further details, see "Offer Procedure" on page 285 of the RHP.

- Only the First Bidder is required to sign the Bid cum Application Form / Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Necessary revisions in the Bidders' undertaking and instructions will be required depending upon the jurisdiction in which the sale of shares is proposed.

- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms; and c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.

- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.

You may send the RHP (if you are in India) or the Preliminary Offering Memorandum and the Final Offering Memorandum (if you are outside India) either in physical form or electronic form or both. You shall not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompanies in them.

Note : Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is also available on the respective websites of the BRLMs and the Stock Exchanges.

TEAR HERE

- In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer.
- In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.
- In case of queries related to upload of Bids submitted to the relevant members of the Syndicate / RTAs / Registered Brokers / CDPs, as applicable, the Bidders should contact the relevant Designated Intermediary.
- For UPI related queries, investors can contact NPCI at the toll free number:- 18001201740 and Mail Id:- ipo.upi@npci.org.in.

COMPANY CONTACT DETAILS
STOVE KRAFT LIMITED Registered and Corporate Office: 81/1, Medamarana Halli Village, Harohalli Hobli, Kanakapura Taluk, Ramanagar District, 562 112, Karnataka, India Tel: +91 80 2801 6222; Fax: +91 80 2801 6209 Contact Person: Shashidhar SK, Chief Financial Officer, Company Secretary and Compliance Officer; E-mail: cs@stovekraft.com; Website: www.stovekraft.com Corporate Identity Number: U29301KA1999PLC025387

REGISTRAR TO THE OFFER CONTACT DETAILS
KFin Technologies Private Limited Selenium, Tower B, Plot No. 31-32, Financial District Nanakramguda, Srilingampally, Hyderabad Rengareddi 500 032 Telangana, India Tel: +91 40 6716 2222; Fax: +91 40 2343 1551 E-mail: stovekraft.ipo@kfintech.com Investor grievance e-mail: einward.ris.ipo@kfintech.com Website: www.kfintech.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221

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

This is an abridged prospectus containing salient features of the red herring prospectus dated January 19, 2021 (the “RHP”). You are encouraged to read greater details available in the RHP. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONGWITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this Abridged Prospectus and the general information document (“GID”) for investing in public issues undertaken through the Book Building Process before applying in the Offer (as defined below). You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges (as defined below), Members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Banker to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of the Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in, the Stock Exchanges where the Equity Shares (as defined below) are proposed to the listed, i.e., BSE Limited (“BSE”) or “Designated Stock Exchange”) and National Stock Exchange of India Limited (“NSE”) and together with BSE, the “Stock Exchanges”) at www.bseindia.com and www.nseindia.com respectively and the Book Running Lead Managers (“BRLMs”) at www.edelweissfin.com and www.jmfl.com.

This Abridged Prospectus may only be accessed by investors outside of India that have read the Preliminary Offering Memorandum of the Company dated January 19, 2021, a copy of which is available to eligible investors from the BRLMs.

**STOVE KRAFT LIMITED**

Our Company was incorporated as Stove Kraft Private Limited on June 28, 1999 with a certificate of incorporation issued by the Registrar of Companies, Bangalore, Karnataka (“RoC”) as a private limited company under the Companies Act, 1956. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at the extraordinary general meeting held on May 28, 2018 and the name of our Company was changed to Stove Kraft Limited. A fresh certificate of incorporation consequent upon change of name was issued by the RoC on August 13, 2018. For further details in relation to the change in the name and the registered address of our Company, see “History and Certain Corporate Matters” on page 146 of the RHP.

Registered and Corporate Office: 81/1, Medamarana Halli Village, Harohalli Hobli, Kanakapura Taluk, Ramanagar District, 562 112, Karnataka, India

Tel: +91 80 2801 6222; **Fax:** +91 80 2801 6209

Contact Person: Shashidhar SK, Chief Financial Officer, Company Secretary and Compliance Officer; **E-mail:** cs@stovekraft.com; **Website:** www.stovekraft.com

