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RETAGGIO INDUSTRIES LIMITED



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Our Company was incorporated as a Public Limited Company on January 07, 2022 as "Retaggio Industries Limited" vide Registration No. 374614 and Certificate of Incorporation dated January 17, 2022 under the provisions of the Companies Act, 2013 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company acquired the running business on a going concern basis with the assets and liabilities of M/s Vaibhav Gems, sole proprietorship concern of our promoter Mr. Savinay Lodha vide Business Transfer Agreement dated November 21, 2022 effective from November 03, 2022. The Corporate Identification Number of our company is U36990MH2022PLC374614. For further Details of our Company, please refer to section titled "Our History and Certain Other Corporate Matters" beginning on page 127 of the Prospectus.

Registered Office: Unit-204, Options Primo, Plot No. X-2, Next to Akruvi Software Park, Andheri East, Mumbai- 400093, Maharashtra, India.

Telephone No: +91 22-6691 3355 | E-mail: info@retaggioindustries.com | Website: www.retaggioindustries.com

Contact Person: Mr. Savinay Lodha, Managing Director.

OUR PROMOTERS: MR. SAVINAY LODHA, MS. NIDHI LODHA AND M/S. RETAGGIO TRADING SERVICES LLP

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 SME Platform of BSE Limited (BSE SME).

Our Company has filed the Prospectus dated March 22, 2025 (the "Prospectus") with the Registrar of Companies, Mumbai (RoC), and the Equity Shares are proposed to be listed on the SME platform of BSE Limited ("BSE SME") and the listing and trading of the Equity Shares expected to commence on Monday, April 07, 2025.

BASIS OF ALLOTMENT

PUBLIC OFFER OF 61,98,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF RETAGGIO INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 25.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 15.00 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹1,549.50 LAKHS ("THE ISSUE"). THE ISSUE INCLUDES A RESERVATION OF UPTO 5,64,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH FOR CASH AT A PRICE OF ₹ 25.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹15.00 PER EQUITY SHARE AGGREGATING TO ₹141.00 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 56,34,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT A PRICE OF ₹ 25.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 15.00 PER EQUITY SHARE AGGREGATING TO ₹ 1,408.50 LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE CONSTITUTE 39.82% AND 36.19% RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

The Face Value of the Equity Share is ₹ 10.00 each and the Issue Price is ₹ 25.00 per Equity Share
The Issue Price is 2.5 times of the Face Value of the Equity Shares

FIXED PRICE ISSUE AT ₹ 25.00 PER EQUITY SHARE

MINIMUM APPLICATION SIZE OF 6,000 EQUITY SHARES AND IN MULTIPLES OF 6,000 EQUITY SHARES THEREAFTER

BID / ISSUE
PROGRAMME

BID/ISSUE OPENED ON: THURSDAY, MARCH 27, 2025

BID/ISSUE CLOSED ON: WEDNESDAY, APRIL 02, 2025

PROPOSED LISTING: MONDAY, APRIL 07, 2025*

*Subject to the receipt of listing and trading approval from BSE Limited.

RISKS TO INVESTORS

- There are outstanding legal proceedings involving our Company, Promoters and Directors. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.
- Demand for our products may decrease due to changes in consumer preferences and fashion habits, which could have a material adverse effect on our business, results of operations, and financial condition.
- Jewellery and often perceived as luxury purchases. Any factor negatively impacting discretionary spending by consumers may adversely affect our business, results of operations, financial condition and prospects.
- The non-availability or high cost of quality gold bullion, silver, diamonds and other precious and semi-precious stones may have an adverse effect on our business, results of operations and financial condition.
- We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be obtained by our Issuer Company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.

PROPOSED LISTING

The Equity Shares of the Company offered through the Prospectus dated March 22, 2025 are proposed to be listed on the SME Platform of BSE Limited ("BSE SME") in terms of the Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received In-Principle Approval Letter dated March 10, 2025 from BSE Limited for using its name in the Issue document for listing of our shares on SME platform of BSE Limited. It is to be distinctly understood that the permission given by BSE Limited 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 of the SME Platform of BSE Limited" on page 189 of the Prospectus. For the purpose of this issue the Designated Stock Exchange will be BSE SME. The trading is proposed to be commenced on April 07, 2025 (Subject to receipt of listing and trading approval from BSE Limited).

The Issue is being made in compliance with the provisions of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e., QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price. For details, see "Issue Procedure" on page 206 of the prospectus.

If the retail individual investor category is entitled to more than allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage. For further details, please refer to chapter titled "Issue Structure" beginning on page 203 of the Prospectus.

All investors have participated in this issue through Application Supported by Blocked Amount ("ASBA") process including through Unified Payment Interface ("UPI") mode (as applicable) by providing the details of the respective bank accounts / UPI ID as applicable in which the corresponding application amounts were blocked by Self Certified Syndicate Banks (the "SCSBs") / Sponsor Bank as the case may be.

