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(Please scan the QR code to view the RHP)

CELLO WORLD LIMITED

Our Company was incorporated as "Cello World Private Limited", as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated July 25, 2018, issued by the Registrar of Companies, Central Registration Centre. Thereafter, the Registered Office of our Company was changed from the State of Maharashtra to the Union Territory of Daman and Diu and a certificate of registration of the regional director order, for change of State dated April 8, 2020, was issued by the Registrar of Companies, Goa, Daman and Diu at Goa ("RoC"). Subsequently, upon the conversion of our Company into a public limited company, pursuant to a special resolution passed by our Shareholders on June 12, 2023, the name of our Company was changed to "Cello World Limited" and a fresh certificate of incorporation dated July 18, 2023 was issued by the RoC. For further details of change in name and Registered Office of our Company, please refer to the section titled "History and Certain Corporate Matters - Brief history of our Company" and "History and Certain Corporate Matters - Changes in the Registered Office of our Company" on page 227 of the red herring prospectus dated October 21, 2023 filed with the RoC ("RHP" or "Red Herring Prospectus").

Registered Office: 597/2A, Somnath Road, Dabhel, Nani Daman 396 210, Daman and Diu, India. Corporate Office: Cello House, Corporate Avenue, B Wing, 8th Floor, Sonawala Road, Goregaon (East), Mumbai - 400 063, Maharashtra, India
Contact Person: Hemangi Trivedi, Company Secretary and Compliance Officer; Tel: +91 22 2685 1027; E-mail: grievance@celloworld.com; Website: www.corporate.celloworld.com; Corporate Identity Number: U25209DD2018PLC009865

OUR PROMOTERS: PRADEEP GHISULAL RATHOD, PANKAJ GHISULAL RATHOD AND GAURAV PRADEEP RATHOD

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") THROUGH AN OFFER FOR SALE ("OFFER") OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 19,000.00 MILLION. THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ 100.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREAFTER REFERRED TO AS "NET OFFER". THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]%, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ MILLION)	WACA (IN ₹ PER EQUITY SHARE)*
Pradeep Ghisulal Rathod	PSS	Up to [●] Equity Shares aggregating up to ₹ 3,000.00 million	Negligible
Pankaj Ghisulal Rathod	PSS	Up to [●] Equity Shares aggregating up to ₹ 7,360.00 million	Negligible
Gaurav Pradeep Rathod	PSS	Up to [●] Equity Shares aggregating up to ₹ 4,640.00 million	Negligible
Sangeeta Pradeep Rathod	OSS	Up to [●] Equity Shares aggregating up to ₹ 2,000.00 million	Negligible
Babita Pankaj Rathod	OSS	Up to [●] Equity Shares aggregating up to ₹ 1,000.00 million	Negligible
Ruchi Gaurav Rathod	OSS	Up to [●] Equity Shares aggregating up to ₹ 1,000.00 million	Negligible

PSS: Promoter Selling Shareholder; OSS: Other Selling Shareholder; WACA: Weighted average cost of acquisition.

*As certified by Jeswani & Rathore, Chartered Accountants by way of their certificate dated October 21, 2023.

We offer our consumer products across three categories: consumer houseware, writing instruments and stationery, and moulded furniture and allied products.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

- QIB Portion: Not more than 50% of the Net Offer
- Non-Institutional Portion: Not less than 15% of the Net Offer
- Retail Portion: Not less than 35% of the Net Offer
- Employee Reservation Portion: Up to [●] Equity Shares aggregating up to ₹ 100 million

PRICE BAND: ₹ 617 TO ₹ 648 PER EQUITY SHARE OF FACE VALUE OF ₹ 5 EACH

THE FLOOR PRICE IS 123.40 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 129.60 TIMES THE FACE VALUE OF THE EQUITY SHARES

THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 AT THE FLOOR PRICE IS 46.85 TIMES AND AT THE CAP PRICE IS 49.20 TIMES

BIDS CAN BE MADE FOR A MINIMUM OF 23 EQUITY SHARES AND IN MULTIPLES OF 23 EQUITY SHARES THEREAFTER

A DISCOUNT OF ₹ 61 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated October 23, 2023, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the 'Basis for Offer Price' section on page 109-118 of the RHP.

In making an investment decision, potential investors must only rely on the information included in the Red Herring Prospectus and the terms of the Offer, including the risks involved and not rely on any other external sources of information about the Offer available in any manner.