Corporate Identity Number: U29301KA1999PLC025387

OUR PROMOTERS: RAJENDRA GANDHI AND SUNITA RAJENDRA GANDHI**OFFER DETAILS, LISTING AND PROCEDURE**

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (“EQUITY SHARES”) OF STOVE KRAFT LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹[●] MILLION (“OFFER”) COMPRISING OF A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹950.00 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 8,250,000 EQUITY SHARES COMPRISING OF UP TO 690,700 EQUITY SHARES BY OUR PROMOTER, RAJENDRA GANDHI, UP TO 59,300 EQUITY SHARES BY OUR PROMOTER, SUNITA RAJENDRA GANDHI (“PROMOTER SELLING SHAREHOLDERS”), UP TO 1,492,080 EQUITY SHARES BY SEQUOIA CAPITAL INDIA GROWTH INVESTMENT HOLDINGS I (“SCI-GIH”) AND UP TO 6,007,920 EQUITY SHARES BY SCI GROWTH INVESTMENTS II (“SCI”), TOGETHER WITH SCI-GIH, “INVESTOR SELLING SHAREHOLDERS”) (THE INVESTOR SELLING SHAREHOLDERS TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE “SELLING SHAREHOLDERS”), AND SUCH OFFERED SHARES, THE “OFFERED SHARES”) AGGREGATING UP TO ₹[●] MILLION (“OFFER FOR SALE”). THE OFFER WILL CONSTITUTE [●]%, OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, ALL EDITIONS OF JANSATTA AND BENGALURU EDITION OF VISHWAVANI (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND KANNADA DAILY NEWSPAPERS RESPECTIVELY, KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED (“BSE”) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”), AND TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (“SEBI ICDR REGULATIONS”).

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 case of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders may, 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 Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents

The Equity Shares to be Allotted through the RHP are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters each dated, April 16, 2020 and April 8, 2020, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE.

PROCEDURE

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the BRLMs or download it from the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com or from the websites of the BRLMs at www.edelweissfin.com and www.jmfl.com.

ELIGIBILITY FOR THE OFFER

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 31 of the SEBI Issue of Capital and Disclosure Requirements Regulations, 2018 (“SEBI ICDR Regulations”) through the Book Building Process and in compliance with Regulation 6(2) of the SEBI ICDR Regulations.

Whether the Company is compulsorily required to allot at least 75% of the net Offer to Qualified Institutional Buyers – Yes

INDICATIVE TIMELINE

BID/OFFER OPENS ON	January 25, 2021 ⁽¹⁾	Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account*	On or about February 3, 2021
BID/OFFER CLOSES ON	January 28, 2021	Credit of Equity Shares to demat accounts of Allottees	On or about February 4, 2021
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about February 2, 2021	Commencement of trading of the Equity Shares on the Stock Exchanges	On or about February 5, 2021

⁽¹⁾ Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary 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.

GENERAL RISKS

Investment 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 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 the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of "Risk Factors" on page 19 under the section 'General Risks' of the RHP and "Internal Risk Factors" on page 6 of this Abridged Prospectus.

PRICE INFORMATION OF BRLMs

S. No.	Issue Name	Name of Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
1	Burger King India	Edelweiss, JM Financial	146.5% [7.41%]	Not Applicable	Not Applicable
2	Equitas Small Finance Bank	Edelweiss, JM Financial	5.45% [12.34%]	Not Applicable	Not Applicable
3	Mazagon Dock Shipbuilders Limited	Edelweiss, JM Financial	18.90% [5.87%]	52.90% [20.25%]	Not Applicable
4	Angel Broking Limited	Edelweiss	-2.32% [2.70%]	10.02% [21.86%]	Not Applicable
5	Route Mobile Limited	Edelweiss	105.81% [5.74%]	231.04% [22.31%]	Not Applicable
6	Prince Pipes and Fittings Limited	Edelweiss, JM Financial	0.14% [-1.63%]	-44.33% [-29.34%]	-35.00% [-15.28%]
7	IndiaMART InterMESH Limited	Edelweiss	26.36% [-7.95%]	83.82% [-4.91%]	111.64% [2.59%]
8	UTI Asset Management Company Limited	JM Financial	-10.43% [5.87%]	-0.60% [20.25%]	Not Applicable
9	Ujjivan Small Finance Bank Limited ⁷	JM Financial	+41.08% [+2.38%]	+10.27% [-12.70%]	-16.62% [-15.07%]
10	Spandana Sphoorty Financial Limited	JM Financial	-0.56% [-2.14%]	+52.76% [+7.61%]	+17.32% [+9.59%]

- Notes:
1. Opening price information as disclosed on the website of NSE.
 2. Change in closing price over the issue/offer price as disclosed on NSE.
 3. Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.
 4. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
 5. 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.
 6. Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each BRLM with common issues disclosed once.
 7. A discount of ₹2 per Equity Share was offered to Eligible Ujjivan Financial Services Limited Shareholders bidding in Ujjivan Financial Services Limited Shareholders Reservation Portion
 8. Not Applicable – Period not completed

For further details, please refer to price information of past issues handled by BRLMs on pages 273, 274 and 275 of the RHP.

