



DAVINSONS RETAIL LIMITED

CIN: U14101DL2022PLC393510

Our Company was incorporated as 'Davin Sons Retail Limited' under the Companies Act, 2013, pursuant to a Certificate of Incorporation dated 8th February, 2022, issued by the ROC, Central Registration Centre, Ministry of Corporate Affairs. Later, on 2nd March, 2023, the running business of the proprietorship concern of our Promoter namely "JESUS SHIRT" was taken-over by the Company, along with the Assets and Liabilities of the proprietorship concern as going concern. For further details please refer to chapter titled "History and Corporate Structure" beginning on page 132 of the Prospectus.

Registered Office: 609, Sixth Floor, P.P. City Centre Plot No. 3, Road No. 44, Pitampura Rani Bagh, Delhi, North West Delhi - 110034

Contact Person: Ms. Kavita Wadhwa, Company Secretary & Compliance Officer

Tel No: + 91-11-49092127; E-mail: info@davinsonsretail.com; Website: www.davinsonsretail.com

OUR PROMOTERS: MR. MOHIT ARORA, MR. NOHIT ARORA, MR. DAVINDER ARORA, MRS. LALITA RANI AND MRS. SONAM ARORA

"THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON THE SME PLATFORM OF BSE LIMITED. ("BSE SME")."

THE ISSUE

INITIAL PUBLIC OFFER OF 15,96,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF DAVINSONS RETAIL LIMITED ("COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 55/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 45/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO RS. 877.80 LAKHS ("THE ISSUE") OF WHICH 80,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 55/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 45/- PER EQUITY SHARE AGGREGATING TO RS. 44.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E NET ISSUE OF 15,16,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT A PRICE OF RS. 55/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 45/- PER EQUITY SHARE AGGREGATING TO RS. 833.80 LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE UPTO 30.33% AND 28.81% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 211 OF THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- AND FIXED PRICE ISSUE AT Rs. 55.00/- PER EQUITY SHARE IS 5.50 TIMES OF THE FACE VALUE. MINIMUM APPLICATION SIZE OF 2,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES THEREAFTER.

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN OFFER FOR AT LEAST 25% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER IS A FIXED PRICE OFFER AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE No. 222 OF THE PROSPECTUS.

RISK TO INVESTORS

- Our Equity Shares have never been publicly traded, and may experience price and volume fluctuations following the completion of the Issue. Further, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.
- The average cost of acquisition of Equity Shares by our Promoters is as follows:

| Sr. No. | Name of the Promoters | Average cost of Acquisition (in Rs.)* |
|---------|-----------------------|---------------------------------------|
| 1. | Mr. Mohit Arora | 5.33 |
| 2. | Mr. Nohit Arora | 9.22 |
| 3. | Mr. Davinder Arora | 13.81 |
| 4. | Mrs. Lalita Rani | 16.37 |
| 5. | Mrs. Sonam Arora | 10.62 |

* As certified by M/s N.K. Mittal & Associates, Chartered Accountants through their certificate dated August 12, 2024

- Weighted average cost of acquisition:

| Types of transactions | Weighted average cost of acquisition (Rs. per Equity Shares) | Issue Price (Rs. 55.00/- per Equity Share) |
|--|--|--|
| Weighted average cost of acquisition of primary / new issue of shares. | 50.00 | 1.10 |
| Weighted average cost of acquisition for secondary sale / acquisition of shares. | Nil | N.A. |

There was primary / new issue of shares (exceeding 5% of pre issue capital) in last 18 months from the date of the Prospectus. For details, please refer to the chapter titled "Basis for Issue Price" beginning on page 86 of the Prospectus.

Investors are required to refer to section titled "Risk Factors" beginning on page 27 of the Prospectus.

As on the date of the Prospectus, Navigant Corporate Advisors Limited, the Lead Manager of this Company, the Issues managed by the Lead Manager relating to price information of past issues handled by Lead Manager is starting on page 294 of the Prospectus.

BID/ISSUE PROGRAM

OPENS ON: JANUARY 02, 2025; THURSDAY
CLOSES ON: JANUARY 06, 2025; MONDAY

ASBA*

Simple, Safe, Smart way of Application- Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

Mandatory in Public Issues from January 01, 2016 No cheque will be accepted.