RISKS TO INVESTORS:

1. **Trademark risk:** We do not own the trademark for our key brands, including "Cello", "Unomax", "Kleeno", "Puro" and their respective logos. Such trademarks are registered in the name of Cello Plastic Industrial Works, a member of our Promoter Group and a partnership firm owned and controlled by our Promoters. If we are unable to renew the relevant agreements that grant us the license to use these trademarks and logos, our business, results of operations and financial condition may be adversely affected. Further, the "Cello" brand name is also used by one of our competitors for its writing instruments business. Any adverse impact on the "Cello" brand name due to the actions of such competitor, which utilizes the brand name, may adversely affect our reputation and business.

2. **Raw material dependency risk:** We depend entirely on third-party suppliers for the supply of raw materials, including plastic granules and plastic polymer which are the most consumed raw materials in the production of our products. Our business is susceptible to fluctuations in raw material prices. The tables below represent our cost of materials consumed as a percentage of our total expenses for the periods indicated:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of total expenses)				
Cost of materials consumed	42.86%	49.46%	45.36%	47.05%	44.46%

Below table provides for cost of consumption of plastic granules and plastic polymer as a percentage of cost of materials consumed for the periods indicated:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of cost of materials consumed)				
Cost of consumption of plastic granules and plastic polymer	56.22%	53.19%	48.16%	52.05%	46.54%

Further, disruptions in the availability of quality raw materials from suppliers may lead to a deterioration in quality of our products as the quality of our products is primarily derived from the quality of our raw materials.

3. **Dependency on distribution network:** We are dependent on our distribution network in India and overseas to sell and distribute our products to consumers. If we are unable to maintain and grow our distribution network, our products may not effectively reach consumers and we may lose market share. The table below sets forth a breakdown of our revenue from operations for the periods indicated by channels:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of total revenue from operations)				
General Trade	84.46%	78.21%	80.58%	80.11%	79.26%
Export	4.28%	9.29%	7.80%	9.04%	9.88%
Online sales (including sales from e-commerce marketplaces and our own websites)	8.82%	8.38%	7.91%	7.54%	6.48%
Modern Trade	2.44%	4.12%	3.71%	3.31%	4.37%

4. **Dependency on third-party contract manufacturers:** We source certain products such as steel and glassware products from third-party contract manufacturers primarily located in China. If we are unable to source adequate quantities of such products in a timely manner from our existing suppliers in the future, we will be unable to find alternative manufacturers at acceptable prices and quality levels or at all. Set forth below are the details of the sale of steel and glassware products supplied to us by third-

party contract manufacturers for the periods indicated:

Particulars	For the Financial Year			Three Months ended June 30,	
	2021	2022	2023	2022	2023
	(% of total sales)				
Sale of steel and glassware products supplied by third-party contract manufacturers	21.35%	17.37%	20.63%	17.92%	20.33%

Further, below are the details of our contract manufacturers for the periods indicated:

Particulars	For the Financial Year			Three Months ended	
	2021	2022	2023	June 30, 2022	June 30, 2023
Contract manufacturers (Nos.)	38	42	86	53	40

5. **Offer related risk:** The Offer comprises an Offer for Sale by the Selling Shareholders and our Company will not receive any part of the proceeds of the Offer.

6. **Brand and reputational risk:** Our ability to maintain a strong brand reputation is dependent on the public perception and recognition of the quality of our products, range of product portfolio, pricing of products, market penetration, accessibility of products and marketing initiatives. A loss of trust in our products by consumers or by our distribution network or partners could adversely affect our brand reputation and subject us to additional risks and scrutiny.

7. **Delayed statutory dues payment risk:** There are certain instances of delays in payment of statutory dues by us with respect to GST, TDS, tax collected at source, employee provident fund contributions, professional tax, ESIC, labour welfare fund contributions amongst others. The table below represents the delays in payments of statutory dues by us for the period indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Three months ended June 30, 2023
Total amount of delayed statutory dues (₹ in million)	7.87	27.47	8.46	16.10

8. **Seasonality Risk:** Our business is subject to seasonality as we see higher demand of our products from our customers during the festive seasons. Further, our products also face varied demand based on weather conditions across the seasonal cycles.