BOOK RUNNING LEAD MANAGERS

Edelweiss Financial Services Limited Tel: + 91 22 4009 4400 E-mail: skl.ipo@edelweissfin.com Investor grievance e-mail: customerservice.mb@edelweissfin.com	JM Financial Limited Tel: +91 22 6630 3030 Email: skl.ipo@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com
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Name of Syndicate Members:	Edelweiss Securities Limited and JM Financial Services Limited
Registrar to the Offer:	KFin Technologies Private Limited Tel: +91 40 6716 2222 E-mail: stovekraft.ipo@kfintech.com Investor grievance e-mail: einward.ris.ipo@kfintech.com
Statutory Auditor:	Deloitte Haskins & Sells
Self Certified Syndicate Banks:	The list of SCSBs notified by SEBI for the ASBA process is available 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 RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
Registered Brokers:	You may submit Bid cum Application Forms in the Offer to Registered Brokers at the Broker Centres. For further details, see "Offer Procedure" on page 285 of the RHP. 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:	The list of the Registered Brokers is provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively, or such other website as updated from time to time. The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , as updated from time to time. For further details, see "Offer Procedure" on page 285 of the RHP.

PROMOTERS OF OUR COMPANY

Rajendra Gandhi and Sunita Rajendra Gandhi are the Promoters of our Company.

Details of our Promoters:

Rajendra Gandhi, born on December 27, 1967 and aged 53 years, is the Managing Director of our Company. He has cleared the S.S.L.C. examination conducted by the Karnataka Secondary Education Examination Board. He is the founder of our Company and has been on the Board since 1999. He is involved in the day to day affairs of our Company. **Sunita Rajendra Gandhi**, born on August 11, 1971 and aged 49 years, is a resident Indian national. She resides at 203, Olympus 1, Prestige Acropolis, Hosur Road, Adugodi, Bengaluru, 560 029, Karnataka, India. She is not involved in the day to day management of our Company. She has completed her senior secondary certificate examination from SS Jain V High School, Secunderabad.

OUR BUSINESS OVERVIEW AND STRATEGY

We are a kitchen solutions and an emerging home solutions brand. Further, we are one of the leading brands for kitchen appliances in India, and are one of the dominant players for pressure cookers and amongst the market leaders in the sale of free standing hobs and cooktops (*Source: F&S Report, sponsored by our Company*). We are engaged in the manufacture and retail of a wide and diverse suite of kitchen solutions under our *Pigeon* and *Gilma* brands, and propose to commence manufacturing of kitchen solutions under the *BLACK + DECKER* brand, covering the entire range of value, semi-premium and premium kitchen solutions, respectively.

Our Competitive Strengths: 1) A one stop shop for well recognized, award winning portfolio of kitchen solutions brands with a diverse range of products across consumer preferences. 2) Widespread, well connected distribution network with a presence across multiple retail channels and a dedicated after-sales network. 3) Strong manufacturing capability with efficient backward integration. 4) Consistent focus on quality and innovation. 5) Professional management with successful track record and extensive experience in the kitchen solutions industry, and a young and dynamic workforce. 6) Strong track record and financial stability.

Our strategies: 1) Increase our geographical reach and expansion of addressable market. 2) Scale up branding, promotional and digital activities. 3) Expand our portfolio in the existing product categories. 4) Invest in new plants and increase automation in existing manufacturing facilities. 5) Focus on and augment our LED consumer lighting business. 6) Increase exports.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/past position held in other firms
1.	Rajendra Gandhi	Managing Director	He is the founder of our Company and has been on the Board since 1999.
2.	Bharat Singh	Nominee Director	He has previously worked as the chief financial officer of Pilani Soft Labs Private Limited (also known as redBus) and SBI Business Process Management Services Private Limited (formerly known as GE Capital Business Process Management Service Private Limited).
3.	Neha Gandhi	Executive Director	She is an Executive Director of our Company. She has served as a graduate trainee at Viacom 18 Media Private Limited.
4.	Rajiv Mehta Nitinbhai	Whole Time Director (designated as CEO)	He has previously served as the chief executive officer of Arvind Limited and managing director of Puma Sports India Private Limited. He has also been a director of Fourseven Services Private Limited. He also serves as a director on the board of directors of Unicorn Contractors and Developers Private Limited and Kan Dfy Sports Private Limited.
5.	Lakshmikant Gupta	Chairman and Independent Director	He has previously been associated with Ibibo Group Pte Limited, Procter & Gamble Gulf FZE, LG Electronics India Private Limited and Girnar Software Private Limited. He is also a partner of CMOnow Marketing Consulting LLP.
6.	Shubha Rao Mayya	Independent Director	She has previously worked with ICICI Limited, ICICI Prudential Life Insurance Company Limited and Tata Consultancy Services Limited. She also serves as a Director on the board of Ace Manufacturing System Limited and Happiest Minds Technologies Limited.

