(THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT) (THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR SECURITIES. NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.)

MOTISONS JEWELLERS LIMITED

Corporate Identification Number: U36911RJ2011PLC035122

Our Company was originally formed as partnership firm under the name and style of "**M/s MOTISONS JEWELLERS**, pursuant to a deed of partnership dated October 16,1997 as amended time to time. M/s Motisons Jewellers was thereafter converted into a public limited company in the name & style of "**Motisons Jewellers Limited**" on **May 09, 2011** pursuant to the provisions of Companies Act, 1956 and was granted a certificate of incorporation dated May 09, 2011 issued by the Registrar of Companies, Jaipur, Rajasthan ("**ROC**") bearing Corporate Identification Number "**U36911RJ2011PLC035122**". For details of incorporation, change of name and registered office of our company, please refer to chapter titled ***"Our History and Certain Other Corporate Matters"*** beginning on page 193.

Registered & Corporate Office: 270, 271, 272 & 276 Johri Bazar, Jaipur 302003, Rajasthan, India
Corporate Office: SB-110, Motisons Tower, Lalkothi, Tonk Road, Jaipur – 302015, Rajasthan, India
Tel No: +91 – 141 – 4150000 | **Email:** nehajaincs@motisons.com | **Website:** www.motisonsjewellers.com
Contact Person: Ms. Neha Jain, Company Secretary and Compliance Officer

PROMOTERS OF THE COMPANY: SANDEEP CHHABRA, SANJAY CHHABRA, NAMITA CHHABRA AND KAJAL CHHABRA, MOTI LAL SANDEEP CHHABRA (HUF), SANDEEP CHHABRA (HUF), SANJAY CHHABRA (HUF), MOTISONS GLOBAL PRIVATE LIMITED AND MOTISONS ENTERTAINMENT (INDIA) PRIVATE LIMITED

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED MARCH 22, 2023: NOTICE TO THE INVESTORS ("THE ADDENDUM")

INITIAL PUBLIC ISSUE OF UP TO 3,34,71,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE), AGGREGATING UPTO ₹ [●] LAKHS ("THE ISSUE"). THE ISSUE WILL CONSTITUTE [●] % OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY, IN CONSULTATION WITH THE BRLM, MAY CONSIDER A PRE-IPO PLACEMENT OF UP TO 60,00,000 EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ [●] LAKHS, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE ISSUE COMPLYING WITH RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").

This is with further reference to the DRHP dated March 22, 2023 filed by the Company with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges. Potential bidders may note the following:

1. The Company has included ***"Motisons Global Private Limited"*** and ***"Motisons Entertainment (India) Private Limited",*** presently forming part of the Promoter Group as one of **"Promoters of the Issuer Company".** Accordingly, the DRHP, including the section titled ***"Cover Pages", "Definition and Abbreviations", "Summary of the Issue Document", "Risk Factors", "Capital Structure", "Promoter and Promoter Group", "Group Companies"*** and ***"Outstanding Litigation and Material Development"*** beginning on page 2, 26, 35, 89, 220, 228 and 332 has been updated.
2. The section ***"Cover Pages"*** of the has been updated with addition of the name of the new promoters.
3. The Chapter titled ***"Definition and Abbreviations"*** beginning on page 2 of the Draft Red Herring Prospectus has been updated with modification of Promoters Definitions.
4. The Chapter titled "***Summary of the Issue Document***" beginning on page 26 of the Draft Red Herring Prospectus has been updated with modification of certain sections.
5. The Chapter titled ***"Risk Factors"*** beginning on page 35 of the Draft Red Herring Prospectus has been updated with modification of certain risk factors.
6. The Chapter titled ***"Capital Structure"*** beginning on page 89 of the Draft Red Herring Prospectus has been updated with modification in certain sections.
7. The Chapter titled "***Promoter and Promoter Group***" beginning on page 220 of the Draft Red Herring Prospectus has been updated with addition of details of the new promoters.
8. The Chapter titled "***Group Companies***" beginning on page 228 of the Draft Red Herring Prospectus has been updated with deletion of name of new promoters from group companies and modification in certain sections.
9. The Chapter titled "***Outstanding Litigation and Material Development***" beginning on page 332 of the Draft Red Herring Prospectus has been updated with addition of the litigation details of the new promoters.
10. Please note that all other details in, and updates to the Red Herring Prospectus and the Prospectus with respect to financial information of the Company, Issue Price and/or other relevant details will be carried out in the Red Herring Prospectus and the Prospectus, as and when filed with ROC, SEBI and the Stock Exchange.
    The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchange. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