9. **Counterfeit and passing-off risk:** Our business may be adversely impacted by sale of counterfeit products and passing-off which may reduce our sales and harm our brands, adversely affecting our results of operations, financial condition and cash flows.

10. The average cost of acquisition of Equity Shares for selling shareholders is negligible and the Offer Price at upper end of the Price Band is ₹ 648 per Equity Share.

11. The five Book Running Lead Managers associated with the Offer have handled 94 public issues in the past three Financial Years, out of which 28 issues closed below the issue price on the listing date:

Name of the BRLMs	Total Public Issues	Issues closed below IPO price on listing date
Kotak Mahindra Capital Company Limited*	6	1
ICICI Securities Limited*	10	6
IIFL Securities Limited*	11	3
JM Financial Limited*	10	2
Motilal Oswal Investment Advisors Limited*	6	1
Common issues of above BRLMs	51	15
Total	94	28

*Issues handled where there were no common BRLMs.

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12. The weighted average cost of acquisition of all shares transacted in past one year, 18 months and three years preceding the date of the RHP:

Period preceding the date of Red Herring Prospectus	Weighted average cost of acquisition (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last one year	28.94	22.39	Nil ^A - ₹ 275.67
Last 18 months	20.73	31.26	Nil ^A - ₹ 275.67
Last three years	20.73	31.26	Nil ^A - ₹ 275.67

^A Nil due to issuance of Equity Shares by Company pursuant to bonus issue.

13. Market Risk: The Offer Price of our Equity Shares, our market capitalization to revenue from operations for FY 2023 and our price-to-earnings (P/E) ratio at Offer price may not be indicative of the market price of our Equity Shares after the Offer.

Particulars	Ratio vis-à-vis Floor Price of ₹ 617	Ratio vis-à-vis Cap Price of ₹ 648
	(In multiples, unless otherwise specified)	
Market capitalization to Revenue from Operations	7.29	7.65

Particulars	Ratio vis-à-vis Floor Price of ₹ 617	Ratio vis-à-vis Cap Price of ₹ 648
	(In multiples, unless otherwise specified)	
Price-to-earnings ratio	46.85	49.20
Average Price-to-earnings ratio of the Industry peers	45.47	

Notes:

- Market capitalization has been computed as the product of number of shares outstanding as on the date of RHP with the Floor Price or Cap Price, as applicable.
- Revenue from Operations are for the Financial Year ended March 31, 2023.
- P/E Ratio has been computed based on the Floor Price or Cap Price, as applicable, divided by the Diluted EPS for the Financial Year ended 2023.
- P/E ratio for the Industry peers are computed based on closing market price as on October 19, 2023 at NSE or BSE, as the case may be, divided by Diluted EPS (on consolidated basis) based on the annual report of the company for the Financial Year 2023.

14. Weighted Average Return on Net Worth for Financial Year ended 2023, 2022 and 2021 is 35.60%.

BID/ OFFER PERIOD	ANCHOR INVESTOR BIDDING DATE FRIDAY, OCTOBER 27, 2023
	BID/ OFFER OPENS ON MONDAY, OCTOBER 30, 2023*
	BID/ OFFER CLOSING ON WEDNESDAY, NOVEMBER 01, 2023[#]

*Our Company (acting through the IPO Committee), in consultation with the BRLMs, shall consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date i.e., Friday, October 27, 2023.

[#]UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company (acting through the IPO Committee), in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹5 each and the Floor Price is 123.40 times the face value and the Cap Price is 129.60 times the face value. Investors should also refer to "Risk Factors", "Our Business", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 36, 190, 275 and 461 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Well-established brand name and strong market positions;
- Diversified product portfolio across price points catering to diverse consumer requirements;
- Track record of scaling up new businesses and product categories;
- Pan-India distribution network with a presence across multiple channels;
- Ability to manufacture a diverse range of products and maintain optimal inventory levels;
- Skilled and experienced management team; and
- Strong historical financial results.