For further details in relation to our Board of Directors, see "Our Management" on page 153 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue and the Offer for Sale.

Offer for Sale: Each of the Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale. Our Company will not receive any proceeds from the Offer for Sale.

Objects of the Fresh Issue: Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Repayment/pre-payment, in full or part, of certain borrowings availed by our Company; and
2. General corporate purposes.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us (i) to undertake our existing business activities (ii) to undertake the activities proposed to be funded from the Net Proceeds, as well as the activities towards which the loans proposed to be repaid from the Net Proceeds were utilised. Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

Net Proceeds: The details of the proceeds from the Fresh Issue are summarized in the following table:

Particulars	Estimated amount (₹ in million)
Gross proceeds of the Fresh Issue ⁽¹⁾	950.00
(Less) Fresh Issue expenses ⁽¹⁾	●
Net Proceeds of the Fresh Issue (the "Net Proceeds")	●

⁽¹⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC

Utilisation 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:

Particulars	Total estimated amount/ expenditure	Estimated Utilisation from Net Proceeds ⁽¹⁾	Estimated Utilisation from Internal Accruals	Estimated schedule of deployment of Net Proceeds in	
				Fiscal 2021	Fiscal 2022
Repayment/pre-payment, in full or part, of certain borrowings availed by our Company	760.00	760.00	-	760.00	-
General corporate purposes ⁽¹⁾	●	●	●	●	●
Total	●	●	●	●	●

⁽¹⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC

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

Means of finance : The fund requirements set out for the aforesaid objects of the Offer are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement 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 from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations.

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

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

Name of Monitoring Agency: Not Applicable.

Shareholding Pattern as on the date of the RHP:

Category of shareholder	Number of fully paid up equity shares held	Shareholding as a % of total number of shares
Promoter and Promoter Group	18,443,920	61.31%
Public	11,636,711	38.68%
Non Promoter- Non Public	-	-
Total	30,080,631	100.00

Number of Equity Shares proposed to be sold by Selling Shareholders:

Selling Shareholder	Number of Equity Shares offered in the Offer for Sale
SCI	6,007,920
SCI-GIH	1,492,080
Rajendra Gandhi	690,700
Sunita Rajendra Gandhi	59,300

RESTATED CONSOLIDATED FINANCIAL INFORMATION

(₹ in million expect per share data)

Particulars	For the period ended / As at September 30, 2020	For the period ended / As at September 30, 2019	For the year ended / As at March 31, 2020	For the year ended / As at March 31, 2019	For the year ended / As at March 31, 2018
Revenue from Operations	3,288.36	3,155.07	6,698.61	6,409.38	5,289.52
Restated Profit/ (Loss) before tax	287.76	47.53	35.34	12.24	(125.55)
Restated Profit / (Loss) after tax	287.76	47.53	35.34	12.24	(125.55)
Equity Share Capital	247.17	247.17	247.17	247.17	189.00
Reserves and Surplus	(546.60)	(837.46)	(848.98)	(886.63)	(1,990.02)
Net worth	(299.43)	(590.29)	(601.81)	(639.46)	(1,801.02)
Basic earnings per share (₹)	11.64*	1.77*	1.28	0.33	(6.35)
Diluted earnings per share (₹)	11.64*	1.77*	1.28	0.33	(6.35)
Return on net worth (%)	N.M.	N.M.	N.M.	N.M.	N.M.
Net asset value per share (₹)	(12.11)	(23.88)	(24.35)	(25.87)	(95.29)

*Not annualised

The accounting ratios set out below have been derived from the Restated Financial Statements and as adjusted for the conversion of CCDs, reclassification of Class A Equity Shares and allotment of Equity Shares pursuant to the ESOPs exercised:

Particulars	For the period ended/ As at September 30, 2020	For the period ended / As at September 30, 2019	For the year ended / As at March 31, 2020	For the year ended / As at March 31, 2019	For the year ended / As at March 31, 2018
Adjusted Net worth (in ₹ Million)	1,560.90	1,270.04	1,258.52	1,220.87	59.31
Adjusted Basic earnings per share (₹)	9.57	1.46	1.05	0.27	(4.95)
Adjusted Diluted earnings per share (₹)	9.57	1.46	1.05	0.27	(4.95)
Return on Adjusted Net Worth (%)	18.43*	3.45*	2.51	0.60	N.M.
Adjusted Net asset value per share (₹)	51.89	42.22	41.84	40.59	2.44

*Not annualised

For computation methodology and notes to the Adjusted ratios above, please see "Other Financial Information" on page 235 - 237 of the RHP