For Motisons Jewellers Limited
On behalf of the Board of Directors

Sd/-
Sanjay Chhabra
Managing Director

Place: Jaipur
Date: July 04, 2023

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
HOLANI CONSULTANTS PRIVATE LIMITED 401-405 & 416-418, 4th Floor, Soni Paris Point, Jai Singh Highway, Bani Park, Jaipur – 302016 **Tel No.:** +91 0141-2203996**;** **Fax No.:** +91 0141-2201259**;** **Email:** ipo@holaniconsultants.co.in**;** **Website:** www.holaniconsultants.co.in**;** **Contact Person:** Mrs. Payal Jain **SEBI Registration No.:** INM000012467 **Investor Grievance E-mail:** complaints.redressal@holaniconsultants.co.in	**LINK INTIME INDIA PRIVATE LIMITED** C – 101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India **Tel:** +91 22 49186200 **Fax:** +91 22 49186195 **Website:** www.linkintime.co.in **Email:** motisons.ipo@linkintime.co.in **Investor Grievance ID:** motisons.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

ISSUE PROGRAMME		
ANCHOR INVESTOR BID / ISSUE PERIOD: [●]*	**BID/ISSUE OPENS ON: [●]**	**BID/ISSUE CLOSES ON: [●]****

*Our Company, in consultation with the BRLM may 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/Issue Opening Date.

** Our Company, in consultation with the BRLM may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Company Related Term

Term	Description
"Promoter" or "Promoters" or "Our Promoters"	The Promoters of our company, being **Mr. Sandeep Chhabra, Mr. Sanjay Chhabra, Mrs. Namita Chhabra, Mrs. Kajal Chhabra, Moti Lal Sandeep Chhabra HUF, Sandeep Chhabra HUF, Sanjay Chhabra HUF, Motisons Global Private Limited and Motisons Entertainment (India) Private Limited.** For details, see "***Our Promoters and Promoter Group***" on page 220**.**

SECTION II - SUMMARY OF THE ISSUE DOCUMENT

NAME OF THE PROMOTERS

Our Promoters are Mr. Sandeep Chhabra, Mr. Sanjay Chhabra, Mrs. Namita Chhabra and Mrs. Kajal Chhabra, Moti Lal Sandeep Chhabra (HUF), Sandeep Chhabra (HUF), Sanjay Chhabra (HUF), Motisons Global Private Limited and Motisons Entertainment (India) Private Limited. For further details, see ***"Our Promoters and Promoter Group"*** beginning on page 220.

AGGREGATE PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AND THE SELLING SHAREHOLDERS

There are no selling shareholders in our Company. The aggregate pre-Issue shareholding of our Promoters and Promoter Group as a percentage of the pre-Issue paid-up Equity Share capital of our Company is set out below:

S. No.	Name of shareholder	Pre-Issue	
		Number of Equity Shares	Percentage of Equity Share capital (%) on a fully diluted basis**
(A)	**Promoter**		
1.	Motisons Global Private Limited	1,82,85,000	28.143%
2.	Sanjay Chhabra	1,42,35,000	21.908%
3.	Motisons Entertainment (India) Private Limited	73,60,000	11.327%
4.	Moti Lal Sandeep Chhabra HUF (Sandeep Chhabra, Karta)	64,20,000	9.881%
5.	Sandeep Chhabra	63,55,000	9.781%
6.	Namita Chhabra	60,80,000	9.357%
7.	Sandeep Chhabra HUF (Sandeep Chhabra, Karta)	40,00,000	6.156%
8.	Sanjay Chhabra HUF (Sanjay Chhabra, Karta)	17,50,000	2.693%
9.	Kajal Chhabra	4,50,000	0.693%
Total (A)		**6,49,35,000**	**99.939%**
(B)	**Promoter Group**		
1.	Laksh Chhabra	20,000	0.031%
2.	Prakkhar Chhabra	10,000	0.015%
3.	Kaustubh Chhabra	10,000	0.015%
Total (B)		**40,000**	**0.061%**
TOTAL (A+B)		**6,49,75,000**	**100%**

SUMMARY OF OUTSTANDING LITIGATION

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "***Outstanding Litigation and Material Developments***" in terms of the SEBI ICDR Regulations is provided below.