For further details, please refer to the section titled "Our Business – Competitive Strengths" on page 194 of the RHP.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, please refer to the section titled "Restated Consolidated Financial Information" on page 275 of the RHP.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic and Diluted Earnings per Share ("EPS") as per the Restated Consolidated Financial Information:

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
For the year ended March 31, 2023	13.65	13.17	3
For the year ended March 31, 2022	10.46	10.46	2
For the year ended March 31, 2021	7.75	7.75	1
Weighted Average	11.60	11.36	-
For the three months period ending June 30, 2023*	3.65	3.65	-

*Not annualised

Notes:

- EPS has been calculated in accordance with the Indian Accounting Standard (Ind AS) 33 (earnings per share) issued by the ICAI. The face value of Equity Shares of our Company is ₹5.
- Basic EPS = Restated profit for the year/period, attributable to equity shareholders for the year/Weighted average number of equity shares outstanding during the year/period.
- Weighted average aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x Weight) for each year total of weights.
- Diluted EPS = Restated profit for the year/period, attributable to equity shareholders for the year divided by Weighted average number of diluted equity shares outstanding during the year/period.
- Basic and diluted earnings/(loss) per equity share: Basic and diluted earnings/(loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015, as amended. For our Company, sub-division of Equity Shares are retrospectively considered for the computation of EPS for all years presented.
- The above statement should be read with Material Accounting Policies and the notes to the Restated Consolidated Financial Information as appearing in the section titled "Restated Consolidated Financial Information" on page 275 of the RHP.

2. Price/Earnings ("P/E") Ratio in relation to Price Band of ₹ 617 to ₹ 648 per Equity Share:

Particulars	P/E ratio at the lower end of the Price Band (number of times)	P/E ratio at the higher end of the Price Band (number of times)
Based on basic EPS as per the Restated Consolidated Financial Information for the year ended March 31, 2023	45.20	47.47
Based on diluted EPS as per the Restated Consolidated Financial Information for the year ended March 31, 2023	46.85	49.20

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section:

Particulars	P/E Ratio
Highest	57.97
Lowest	33.39
Average	45.47

Source: Based on peer set provided below.

- The industry highest and lowest has been considered from the industry peer set provided later in this section under "4. Comparison of accounting ratios and KPIs of our Company and listed peers". The average/industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "4. Comparison of accounting ratios and KPIs of our Company and listed peers" on page 112 of the RHP.
- P/E ratio for the peer are computed based on closing market price as on October 19, 2023 at NSE or BSE, as the case may be, divided by Diluted EPS (on consolidated basis) based on the annual report of the company for the Financial Year 2023.

4. Return on Net Worth attributable to the owners of the Company ("RoNW") (as adjusted)

Financial Year	RoNW (%)	Weight
For the year ended March 31, 2023	23.17	3
For the year ended March 31, 2022	45.94	2
For the year ended March 31, 2021	52.21	1
Weighted Average	35.60	-
For the three months period ending June 30, 2023*	6.31	-

*Not annualised

Notes:

- RoNW (%) is calculated as restated Profit for the year/period attributable to equity shareholders of the Company divided by Net Worth of our Company.
- Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year total of weights.
- Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation. Therefore, net worth for the Group includes paid-up share capital, instruments entirely equity in nature, retained earnings, securities premium, other comprehensive income, capital redemption reserve and general reserve and excludes capital reserve on business combinations under common control, as at June 30, 2023, June 30, 2022, March 31, 2023, March 31, 2022 and March 31, 2021. Further, for the purposes of this section, net worth has been adjusted for the Preference Shares.

5. Net asset value ("NAV") (as adjusted) bearing face value of ₹ 5 each

As At	Restated NAV (₹)
As of March 31, 2023	56.84
As of June 30, 2023	57.79
After the completion of the Offer	
- At the Floor Price	57.79
- At the Cap Price	57.79
Offer Price ⁽¹⁾	[●]

For further details, please refer to the section titled "Other Financial Information" on page 456 of the RHP.

Notes:

- Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
- NAV per equity share represents Net Worth as at the end of the financial year/period, as restated, divided by the number of Equity Shares outstanding at the end of the year/period. For the purposes of this section, Net Worth and number of Equity Shares considered have been adjusted for the Preference Shares.