INTERNAL RISK FACTORS

1. The trademark for our marquee brand 'Pigeon' is the subject matter of litigation, and there can be no assurance that we will be able to protect the trademark in the future.
2. We source our raw materials from third parties with whom we do not have long term contract or price guarantees.
3. We rely heavily on our brand portfolio, and our inability to successfully maintain and promote our brand portfolio may adversely affect our results of operations.
4. Our business and results of operations have been, and may continue to be, adversely affected by the ongoing COVID-19 outbreak and associated responses.
5. Our operations are significantly dependent on third parties for the distribution and sales of our products.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

a. Total number of outstanding litigations against the Company and amount involved:

Sl. No.	Nature of cases	Number of outstanding cases	Amount involved, the extent quantifiable (in ₹ million)
1.	Criminal cases	1	-
2.	Material civil cases	1	8.09
3.	Tax matters	11	95.15
4.	Actions by statutory and regulatory authorities	21	56.40
	Total	34	159.28

b. Brief details of top 5 material outstanding litigations against the Company and the amount involved:

Sl. No.	Particulars	Litigation filed by	Current status	Amounts involved
1.	A criminal complaint bearing CC No. 35390/2006 (“ Complaint ”) has been filed by the Karnataka State Pollution Control Board (“ KSPCB ”) before the court of the Additional Chief Metropolitan Magistrate, Bengaluru (“ ACMM Court ”) against our Company and our Promoter, Rajendra Gandhi. Pursuant to the Complaint, the KSPCB has alleged the violation of, <i>inter alia</i> , Section 21 of The Air (Prevention and Control of Pollution) Act, 1981 (“ Air Act ”) by our Company. The KSPCB has alleged that our Company had operated our erstwhile facility situated at No. 28/1, adjacent to AGS layout, 3 rd main road, Arehalli Village, Uttarahalli Hobli, Bengaluru without obtaining the requisite consents under Air Act. Pursuant to an order, the ACMM Court took cognizance of the alleged offence and issued a non-bailable warrant against our Promoter, Rajendra Gandhi. Subsequently, pursuant to an order of the ACMM Court dated January 22, 2011, our Promoter, Rajendra Gandhi was enlarged on bail. Subsequently, our Company submitted an application for discharge to the ACMM Court, submitting, <i>inter alia</i> , that the Complaint was made by an officer, not authorised by the KSPCB and therefore and was in violation of Section 43 of the Air Act, which requires a complaint alleging violation of Section 37 of the Air Act to be made by the concerned pollution control board or an officer authorised by such board. In response, the KSPCB filed objections dated February 18, 2017 with the ACMM Court, seeking the quashing of our application for discharge. On March 31, 2017, the ACMM Court passed its order in relation to the Complaint, and held that the Complaint filed was maintainable and the application for discharge of the Complaint was rejected. Aggrieved by the order, our Company filed an interlocutory application bearing number I.A. No. 1/2017 and a criminal petition 3097/2017 before the High Court of Karnataka (“ HC Application ”), for the quashing of the Complaint. Pursuant to its order dated April 17, 2017, the High Court of Karnataka has ordered a stay on the proceedings before the ACMM Court until further notice.	Karnataka State Pollution Control Board	Matter is currently pending	-
2.	A notice dated May 17, 2018 was received by our Company from the Regional PF Commissioner-I (“ PF Commissioner ”), allegedly in relation to non-payment of employee provident fund (“ EPF ”) contribution on applicable components of basic wages such as inter alia, conveyance allowance and special allowances totalling to ₹28.30 million for the period from September 2014 to December 2017 and for non-enrolment of certain eligible employees as required for under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“ EPF Act ”). Our Company filed a reply dated August 30, 2018 with the PF Commissioner stating that the Company has already paid EPF contribution on the basic wages and dearness allowance and allowances such as, inter alia, conveyance allowance and special allowance are outside the scope of definition of basic wages as provided for in the EPF Act, and requested to drop the enquiry proceedings.	Regional PF Commissioner-I	Matter is currently pending	₹28.30 million