For further details, see "***Outstanding Litigations and Material Developments***" on page 332.

(₹ in Lakhs)

Type of Proceedings	Number of cases	Amount*
Cases against our Company		
Criminal proceedings	NIL	NIL
Actions by statutory or regulatory authorities	1	Not ascertainable
Claims related to direct and indirect taxes	9^	139.93^
Other pending material litigation proceedings**	NIL	NIL
Total	**10**	**139.93**

Type of Proceedings	Number of cases	Amount*
Cases by our Company		
Criminal proceedings	NIL	NIL
Other pending material litigation proceedings**	NIL	NIL
Total	**NIL**	**NIL**
Cases against our Promoters		
Criminal proceedings	NIL	NIL
Actions by statutory or regulatory authorities	NIL	NIL
Claims related to direct and indirect taxes	64^^	6,363.26#
Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange	3##	Not ascertainable
Other pending material litigation proceedings**	NIL	NIL
Total	**67**	**6,363.26**
Cases by our Promoters		
Criminal proceedings	NIL	NIL
Other pending material litigation proceedings**	1	Not ascertainable
Total	**1**	**Not ascertainable**
Cases against our Directors (other than promoters)		
Criminal proceedings	NIL	NIL
Actions by statutory or regulatory authorities	NIL	NIL
Claims related to direct and indirect taxes	2	0.81
Other pending material litigation proceedings**	NIL	NIL
Total	**2**	**0.81**
Cases by our Directors (other than promoters)		
Criminal proceedings	NIL	NIL
Other pending material litigation proceedings**	NIL	NIL
Total	**NIL**	**NIL**

**To the extent quantifiable and ascertainable*

*** Based on Materiality Policy*

^ 3 proceedings reported are based on notices issued by the Income Tax department for which the amount of demand is not quantifiable at this stage.

^^(i) Proposed addition to income of ₹ 209.67 Lakh has been challenged before the Hon'ble High Court of Rajasthan vide *SB Civil Writ Petition No. 12272/2021 and 12274/2021 which are pending. (ii) Writ no. 12278/2021 filed before Hon'ble High Court of Rajasthan in the case of Sandeep Chhabra vs Assistant Commissioner of Income Tax, against the show cause notice issued by the Income Tax department under section 148A(b) of Income Tax Act, 1961 has now become infructuous as the department itself has dropped the proceedings for issuance of show cause notice under section 148 of Income Tax Act vide order no. ITBA/COM/F/17/2022-23/1044184696(1) dated 27.07.2022 passed under section 148A(d) of Income Tax Act. However, since the status of the matter is pending before Hon'ble High Court of Rajasthan, it has been included with NIL amount.*

 # Amount includes ₹ 3129.10 Lakhs under dispute before Hon'ble Supreme Court on account of appeals filed by the income tax department against orders of Hon'ble High Court wherein matters were decided in favour of the Promoters by the Hon'ble High Court. Further, amount does not include unquantifiable demand with respect to assessments pending under Section 147 read with 148/148A of Income Tax Act, 1961 having proposed addition of ₹ 1,325.42 Lakhs.

##(i) Notice dated January 05, 2022 issued to our Promoters, Mr. Sanjay Chhabra, Mr. Sandeep Chhabra and Mrs. Kajal Chhabra respectively has been counted as 3 separate matters. (ii) Since the penalty imposed vide Adjudication orders Ref no.: Order/KS/PP-AS/2021-22/11607 and Order/KS/PP-AS/2021-22/11608 on our Promoters Sanjay Chhabra and Sandeep Chhabra has already been paid, it is not reflected as outstanding litigation in this table.

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving Group Company which will have a material impact on our Company.

SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transaction for the period ended on September 30, 2022 and during the FY 2021-22, 2020-21 and 2019-20 based on Restated Financial Statements are given as under:

(₹ in Lakhs)

Sr No.	Name of Party	Nature of Relation	Nature of Transaction	Amount O/s as on 30-09-2022 Payable / (Receivable)	Amount of Transaction debited in 01-04-2022 to 30-09-2022	Amount of Transaction credited in 01-04-2022 to 30-09-2022	Amount O/s as on 31-03-2022 Payable / (Receivable)	Amount of Transaction debited in 01-04-2021 to 31-03-2022	Amount of Transaction credited in 01-04-2021 to 31-03-2022	Amount O/s as on 31-03-2021 Payable / (Receivable)	Amount of Transaction debited in 2020-21	Amount of Transaction credited in 2020-21	Amount O/s as on 31-03-2020 Payable / (Receivable)
1	Motisons Global Private Limited	Promoter	Rent paid (excl. TDS)	239.06	113.28	56.90	182.68	192.00	176.64	167.32	192.00	92.64	67.96
			Electricity exp	-	30.68	31.78	1.10	46.38	47.82	2.55	45.33	42.78	-
			Guarantee Commission (excl. TDS)	29.28	-	5.00	24.28	0.95	10.00	15.23	6.13	10.00	11.35
2	Godawari Estates Private Limited	Associate	Interest (excl. TDS)	239.56	72.69	7.27	174.14	59.51	5.95	120.58	61.88	4.64	63.34
			Unsecured Loan	1,697.09	451.00	1,526.50	621.59	779.15	1,384.40	16.34	1,459.15	480.00	995.49
3	Motisons Buildtech Private Limited	Associate	Rent for Accommodation paid	-	-	-	-	-	0.08	0.08	4.16	4.09	-
4	Shivansh Buildcon Private Limited	Associate	Rent paid (excl. TDS)	11.43	5.31	0.45	6.57	9.00	16.39	13.96	9.00	(0.91)	4.05
5	Motisons Shares Private Limited (MG-17657)	Associate	Sales	(0.44)	0.44	-	-	-	-	-	0.87	0.36	0.51
6	Gun Sagar Builders Private Limited	Director relative is Director and Shareholder in the Company	Interest Received	-	-	-	-	10.66	10.25	0.41	0.03	0.44	-
			Guarantee Fees	0.97	-	0.97	-	-	-	-	-	-	-
			Payments				-	300.00	-	(300.00)	-	300.00	-
7	Sanjay Chhabra	Shareholder and Vice Chairman & MD	Loan	1,060.04	475.50	190.75	1,344.79	-	45.00	1,299.79	-	-	1,299.79
			Rent paid (excl. TDS)	17.60	-	5.57	12.03	11.14	11.42	12.31	11.14	10.86	12.03
			Salary	(0.82)	21.00	18.23	(3.60)	42.00	44.29	(1.30)	34.50	36.29	0.49
			Interest Paid	73.06	70.35	7.04	9.74	148.07	141.00	2.66	191.67	189.01	-
			Guarantee fees	5.13	-	0.97	4.16	0.22	4.38	-	-	-	-
8	Sandeep Chhabra	Shareholder and Chairman & MD	Interest Paid	286.69	219.17	21.92	89.44	387.55	457.83	159.72	399.18	239.46	-
			Rent paid (excl. TDS)	9.30	-	2.94	6.36	5.89	6.03	6.51	5.89	5.74	6.36
			Salary	(0.82)	21.00	18.23	(3.60)	42.00	44.29	(1.30)	34.50	36.29	0.49
			Loan	3,746.05	58.64	401.75	3,402.95	-	19.68	3,383.27	-	-	3,383.27
			Guarantee fees	12.39	-	3.48	8.91	0.47	9.38	-	-	-	-
9	Kajal Chhabra		Loan	755.95	97.50	-	853.42	50.00	50.00	853.42	-	-	853.42