Following is a comparison of our KPIs with the listed peers:

Name of the Company	Revenue from operations (₹ million) for the Period/Year ended					Gross Profit margin (₹ million) Period/Year ended					Gross Profit margin (%) Period/Year ended				
	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	4,717.79	4,326.09	17,966.95	13,591.76	10,494.55	2,481.22	2,013.23	9,011.81	6,806.24	5,280.32	52.59	46.54	50.16	50.08	50.31
Listed Peers															
Borosil Limited	2,505.63	2,162.26	10,271.21	8,398.62	5,847.69	1,679.63	1,370.76	6,147.13	5,319.40	3,414.57	67.03	63.39	59.85	63.34	58.39
Kokuyo Camlin Limited	2,357.94	1,961.58	7,749.43	5,084.72	4,031.24	882.14	691.18	2,867.10	1,960.05	1,668.11	37.41	35.24	37.00	38.55	41.38
La Opala RG Limited	862.24	821.47	4,523.24	3,226.90	2,112.78	826.04	751.77	3,733.47	2,595.03	1,542.86	95.80	91.52	82.54	80.42	73.03
Stove Kraft Limited	2,977.45	2,750.65	12,838.47	11,363.59	8,589.57	1,099.15	905.34	4,204.24	3,629.46	3,007.16	36.92	32.91	32.75	31.94	35.01
TTK Prestige Limited	5,876.20	6,290.50	27,771.30	27,224.50	21,869.30	2,521.20	2,635.90	11,163.90	11,275.30	9,180.40	42.91	41.90	40.20	41.42	41.98
Linc Limited	1,118.79	979.40	4,867.55	3,549.57	2,566.61	463.89	332.80	1,921.60	1,174.74	839.38	41.46	33.98	39.48	33.10	32.70
Hawkins Cookers Limited	2,034.30	1,977.40	10,057.95	9,580.12	7,684.59	990.80	1,030.00	4,943.97	4,691.89	4,032.62	48.70	52.09	49.15	48.98	52.48
Name of the Company	EBITDA (₹ million) Period/Year ended					EBITDA margin (%) Period/Year ended					EBIT (₹ million) Period/Year ended				
	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021	June 30, 2023	June 30, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Company	1,273.03	1,007.44	4,372.78	3,495.04	2,868.70	26.98	23.29	24.34	25.71	27.34	1,154.87	890.34	3,869.52	3,019.50	2,379.69
Listed Peers															
Borosil Limited	282.53	291.64	1,511.30	1,681.76	991.34	11.28	13.49	14.71	20.02	16.95	121.17	211.55	1,119.17	1,343.41	636.56
Kokuyo Camlin Limited	291.80	136.91	564.47	172.20	91.68	12.38	6.98	7.28	3.39	2.27	249.39	94.59	395.95	(4.74)	(92.34)
La Opala RG Limited	461.97	334.92	1,939.54	1,414.08	764.71	53.58	40.77	42.88	43.82	36.19	402.60	289.78	1,721.94	1,277.47	642.41
Stove Kraft Limited	255.89	201.59	954.97	932.73	1,145.85	8.59	7.33	7.44	8.21	13.34	153.16	135.42	638.12	735.51	1,002.85
TTK Prestige Limited	816.80	860.00	4,041.80	4,609.50	3,678.90	13.90	13.66	14.55	16.93	16.82	669.40	748.40	3,511.40	4,168.00	3,279.20
Linc Limited	144.92	93.15	648.39	244.07	116.27	12.95	9.51	13.32	6.88	4.53	107.61	60.39	507.25	115.86	(10.67)
Hawkins Cookers Limited	312.00	340.90	1,394.94	1,256.21	1,181.29	15.34	17.24	13.87	13.11	15.37	291.50	322.30	1,317.74	1,189.64	1,127.97

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Table with columns: Name of the Company, EBIT margin (%) Period/Year ended (June 30, 2023, June 30, 2022, March 31, 2023, March 31, 2022, March 31, 2021), Return on Capital Employed (%) Period/Year ended (June 30, 2023, June 30, 2022, March 31, 2023, March 31, 2022, March 31, 2021). Rows include Company, Listed Peers (Borosil Limited, Kokuyo Camlin Limited, La Opala RG Limited, Stove Kraft Limited, TTK Prestige Limited, Linc Limited, Hawkins Cookers Limited).

7. Weighted average cost of acquisition ("WACA"), Floor Price and Cap Price

(a) The price per share of our Company based on the primary/new issue of Equity Shares or convertible securities Except as disclosed below, there have been no primary transactions in the last 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre- Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Table with columns: Date of allotment/ transaction, No. of shares, Face value per share (₹), Issue/Transaction price per share (₹), Nature of allotment/ transaction, Nature of consideration, Total consideration (₹ in million). Row: October 10, 2023, 17,231,034, 5, 275.67, Conversion of Preference Shares into Equity Shares, NA, 4,750.00.