CORRIGENDUM TO PROSPECTUS DATED MARCH 22, 2025

ATTENTION:

The Corrigendum is with reference to the Prospectus dated March 22, 2025 filed by Retaggio Industries Limited in relation to the Issue with Registrar of Companies, Mumbai on March 22, 2025 and submitted with SME Platform of BSE Limited ("BSE SME") and the Corrigendum dated March 25, 2025.

Attention of Investors is drawn on the following:

- On Page numbers 23, 48, 59 and 203 of the Prospectus it shall be read as follows:

The below table indicates the revised allocation to Retail Individual Investors and Non-Institutional Investors

Sr. No.	Particulars	No. of shares reserved as per Prospectus	No of Shares Allotted (Revised)*
1	Net Issue to the Public	56,34,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 25.00 per Equity Share (including premium of ₹ 15.00 per Equity Share) aggregating to ₹ 1,408.50 Lakhs	56,34,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 25.00 per Equity Share (including premium of ₹ 15.00 per Equity Share) aggregating to ₹ 1,408.50 Lakhs
	Out of which		
A	Retail Individual Investors	28,17,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 25.00 per Equity Share (including premium of ₹ 15.00 per Equity Share) aggregating to ₹ 704.25 Lakhs	28,20,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 25.00 per Equity Share (including premium of ₹ 15.00 per Equity Share) aggregating to ₹ 705.00 Lakhs
B	Allocation to Non-Institutional Investors	28,17,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 25.00 per Equity Share (including premium of ₹ 15.00 per Equity Share) aggregating to ₹ 704.25 Lakhs	28,14,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 25.00 per Equity Share (including premium of ₹ 15.00 per Equity Share) aggregating to ₹ 703.50 Lakhs

*In order to allocate equity shares on proportionate basis and in multiples of 6,000 equity shares, the allocation to Retail Individual Investors has been increased to 28,20,000 equity shares. Accordingly, the allocation to Non-Retail Investors has been reduced to 28,14,000 equity shares"

SUBSCRIPTION DETAILS

DETAILS OF APPLICATIONS RECEIVED (BEFORE TECHNICAL REJECTION):

Category	Number of applications	Number of equity shares Bid for	Number of equity shares reserved as per Prospectus*	No. of times subscribed (Valid Applications**/Equity shares reserved)
Other than Retail Investors	49	3246000	2814000	1.16
Retail Individual Investors	1175	7050000	2820000	2.50
Market Maker	1	564000	564000	1
TOTAL	1225	10860000	6198000	

*As per the Prospectus allocation to retail individual investors and allocation to non-institutional investors were 28,17,000 equity shares each, since the shares are not being divisible in lot size of 6000 equity shares, we are changing the bifurcation for retail individual investors to 28,20,000 equity shares & non-institutional investors to 28,14,000 equity shares.

**DETAILS OF VALID APPLICATIONS:

Sr. No.	Category	Gross		Less: Valid Rejections		Valid	
		Applications	Equity Shares	Applications	Equity Shares	Applications	Equity Shares
1	Other than Retail Investors	53	3294000	4	48000	49	3246000
2	Retail Individual Investors	1196	7176000	21	126000	1175	7050000
3	Market Maker	1	564000	0	0	1	564000
	TOTAL	1250	11034000	25	174000	1225	10860000

ALLOCATION: The Basis of Allotment was finalized in consultation with the Designated Stock Exchange i.e BSE Limited on April 03, 2025.

Allocation to Market Maker (After Technical Rejections): The Basis of Allotment to the Market Maker, at the issue price of ₹ 25.00 per Equity Share, was finalised in

consultation with BSE. The category was subscribed by 1.00 time. The total number of shares allotted in this category is 5,64,000 Equity shares in full out of reserved portion of 5,64,000 Equity Shares.

No. of Shares Applied for	No. of applications received	% of Total	Total No. of Shares Applied	% to Total	Allocation per Applicant		Ratio of Allottees to the Applicant	Total No. of Shares Allotted	% to Total
					Before Rounding off	After Rounding off			
5,64,000	1	100	5,64,000	100	5,64,000	5,64,000	1:1	5,64,000	100

Allocation to Retail Individual Investors (After Technical Rejections): The Basis of Allotment to the Retail Individual Investors, at the issue price of ₹ 25.00 per Equity Share, was finalized in consultation with BSE. The category was subscribed by 1.83 times. The total number of shares allotted in this category is 28,20,000 Equity shares out of reserved portion of 28,20,000 Equity Shares.