Sr No.	Name of Party	Nature of Relation	Nature of Transaction	Amount O/s as on 30-09-2022 Payable / (Receivable)	Amount of Transaction debited in 01-04-2022 to 30-09-2022	Amount of Transaction credited in 01-04-2022 to 30-09-2022	Amount O/s as on 31-03-2022 Payable / (Receivable)	Amount of Transaction debited in 01-04-2021 to 31-03-2022	Amount of Transaction credited in 01-04-2021 to 31-03-2022	Amount O/s as on 31-03-2021 Payable / (Receivable)	Amount of Transaction debited in 2020-21	Amount of Transaction credited in 2020-21	Amount O/s as on 31-03-2020 Payable / (Receivable)
		Shareholder and Director	Interest Paid	135.65	10.75	53.75	92.65	104.45	10.45	(1.36)	73.52	74.88	-
			Reimbursement of Expense	26.60	-	26.60	-	-	-	-	-	-	-
			Guarantee fees	5.13	-	0.97	4.16	0.22	4.38	-	-	-	-
			Rent paid (excl. TDS)	3.68	-	1.31	2.36	2.63	2.69	2.43	2.63	2.56	2.36
10	Namita Chhabra	Shareholder and Director	Purchase	-	-	-	-	-	-	-	-	-	-
			Interest Paid	387.40	98.95	19.79	308.24	179.89	17.99	146.34	124.55	9.34	31.13
			Loan	1,252.77	100	-	1,352.77	-	-	1,352.77	-	-	1,352.77
			Rent paid (excl. TDS)	7.35	-	2.63	4.73	5.25	5.38	4.86	5.25	5.12	4.73
			Guarantee fees	5.13	-	0.97	4.16	0.22	4.38	-	-	-	-
11	Kamal Chand Jain	Shareholder and Director	Guarantee fees	0.97	-	0.97	-	-	-	-	-	-	-
			Sales	-	-	-	-	-	-	-	-	-	-
12	Moti Lal Sandeep Chhabra HUF	Shareholder & HUF of Director	Guarantee Fees	0.97	-	0.97	-	-	-	-	-	-	-
			Rent paid (excl. TDS)	9.84	35.40	29.40	3.84	60.00	75.01	18.85	60.00	47.15	6.00
13	Anurag Jain	Relative of Promoter	Sales	-	-	-	-	0.15	0.15	-	0.02	0.02	-
14	Asha Kala	Relative of Promoter	Sales	-	-	-	-	-	-	-	-	0.06	(0.06)
15	Kala Sports	Relative of Promoter	Sales	-	-	-	-	-	-	-	-	-	-
16	Kavita V Jain	Relative of Promoter	Sales	-	-	-	-	-	-	-	0.62	0.62	-
17	Mahendra Kumar Patni	Relative of Promoter	Guarantee Fees	0.97	-	0.97	-	-	-	-	-	-	-
			Sales	-	-	-	-	-	-	-	-	-	-
18	Prakkhar Chhabra	Relative of Promoter	Sales	-	-	-	-	-	-	-	-	-	-
19	Seema Jain	Relative of Promoter	Sales	-	-	-	-	-	-	-	18.36	18.36	-
20	Nirmala Jain	Relative of Promoter	Sales	-	-	-	-	-	-	-	-	-	-
21	Nirmal Gangwal	Relative of Promoter	Guarantee Fees	0.97	-	0.97	-	-	-	-	-	-	-
22	Saarvam Industries LLP	Relative of Promoter	Sales	-	-	-	-	0.10	0.10	-	-	-	-
23	Kalpsagar Private Limited	Associate	Loan	-	-	-	-	-	-	-	-	-	-
			Interest	-	-	-	-	-	-	-	-	-	-
24	Laksh Chhabra	Shareholder and Joint Managing Director	Remuneration	-	1.50	1.50	-	-	-	-	-	-	-
25	Kaustubh Chhabra	Shareholder and CFO	Remuneration	-	1.50	1.50	-	-	-	-	-	-	-

For details of related party transactions for the period ended on September 30, 2022 and during the FY 2021-22, 2020-21 and 2019-20, see "***Restated Financial Statements – Note 42 - Related Party Disclosures***" and on pages 285-286.

WEIGHTED AVERAGE PRICE AT WHICH SPECIFIED SECURITIES WERE ACQUIRED BY THE PROMOTERS AND SELLING SHAREHOLDERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

There are no selling shareholders in our Company. The weighted average price at which Equity Shares were acquired by our Promoters in last one year preceding the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name	Number of Equity Shares acquired	Weighted Average Price of acquisition per Equity Share (in ₹) #
Promoters			
1.	Sandeep Chhabra	NIL	NIL
2.	Sanjay Chhabra	NIL	NIL
3.	Namita Chhabra*	20,000	NIL
4.	Kajal Chhabra*	20,000	NIL
5.	Moti Lal Sandeep Chhabra HUF	NIL	NIL
6.	Sandeep Chhabra HUF	NIL	NIL
7.	Sanjay Chhabra HUF	NIL	NIL
8.	Motisons Global Private Limited	NIL	NIL
9.	Motisons Entertainment (India) Private Limited	NIL	NIL

**Shared acquired as mention above related to Namita Chhabra and Kajal Chhabra are acquired by way of gift.*
#As certified by M/s Keyur Shah & Co, Chartered Accountants, our Statutory Auditor pursuant to their certificate dated June 26, 2023.