Weighted average cost of acquisition (primary transactions) (₹) 275.67 All Preference Shares, i.e., 5,448,190 CCPS and 1,740,393 Series A CCPS which were issued at an issue price of ₹ 660.77 per preference share, have been converted into 13,059,312 Equity Shares and 4,171,722 Equity Shares respectively, on October 10, 2023.

(b) The price per share of our Company based on secondary sale/acquisitions of shares (equity/ convertible securities) There have been no secondary sale/acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group or the Promoter Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction, during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre- Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) Since there are no such transactions to report to under (b), therefore, information for the last five secondary transactions (secondary transactions where Promoter / Promoter Group entities or selling shareholders or shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions, but excluding gifts, is as below:

Table with columns: Date of transfer, No. of equity shares, Face value per equity share (₹), Transaction price per equity share (₹), Nature of transfer, Total consideration (₹). Rows: October 11, 2022, 1, 10, 661, Transfer from Pankaj Ghisulal Rathod to Cello Pens and Stationery Private Limited, 661; October 11, 2022, 1, 10, 661, Transfer from Pradeep Ghisulal Rathod to Cello Pens and Stationery Private Limited, 661.

Weighted average cost of acquisition (secondary transactions) (₹) 220.33 The bonus issue, in the ratio of one Equity Share for every two Equity Shares held by the Shareholders, authorized by a resolution passed by the Shareholders dated February 24, 2023 with the record date as February 21, 2023 has been considered for calculation of weighted average price of Equity Shares.

Pursuant to a sub-division of shares, our Company has sub-divided 65,000,000 equity shares of face value of ₹ 10 each to 130,000,000 Equity Shares of face value of ₹ 5 each, and the same has been considered for calculation of weighted average price of Equity Shares.

(d) Weighted average cost of acquisition, Floor Price and Cap Price

Table with columns: Category of transactions, Weighted average cost of acquisition* (WACA) (in ₹), Floor Price (₹617) is 'X' times the WACA, Cap Price (₹648) is 'X' times the WACA. Row: Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of the Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

For further details, please see the chapter titled "BASIS FOR OFFER PRICE" beginning on page 109 of the RHP.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

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 cases of force majeure, banking strike or similar circumstances, our Company (acting through the IPO Committee) may, in consultation with the BRLMs, 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 BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs"), and such portion, "QIB Portion" provided that our Company (acting through the IPO Committee) may, in consultation with the BRLMs, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds and/or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSSBs and under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please refer to the section titled "Offer Procedure" on page 533 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to and Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/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 Bidders/Applicants' sole risk.

ASBA* | Simple, Safe, Smart way of Application!!!

*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA. Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Bidders and Non Institutional Bidders applying in public issues where the application amount is up to ₹ 500,000 in the Non- Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents and Non-Institutional Bidders also have the option to submit the application directly to the ASBA Bank (SCSSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated September 17, 2021, CBDT Circular No. 7 of 2022 dated March 30, 2022 read with the press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI Mechanism, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 533 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised?Fp=yes&ntmid=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised?Fp=yes&ntmid=43, respectively as updated from time to time. The Abridged Prospectus can also be downloaded from the website of the Company. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Kotak Mahindra Bank Limited and ICICI Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail ID: ipo.upi@npci.org.in.