UPI now available in ASBA for individual UPI Applicants, whose application size are up to 5.00 lakh, applying through Registered Brokers, DPs & RTAs. Applicant to ensure PAN is updated in Bank Account being blocked by ASBA Bank. List of Bank supporting UPI is also available in SEBI at www.sebi.gov.in.

**UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to Rs.5,00,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors applying in the Retail Portion, and (ii) Individual Non-Institutional Investors applying with an application size of up to Rs.500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 222 of the Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the website of BSE and in the General Information Document. ASBA Application forms can be downloaded from the website of the Stock Exchange and can be obtained from the list of banks that is available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. **List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to www.sebi.gov.in. Investors applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecogonisedFpi=yes&intmid=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecogonisedFpi=yes&intmid=34>) respectively, as updated from time to time. Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the Issue. For Issue related grievance investors may contact: Navigant Corporate Advisors Limited, Sarthak Vijlani, Tel: 022-41204837, E-mail: navigant@navigantcorp.com. For UPI related queries, investors can contact NPCI at the toll-free number: 18001201740 and Mail Id: ipc.upi@npci.org.in; Kotak Mahindra Bank Limited at Tel: +91 022-66056587 and Email: cmsipo@kotak.com; and the Registrar to the Issue at Tel: 040 6716 2222 and Email: dsrl ipo@kfintech.com. All Investors shall participate in this Issue only through the ASBA process. For details in this regard, specific attention is invited to "Issue Procedure" on page 222 of the Prospectus. Applicants should ensure that DP ID, PAN, UPI ID (if applicable), in case of investor applying through UPI mechanism) and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondences related to the Issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants sole risk.

Submission of Bids (other than Bids from Anchor Investors):

| Bid / Issue Period (except the Bid / Issue Closing Date) | |
|--|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. IST |
| Bid / Offer Closing Date | |
| Submission and Revision in Bids* | Only between 10.00 a.m. and 3.00 p.m. IST |
| Submission of Bids by QIBs and Non-Institutional Bidders | Only between 10.00 a.m. and 4:00 p.m. IST |
| Submission of Bids by Retail Individual Bidders. | Only between 10.00 a.m. and 5:00 p.m. IST |

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

In case of any revisions in the Price Band, the Bid / Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid / Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the Lead Manager and 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.

PROPOSED LISTING: The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited. In terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an In-Principle Approval letter dated April 22, 2024 from BSE for using its name in this Offer Document for listing our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the SME Platform of BSE Limited.

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Prospectus was not filed with and the SEBI shall not issue any observation on Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" on page 204 of the Prospectus.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited ("BSE") should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause pertaining to BSE. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of the BSE" on page 206 of the Prospectus.

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 Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by SEBI nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 27 of the Prospectus.

BASIS OF ISSUE PRICE: The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in chapter "Basis for Issue Price" on page 86 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 27 and 178 respectively of the Prospectus. The Audit Committees at a meeting recommended the Price noting that the Price is justified based on quantitative factors and key financial and operational performance indicators ("KPIs") disclosed in "Basis for Issue Price" disclosed in the "Basis for Issue Price" section on page 86 of the Prospectus.

PRECAUTIONARY NOTICE TO INVESTORS:

Investors are advised to read the Prospectus including the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the Risk Factors on page no. 27 involved. Specific attention of the investors is invited to THAT ANY News/Advertisements/ SMS/ Messages/ Articles and Videos, if any, being circulated in the digital media and/or print media, speculating about the investment opportunity in our Company's shares and about equity shares of our Company being available at premium and/or discount to the Issue price ("Message") during the issue period IS AND/OR WILL NOT AND/OR HAS NOT BEEN ISSUED BY OUR COMPANY OR ANY OF OUR DIRECTORS, KEY MANAGERIAL PERSONNEL, PROMOTERS, PROMOTER GROUP OR GROUP COMPANIES. ANY SUCH MESSAGE IN circulation is misleading & fraudulent advertisement and issued by a third party to sabotage the IPO, our Company or any of our Directors, Key Managerial Personnel, Promoters, Promoter Group or Group Companies and the intermediaries are not involved in any manner whatsoever.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 132 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section "Material Contracts and Documents for Inspection" on page 291 of

the Prospectus

Liability of Members: The Liability of members of Company is Limited.