AVERAGE COST OF ACQUISITION FOR SHARE FOR PROMOTERS & SELLING SHAREHOLDERS

There are no selling shareholders in our company. The average cost of acquisition of Equity Shares for Promoters as on the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹) #
Promoters			
1.	Sandeep Chhabra	63,55,000	4.30
2.	Sanjay Chhabra	1,42,35,000	7.31
3.	Namita Chhabra	60,80,000	10.00
4.	Kajal Chhabra	4,50,000	10.00
5.	Moti Lal Sandeep Chhabra HUF	64,20,000	10.00
6.	Sandeep Chhabra HUF	40,00,000	10.00
7.	Sanjay Chhabra HUF	17,50,000	10.00
8.	Motisons Global Private Limited	1,82,85,000	10.00
9.	Motisons Entertainment (India) Private Limited	73,60,000	10.00

 # As certified by M/s Keyur Shah & Co, Chartered Accountants, our Statutory Auditor pursuant to their certificate dated June 26, 2023.

For further details of the average cost of acquisition of our Promoters, see "***Capital Structure – Build-up of Equity Shareholding of our Promoters in our Company***" on page 96.

SECTION – III

RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in the Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares but also for the industry in which we operate or to India and other jurisdictions we operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Restated Financial Statements" and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** *on pages 134, 162, 234 and 302, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see ***"Forward-Looking Statements"*** *on page 24. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see* ***"Restated Financial Statements"*** *on page 234. Unless the context otherwise requires, in this section, references to "we", "us", "our", the Company" or "our Company" refers to Motisons Jewellers Limited.*

INTERNAL RISKS RELATED TO OUR BUSINESS

1. ***Four (4) of our Promoters, Sanjay Chhabra, Sandeep Chhabra, Kajal Chhabra and Motisons Entertainment (India) Private Limited and three (3) members of our Promoter Group, Motisons Shares Private Limited, Motisons Commodities Private Limited and Bholenath Real Estate Private Limited, are involved in proceedings involving SEBI and/or the Stock Exchange and other regulatory authorities. In the event SEBI or any other regulatory authority passes any unfavorable order imposing a penalty or debarment of the four (4) promoters or three (3) members of our Promoter Group from accessing the capital market, the same may have an impact on the business and reputation of our Company.***

Four (4) of our Promoters and three (3) of the members of our Promoter Group are involved in proceedings involving SEBI and/or Stock Exchanges and other regulatory authorities. The details of the proceedings, along with their status as on the date and impact on our Company is as under:

S. No.	Name of the Promoter/ member of Promoter Group	Date	Case Details	Regulatory/ Statutory body involved	Present Status	Specific Impact on the Issuer Company
1.	Sanjay Chhabra, Sandeep Chhabra and Kajal Chhabra	05.01.2022	our Promoters had received notices from the Investigations Department of SEBI seeking relevant supporting documents such as, bank statement, proof of payment/receipt, etc. pursuant to trades conducted by each of them in the scrip of a listed company, "*Pincon Lifestyles Limited ("**List Co.**")",* latest by January 15, 2022 and was advised to submit the consideration received by each of them from the transferees of shares of List Co. to SEBI. The said notice was also issued for a member of our Promoter Group Late Mrs. Vimla Devi Jain. Another notice was issued by SEBI to our Promoters for submission of the reply, along with relevant supporting documents latest by February 24, 2022. Our Promoters have filed their replies to the abovesaid notice *vide* separate letters dated 22.11.2022. Further, it was intimated to SEBI vide a mail that Late Mrs. Vimla Devi Jain has passed away on March 18, 2018. As on the date of this Draft Red Herring Prospectus, no response to said letters dated 22.11.2022 has been received by any of Promoters from the SEBI.	Investigations Department of SEBI	Pending	In the event SEBI is not satisfied with the reply or has made a prima facie determination that our Promoters are in breach of law, SEBI may initiate regulatory proceedings against them through imposition of monetary penalty, debarment from accessing capital markets, restrictions on undertaking certain activities, etc. The nature of action that may be taken by SEBI pursuant to an adverse determination in a regulatory proceeding would depend on the nature of proceedings initiated by SEBI. If our Promoters receive further information requests/ directions in the future or in case any proceedings are initiated or adversely determined against them, it could have an adverse impact on such Promoters including loss of reputation and diversion of their attention from our Company, or other recourses. This will impact the business and reputation of our Company.
2.	Motisons Entertainment (India) Private Limited	20.04.2022, 26.05.2022, 23.06.2023 and 26.06.2023	Our Promoter, Motisons Entertainment (India) Private Limited ("**MEIPL**") has received orders dated 20.04.2022 and 26.05.2022 under Section 91 of the Criminal Procedure Code, 1973 from Bank Securities Fraud Branch, Central Bureau of Investigation, Mumbai ("**CBI**") for production of certain document/article in relation to a loan transaction undertaken by MEIPL with a public limited company Trimax IT	Bank Securities Fraud Branch, Central Bureau of Investigation, Mumbai (**CBI**)	Pending	If our Promoter receive further information request(s) or / direction(s) in the future and in case any proceeding(s) is initiated and adversely determined against our Promoter, it could have an adverse impact on such Promoters including loss of reputation and