BOOK RUNNING LEAD MANAGERS: Kotak Investment Banking, ICICI Securities, IIFL SECURITIES, JM FINANCIAL, MOTILAL OSWAL INVESTMENT BANKING. REGISTRAR TO THE OFFER: LINKIntime. COMPANY SECRETARY AND COMPLIANCE OFFICER: Hemangi Trivedi, Cello World Limited. Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the BRLMs.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 36 of the RHP before applying in the Offer. A copy of the RHP has been made available on the website of SEBI at www.sebi.gov.in and is available on the websites of the BRLMs, Kotak Mahindra Capital Company Limited at https://investmentbank.kotak.com, ICICI Securities Limited at www.icicisecurities.com, IIFL Securities Limited at www.iifl.com, JM Financial Limited at www.jmfi.com and Motilal Oswal Investment Advisors Limited at www.motilaloswalgroup.com and the websites of the Stock Exchanges, for BSE at www.bseindia.com and for NSE at www.nseindia.com and the website of the Company at www.corporate.celloworld.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, CELLO WORLD LIMITED: Tel: +91 22 2685 1027; BRLMs: Kotak Mahindra Capital Company Limited, Tel: +91 22 4336 0000; ICICI Securities Limited, Tel: +91 22 6807 7100; IIFL Securities Limited, Tel: +91 22 4646 4728; JM Financial Limited, Tel: +91 22 6630 3030 and Motilal Oswal Investment Advisors Limited, Tel: +91 22 193 4380 and Syndicate Members: JM Financial Services Limited, Tel: +91 6136 3400; Kotak Securities Limited, Tel: +91 022 6218 5410; Motilal Oswal Financial Services Limited, Tel: +91 022 7193 4200 / 022 7193 4263 and at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, SCSSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at all the Designated Branches of SCSSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Almondz Global Securities Ltd.; Anand Rathi Share & Stock Brokers Ltd.; Axis Capital Limited; Centrum Broking Limited; Centrum Wealth Management Ltd.; Choice Equity Broking Private Limited; Dalal & Broacha Stock Broking Private Limited; DB(International) Stock Brokers Ltd.; Eureka Stock & Share Broking Services Ltd.; Eureka Stock & Share Brokers Ltd.; Finwizard Technology Pvt Limited; Globe Capital Markets Ltd.; HDFC Securities Limited; IDBI Capital Markets and Securities Ltd.; IIFL Securities; JM Financial Services Limited; Jobanputra Fiscal Services Private Limited; KJMC Capital Market Services Limited; LKP Securities Limited; Inventure Growth & Securities Ltd.; Nirmal Bang Securities Pvt. Ltd.; NuVama Wealth and Investment Limited (Formerly known as Edelweiss Broking Limited); Prabhudas Liladhar Pvt.Ltd.; Pravin Ratilal Share and Stock Brokers Ltd.; Religare Broking Ltd.; RR Equity Brokers Private Limited; SBICAP Securities Limited; Sharekhan Ltd.; SMC Global Securities Ltd.; SS Corporate Securities Ltd.; Systemax Shares and Stocks (India) Limited; Tradebulls Securities (P) Ltd. and YES Securities (India) Limited.

ESCROW COLLECTION BANK, REFUND BANK AND SPONSOR BANK :Kotak Mahindra Bank Limited. PUBLIC OFFER ACCOUNT BANK AND SPONSOR BANK: ICICI Bank Limited. UPI: UPI Bidders can also Bid through UPI Mechanism. All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For CELLO WORLD LIMITED On behalf of the Board of Directors Sd/- Hemangi Trivedi Company Secretary and Compliance Officer Place: Daman and Diu Date: October 23, 2023

Services Ltd.; Eureka Stock & Share Brokers Ltd.; Finwizard Technology Pvt Limited; Globe Capital Markets Ltd.; HDFC Securities Limited; IDBI Capital Markets and Securities Ltd.; IIFL Securities; JM Financial Services Limited; Jobanputra Fiscal Services Private Limited; KJMC Capital Market Services Limited; LKP Securities Limited; Inventure Growth & Securities Ltd.; Nirmal Bang Securities Pvt. Ltd.; NuVama Wealth and Investment Limited (Formerly known as Edelweiss Broking Limited); Prabhudas Liladhar Pvt.Ltd.; Pravin Ratilal Share and Stock Brokers Ltd.; Religare Broking Ltd.; RR Equity Brokers Private Limited; SBICAP Securities Limited; Sharekhan Ltd.; SMC Global Securities Ltd.; SS Corporate Securities Ltd.; Systemax Shares and Stocks (India) Limited; Tradebulls Securities (P) Ltd. and YES Securities (India) Limited. ESCROW COLLECTION BANK, REFUND BANK AND SPONSOR BANK :Kotak Mahindra Bank Limited. PUBLIC OFFER ACCOUNT BANK AND SPONSOR BANK: ICICI Bank Limited. UPI: UPI Bidders can also Bid through UPI Mechanism. All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For CELLO WORLD LIMITED On behalf of the Board of Directors Sd/- Hemangi Trivedi Company Secretary and Compliance Officer Place: Daman and Diu Date: October 23, 2023

The Equity Shares offered in the Offer have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and may not be offered or sold within 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 state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) under Section 4(a) of the Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.

CONCEPT

Size: 32.9x44cm