No. of Shares Applied for (Category wise)	No. of applications received	% of Total	Total No. of Shares Applied	% to Total	No. of Equity Shares Allotted per Applicant	Ratio	Total No. of Shares Allotted	Spill-over/ Deficit
Retail Individual Investors	1,175	100	70,50,000	100	6,000	29.53	38,58,000	0

Allocation to Non-Retail Individual Investors (After Technical Rejections): The Basis of Allotment to the Non-Retail Individual Investors, at the issue price of ₹ 25.00 per Equity Share, was finalized in consultation with BSE. The category was subscribed by 1.83 times. The total number of shares allotted in this category is 28,14,000 Equity shares out of reserved portion of 28,14,000 Equity Shares.

No. of Shares Applied for (Category wise)	No. of applications received	% of Total	Total No. of Shares Applied	% to Total	Ratio of allottees to applicants	Total No. of shares allocated/allotted	Surplus/Deficit
12000	16	32.65	192000	5.91	1	96000	-9050
12000		0.00		0.00	1	6000	6000
18000	3	6.12	54000	1.66	1	18000	-11545
18000		0.00		0.00	2	12000	12000
24000	1	2.04	24000	0.74	1	12000	-1131
36000	2	4.08	72000	2.22	1	36000	-3394
36000		0.00		0.00	1	6000	6000
42000	21	42.86	882000	27.17	1	378000	-104573
42000		0.00		0.00	17	102000	102000
300000	5	10.20	1500000	46.21	1	810000	-10702
300000		0.00		0.00	2	12000	12000
522000	1	2.04	522000	16.08	1	288000	2395

The Board of Directors of the Company at its meeting held on April 03, 2025 has taken on record the Basis of Allotment of Equity Shares, as approved by the Designated Stock Exchange viz BSE and has authorized the online corporate action for the allotment of the Equity Shares in dematerialised form to various successful applicants.

The CAN and allotment advice and / or notices shall be dispatched to the address of the investors as registered with the depositories on or before April 04, 2025. Further, the instructions to Self-Certified Syndicate Banks for unblocking of funds will process on or prior to April 04, 2025. The Equity Shares allotted to successful applicants are being credited to their beneficiary accounts subject to validation of the account details with the depositories concerned. In case the same is not received within prescribed time, investors may contact the Registrar to the Issue at the address given below. The Company is taking steps to get the Equity Shares admitted for trading on the SME Platform of BSE within 3 working days from the Closure of the Issue. The trading is proposed to be commenced on April 07, 2025 subject to receipt of listing and trading approvals from BSE.

Note: All capitalized terms used and not defined herein shall have the respective meanings assigned to them in the Prospectus dated March 22, 2025 ("Prospectus").

DISCLOSURES PERTAINING TO THE LEAD MANAGER TRACK RECORD ON PAST ISSUES WITH A BREAKUP OF HANDLING OF IPO'S FOR THE LAST 3 YEARS:

GRETEX CORPORATE SERVICES LIMITED

TYPE	FY 2023-24	FY 2024-2025	FY 2025-2026
SME IPO	10	5	0
MAIN BOARD	00	1	0

INVESTORS, PLEASE NOTE

The details of the allotment made would also be hosted on the website of the Registrar to the Issue, Bigshare Services Private Limited at ipo@bigshareonline.com. All future correspondence in this regard may kindly be addressed to the Registrar to the Issue quoting full name of the first/sole applicants, serial number of the application form, number of shares applied for and Bank Branch where the application had been lodged and payment details at the address of the Registrar given below:

BIGSHARE SERVICES PRIVATE LIMITED

056-2, 6th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India | Tel No.: +91 - 22 - 6263 8200 | Fax No.: +91 - 22 - 6263 8299
E-mail: ipo@bigshareonline.com | Website: www.bigshareonline.com | Investor Grievance E-mail: investor@bigshareonline.com
Contact Person: Mr. Vinayak Morbale | SEBI Registration No.: INF000001385 | CIN: U99999MH1994PTC076534

On Behalf of the Board of Directors
For Retaggio Industries Limited

Sd/-
Savinay Lodha
Managing Director
DIN: 02634124

Place: Mumbai
Date: April 04, 2025

THE TIMES OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF RETAGGIO INDUSTRIES LIMITED.

Disclaimer: Retaggio Industries Limited has filed the Prospectus with the RoC on March 22, 2025 and thereafter with SEBI and Stock Exchanges. The Prospectus is available on the website of BSE Limited at www.bseindia.com and on the websites of the Lead Manager, Gretext Corporate Services Limited at www.gretextcorporate.com and Investors should note that investment in Equity Shares involves a high degree of risk and for details relating to the same, please see "Risk Factors" beginning on page 28 of the Prospectus.

The Equity Shares have not been and will not be registered under U.S. Securities Act of 1933, as amended ("the Securities Act") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in "offshore transactions" in reliance on Regulations under Securities Act and the applicable laws of each jurisdiction where such offers and sales were made. There will be no public offering in the United States.

AdBaz

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