3.	A show cause notice dated October 20, 2016 was received by our Company from the Kanakapura Planning Authority (“ KPA ”) in respect of the land admeasuring, in aggregate, 6 acres, 37 guntas, in survey numbers 81/2, 81/3, 81/4, and 81/1, Medamaranahalli, Harohalli Hobli, Kanakapura Taluk (“ Property ”), alleging that the building was an illegal construction due to non-obtaining of requisite approvals from the KPA for carrying on industrial developmental programmes on the land. The show-cause notice called upon our Company to submit relevant documents within 7 days. Our Company vide letter dated November 4, 2016, clarified that the industry was being carried on after obtaining necessary approvals, permissions and licenses from concerned statutory authorities since 2008, including the appropriate conversion orders, and that property taxes were being paid regularly. Our Company requested one month to trace certain documents, and to furnish them to the KPA, in compliance with the notice dated October 20, 2016. A further notice dated December 16, 2016 was received by our Company from the KPA stating that since the extension of time, up to December 4, 2016, had passed and no documents had been received by KPA, the industry should be stopped immediately and our Company was given 7 days from receipt of the notice to show cause as to why action should not be taken by the authority to bring the land to its original state. Our Company responded vide a letter dated December 27, 2016, provided, <i>inter alia</i> , the relevant conversion orders, plan approval from the village panchayat, licenses and no objection certificates from various statutory authorities, general licenses from the village panchayat and single window clearance obtained from the managing director, KUM and member secretary, state level single window clearance committee. Further, our Company also undertook to file applications in the due course, along with the ‘as-built plan’ for regularization under the Akrama-Sakrama Scheme (framed under Section 76FF of the Karnataka Town and Country Planning Act, 1961), once the same is implemented. Subsequently we received a notice dated January 25, 2017 and our Company replied vide letter dated February 4, 2017 pleading for no orders to be issued against our Company under the Karnataka Town and Country Planning Act, 1961 and to not issue any direction for demolition or removal of industry and/or industrial building in the Property. Subsequently, our Company has received a notice dated November 27, 2020 (“ November Notice ”), pursuant to which the KPA has responded stating that there is no applicable provision to regularize/legalise an illegal construction of the building and directed (i) to stop the illegal industrial activity conducted without seeking approval from the KPA in survey no. 81 at Medamaranahalli village; (ii) vacate the alleged illegal buildings; and (iii) bring the lands to its original form. Thereafter, no further notices have been received from the KPA. Pursuant to a letter dated December 15, 2020, our Company has responded to the November Notice stating <i>inter alia</i> (i) the construction of our Company’s industrial sheds/ buildings was completed in the year 2013 after obtaining the required approval of the village panchayat in the absence of any town planning authority then; (ii) our Company has been operational before the master plan of Kanakapura Planning Area came into existence and our Company had obtained all requisite approvals and no objection certificates from the relevant authorities; (iii) our Company did not violate any provisions of the Karnataka Town and Country Planning Act, 1961 and in case there have been any inadvertent non-compliances in such case our Company has asked the KPA to regularise such non-compliance, by collecting applicable fee.	Kanakapura Planning Authority	Matter is currently pending	-
4.	A notice dated November 10, 2009 was received by our Company from Regional Provident Fund Commissioner-II the (“ RPFC-II ”) allegedly in relation to default in payment of provident fund and non-enrolment of employees for the period November 2007 to August 2011. Pursuant to an order dated June 16, 2014, the RPFC-II ordered the Company to pay an amount of ₹9.38 million towards payment of unpaid provident fund dues. Additionally, pursuant to an order dated September 3, 2014, the RPFC-II directed State Bank of India (“ SBI ”), with whom our Company has a bank account, to pay the amount of ₹9.38 million due on behalf of our Company and also attach the bank account of the Company maintained with the SBI. A writ petition bearing number 45239/2014 dated September 17, 2014 was filed in the High Court of Karnataka (“ High Court ”) by our Company praying for a stay on the order passed by the RPFC-II. The High Court, pursuant to an order dated September 17, 2014, granted an interim stay on the order of the RPFC-II attaching our Company’s bank account. Subsequently, our Company also filed a petition before the EPF Appellate Tribunal (“ EPFAT ”) praying to set aside the order dated June 16, 2014 passed by the RPFC-II on September 3, 2014. On September 17, 2014, the EPFAT, New Delhi passed an order directing the Company to deposit 30% of the amount allegedly unpaid towards payment of provident fund. Subsequently, this case has been transferred to the Central Government Industrial Tribunal.	Regional Provident Fund Commissioner-II	Matter is currently pending	₹9.38 million