Amount of Share Capital of Our Company and Capital Structure: The Authorized, Issued, subscribed and paid-up Equity Share capital of the Company as on the date of the Prospectus is as follows: Authorized Share Capital of Rs. 600.00 Lakhs divided into 60,000,000 Equity Shares of Rs.10/- each. Issued, Subscribed and paid-up Equity Share Capital of Rs. 366.68 Lakhs divided into 36,66,792 Equity Shares of Rs. 10/- each. For details of the share capital and capital structure of the Company see "Capital Structure" on page 63 of the Prospectus.

Name of the Signatories to the MOA of the Company and the current shareholding pattern:

| Name of Promoters | Original signatories | | Current Shareholding | |
|--------------------|----------------------|---------------|----------------------|---------------|
| | Face Value (Rs.) | No. of Shares | Face Value (Rs.) | No. of Shares |
| Mr. Davinder Arora | 10.00 | 4,000 | 10.00 | 33,24,978 |
| Mr. Mohit Arora | 10.00 | 30,000 | 10.00 | 3,41,814 |
| Mr. Nohit Arora | 10.00 | 15,000 | | |
| Mr. Sonam Arora | 10.00 | 400 | | |
| Mrs. Lalita Rani | 10.00 | 400 | | |
| Mrs. Pooja Wadhwa | 10.00 | 100 | | |
| Mr. Ashray Gupta | 10.00 | 100 | | |

LEAD MANAGER TO THE ISSUE



NAVIGANT CORPORATE ADVISORS LIMITED
804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kuria Road, Andheri East, Mumbai-400 059
Tel No. +91-22-41204837
Email Id- navigant@navigantcorp.com
Investor Grievance Email: info@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration Number: INM000012243
Contact Person: Mr. Sarthak Vijlani

REGISTRAR TO THE ISSUE



KFIN TECHNOLOGIES LIMITED
Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana.
Tel. No.: +91 40 6716 2222
Email: dsrl.ipo@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
SEBI Registration No.: INR000002221
Contact Person: M Murali Krishna

COMPLIANCE OFFICER



DAVINSONS RETAIL LIMITED
Registered Office: 609, Sixth Floor, P.P. City Centre Plot No. 3, Road No. 44, Pitampura Rani Bagh, Delhi, North West Delhi - 110034.
Tel: +91 11-49092127;
E-mail: info@davinsonsretail.com;
Website: www.davinsonsretail.com
Contact Person: Kavita Wadhwa, Company Secretary and Compliance Officer

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.

AVAILABILITY OF PROSPECTUS: Investors should note that Investment in Equity Shares involves a degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus shall be available at the website of Stock Exchange at www.bseindia.com, the website of Lead Manager at www.navigantcorp.com and the website of the Issuer Company at www.davinsonsretail.com and the website of SEBI at www.sebi.gov.in.

AVAILABILITY OF APPLICATION FORMS: Application Form can be obtained from the Registered Office of Company, Davin Sons Retail Limited, Tel. No +91 11-49092127; Office of Lead Manager, Navigant Corporate Advisors Limited, E-mail: navigant@navigantcorp.com; Tel: 022-41204837; at the office of Registrar KFintech Technologies Limited, Email: dsrl.ipo@kfintech.com; Tel. No.: +91 40 6716 2222 Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDP Locations for participating in the Issue. Application Forms will also be available on the websites of the Stock Exchange and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchange and SEBI.

BANKER TO ISSUE & SPONSOR BANK: Kotak Mahindra Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated December 20, 2024.

Date: December 28, 2024
Place: Delhi

For Davin Sons Retail Limited
On behalf of the Board of Directors

Sd/-
Mohit Arora
Managing Director
DIN:07231072

Davin Sons Retail Limited is proposing, subject to market conditions and other considerations, public issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Central Registration Centre, Delhi. The Prospectus is available on the website of the Lead Manager at www.navigantcorp.com and the website of the BSE i.e., www.bseindia.com and website of the Issuer Company at www.davinsonsretail.com. Investor should read the Prospectus carefully, including the Risk Factors on page 27 of the Prospectus before applying any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. 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 issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.