Sl. No.	Particulars	Litigation filed by	Current status	Amounts involved
5.	Two show cause notices dated September 6, 2019 ("SCNs") were received by our Company from the Additional Director General of Foreign Trade, Bengaluru under the Ministry of Commerce and Industry, Government of India ("DGFT"). Our Company had obtained an export promotion capital goods authorisation bearing number 0730009025 ("License 1") and 0730009026 ("License 2") dated June 15, 2010 (together the "Licenses"). One of the conditions under these Licenses and the Handbook of Procedures (2004-09) was that the Company shall export certain manufactured items by use of imported capital goods within six years from the date of issue of the Licenses. Further, our Company was also required to furnish installation certificate issued by the central excise authority or by independent chartered engineer, confirming the installation and use of capital goods within six months from the date of completion of the imports and submit a progress report of export made towards fulfilment of export obligations within 3 months on completion of a particular year/block year. Our Company failed to furnish the required documents under the stipulated time period. Pursuant to the SCNs, the DGFT required us to explain the reasons as why the name of the Company should not be placed under the denied entity list refusing issuance of further license and renewal of old license in terms of Rule 7 of the Foreign Trade (Regulation) Rules, 1993 read with Section 9 of the Foreign Trade (Development and Regulation) Act, 1992. Further, pursuant to a redemption letter dated February 12, 2020, the DGFT has observed that the stipulated export obligation in License 2 has been met in full and consequently the export obligation has been discharged for the said license.	Director General of Foreign Trade, Bengaluru under the Ministry of Commerce and Industry, Government of India	Matter is currently pending	-

c. Regulatory action, if any –disciplinary action taken by SEBI or Stock Exchanges against the Promoters in the last five financial years including outstanding action, if any:

Our Promoter, Rajendra Gandhi received two notices bearing numbers KSPCB/RO-RM/F NO. 98 & 964/2016-17/116 dated May 13, 2019 ("May Notice") and PCB/WMC/2418/HWM/2019-20/3793 dated October 3, 2019 ("October Notice") from the Karnataka State Pollution Control Board (Regional Office – Ramanagara) ("KSPCB"). Pursuant to the show cause notices the KSPCB has alleged non-compliance by our Company under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and Hazardous and Other Wastes (Management & Transboundary Movement) Rules, 2016. The KSPCB, during a routine inspection of the Harohalli Industrial Area had discovered that a transporter belonging to our Company had disposed solid waste on a vacant plot of land. Our Company, pursuant to a reply letter dated May 20, 2019, has replied to the May Notice, stated that (i) the transporter had dumped the solid waste unintentionally; and (ii) the officials from the Company visited the dumping site and has cleared the solid waste and has sent the solid waste to Gomti incinco for incineration. Our Company has also stated that it is currently disposing all the hazardous waste from its factory premises to authorised Karnataka State Pollution Control Board incinerator. Further, our Company, pursuant to a reply letter to the October Notice stated *inter alia* that the Company is not aware of dumping of waste and has removed all unwanted waste and such waste was sent for incineration. The matters are currently pending.

d. Brief details of outstanding criminal proceedings against Promoters:

- For details in relation to criminal complaint bearing CC No. 35390/2006, see " - Brief details of top 5 material litigations against the Company and the amount involved" above.
- A first information report bearing number 305 of 2018 ("FIR") has been filed by Raju ("Complainant") before the Principal Civil Judge (Jr. Division) & JMFC Court, against our Promoter Rajendra Gandhi. The FIR has been filed in relation to the accident at our Bengaluru facility on November 13, 2018. Pursuant to the FIR, the Complainant had accused our Promoter of causing hurt by act of endangering life or personal safety. Further, the Complainant has also alleged that one of the factory workers was forced by the factory supervisor to operate certain machines in the factory, even though the employee did not have any technical experience, which led to the accident and caused severe injury to the said employee. The matter is currently pending.
- An FIR bearing number bearing number 319 of 2018 and a criminal complaint bearing number CC 259 of 2019 has been filed by Sarojamma ("Complainant") before the Additional Civil Judge (Sr. Division) and the Chief Judicial Magistrate Court, Kanakapura, Ramanagara District, against our Promoter, Rajendra Gandhi. Pursuant to the FIR the Complainant has alleged that due to the failure of the security measures adopted by our Company in our factory premises, the Complainant's son got hurt due to which his left arm was amputated till elbow. The matter is currently pending.
- A criminal complaint bearing CC No. 350/2013 ("Complaint") has been filed by the State of Karnataka at the instance of Deputy Director of Factories, Bangalore Division-3, Bangalore ("Complainant") before the court of the Judicial Magistrate of First Class, Kanakapura ("JMFC Court") against our Promoter, Rajendra Gandhi and an ex-employee of our Company. This Complaint has been filed in relation to an accident at our factory premises situated at 81/1 Medamarana Halli, Harohalli Industrial Area, Kanakapura taluk, Ramanagara District, which caused injuries to our ex-employee, Jayarathnamma, who alleged that the accident occurred *inter alia*, because: (i) there was no provision of photo electronic sensors on the Hydraulic Power Press Machine ("Machine") being operated by her; (ii) the Machine was not tested by a competent person for safe working periodically once in 12 months; and (iii) the Machine was being operated without providing fixed safety guards on the backside and between the tool and the dye. The Complainant has alleged violation of the Karnataka Factories Rules, 1969 read with the provisions of the Factories Act, 1948. The matter is currently pending. For further details, see "Outstanding Litigation and Material Developments" on page 257 of the RHP.

ANY OTHER IMPORTANT INFORMATION AS PER BRLM/COMPANY - NIL

DECLARATION BY THE COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, the rules/guidelines/regulations issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, SCRR, the SEBI Act or rules or regulations made there under or guidelines issued, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE INVESTOR SELLING SHAREHOLDERS

The Investor Selling Shareholders hereby confirm that all statements and undertakings specifically made or confirmed by us in the Red Herring Prospectus about or in relation to ourselves, as one of the Selling Shareholders and our respective Offered Shares, are true and correct. We assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any Selling Shareholder in the Red Herring Prospectus.

DECLARATION BY THE PROMOTER SELLING SHAREHOLDERS

The Promoter Selling Shareholders hereby confirms and certifies that all statements, disclosures and undertakings made by us in the Red Herring Prospectus about or in relation to ourselves in connection with the Offer for Sale, and the Equity Shares being offered by us pursuant to the Offer for Sale are true and correct.

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

BIDDER'S UNDERTAKING FOR REVISION FORM

I/We (on behalf of joint Bidders, if any) confirm that the Acknowledgement Slip for my/our Bids is enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid Cum Application Form submitted earlier by me/us. I/We (on behalf of joint Bidders, if any) authorise you to reject this Bid Revision Form, in case any of the details of my/our existing Bids as appearing on the electronic book building system do not tally with the details given in this Bid Revision Form.

INSTRUCTIONS FOR FILLING UP THE REVISION FORM

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records.
- Please ensure that the Bid options provided are in the same order as that provided in the Bid Cum Application Form submitted earlier.
- In case there is no change in the particular Bid option, please write "NO CHANGE". In case you want to cancel the Bid option, please write "CANCELLED".
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price. Total Bid Amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where the Bid cum Application Form is being submitted.
- Revision of Bids in case of Revision of Price Band:** In case of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹200,000 if the Bidder wants to continue to Bid at Cut-off Price), with the SCSBs/ members of the Syndicate/Registered Brokers/RTA/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, shall be adjusted downwards for the purpose of Allotment, such that no additional amount would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders who have bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
- Only the First Bidder is required to sign the Bid Cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applicants should specify only his/her ASBA bank account or UPI ID linked with his/her own bank account in case of sole Bidder and ASBA bank account or UPI ID linked with the bank account of First Bidder in case of joint Bidder, in the application form. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Signature of the ASBA Account holder is mandatory.
- Please note that application made using third party UPI ID or third party ASBA Bank A/C are liable to be rejected.
 - QIBs and Non-Institutional Bidders cannot use UPI Mechanism to apply.
 - For Retail Individual Bidders applying using UPI.**
 - Please ensure that your Bank is offering UPI facility for Public Offers.
 - Please mention UPI ID clearly in CAPITAL LETTERS only.
 - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.
 - Eligible NRIs applying in the Offer through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
 - UPI ID cannot exceed 45 characters.
 - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
 - Retail Individual Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. For further details, see "Offer Procedure" on page 285 of the RHP.
- Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Revision Form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Member of the Syndicate/ SCSBs/Registered Brokers/RTA/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount in excess of their original blocked amount based on the cap of the revised Price Band upon an upward revision of their Bid.
- Revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

OFFER STRUCTURE

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation ⁽²⁾	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares available for allocation or net offer less allocation to QIBs and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	At least 75% of the Offer Size being available for allocation to QIBs. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs	Not more than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders shall be available for allocation	Not more than 10% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders shall be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to [●] Equity Shares to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on a proportionate basis. For details see "Offer Procedure" on page 285.
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares thereafter such that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares thereafter such that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits, applicable to each Bidder	Such number of Equity Shares not exceeding the size of the Offer (excluding the QIB portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Shares.		
Trading Lot	One Equity Share		
Who can apply ⁽³⁾⁽⁴⁾	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds, VCFs, AIFs and FVCIs registered with the SEBI, FPIs (other than individuals, corporate bodies and family offices), public financial institutions, schedules commercial banks, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important NBFCs	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies and trusts, and FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism (only for Retail Individual Bidders) that is specified in the ASBA Form at the time of submission of the ASBA Form ⁽⁴⁾		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).		

- Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the applicable SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For details, see "Offer Structure" on page 281.
- Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR.
- In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders
- Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN. For details of terms of payment applicable to Anchor Investors, see General Information Document.