S. No.	Name of the Promoter/ member of Promoter Group	Date	Case Details	Regulatory/ Statutory body involved	Present Status	Specific Impact on the Issuer Company
			Infrastructure & Services Ltd. ("**TIISL**"). The said notices have been issued to MEIPL for the purpose of an ongoing investigation being made by CBI in a criminal case no. RC0772021E0002 registered on the basis of a complaint received from State Bank of India and 8 consortium banks against "**TIISL**" and other unknown entities/persons for offences under Section 120-B r/w Section 420 of the Indian Penal Code, 1860 and Section 13(2) read with Section 13(1)(d) of Prevention of Corruption Act, 1988, alleging a fraud against **"TIISL"** causing loss of Rs. 862.06 crores in respect of various credit limits sanctioned to "**TIISL"** by 9 consortium banks between 2009 and 2017. The MEIPL has submitted its reply and submitted documents to the CBI pursuant to aforesaid notices dated 20.04.2022 and 26.05.2022 *vide* its letter dated 11.05.2022 and 06.06.2022 respectively. Further, MEIPL has received a notice dated 23.06.2023 from CBI under Section 160 of the Criminal Penal Code, 1973, requiring it to be present before Dy. Superintendent of Police, CBI on 29.06.2023 for purpose of answering certain question relating to investigation in aforesaid criminal case against TIISL. MEIPL has requested more time for the said meeting as the director of MEIPL has fallen sick. Meanwhile, a notice dated 26.06.2023 has been issued to MEIPL by the CBI under Section 91 of the Criminal Procedure Code, 1973 for production of more documents/articles and clarifications. MEIPL is yet to produce the documents and replies to said notice. For avoidance of any doubt, it is clarified that the abovementioned notices u/s 91 of CrPC and notices u/s 160 of CrPC has been issued to MEIPL merely for the purpose of investigation in the aforesaid criminal case and MEIPL has not been alleged to be involved/charged with any of the offence relating to said criminal case currently pending before the CBI.			diversion of its attention from our Company, or other recourses. This may impact the business and reputation of our Company.
3.	Bholenath Real Estate Private Limited	20.04.2022, 23.06.2023, and 26.06.2023	Our Group Company & member of Promoter Group, Bholenath Real Estate Private Limited **("BREPL")** has received orders dated 20.04.2022 under Section 91 of the Criminal Procedure Code, 1973 from Bank Securities Fraud Branch, Central Bureau of Investigation, Mumbai **("CBI")** for production of certain document/article in relation to a loan transaction undertaken by BREPL with a public limited company Trimax IT Infrastructure & Services Ltd. **("TIISL").** The said notice has been issued to BREPL for the purpose of an ongoing investigation being made by CBI in a criminal case no. RC0772021E0002 registered on the basis of a complaint received from State Bank of India and 8 consortium banks against "TIISL" and other unknown entities/persons for offences under Section 120-B r/w Section 420 of the Indian Penal Code, 1860 and Section 13(2) read with Section 13(1)(d) of Prevention of Corruption Act, 1988, alleging a fraud against "TIISL" causing loss of Rs. 862.06 crores in respect of various	Bank Securities Fraud Branch, Central Bureau of Investigation, Mumbai (**CBI**)	Pending	In case any proceeding(s) is initiated against BREPL in relation to investigation in said criminal case before CBI and said matter is adversely determined against BREPL, it could have an adverse impact on the business and reputation of the Company.

S. No.	Name of the Promoter/ member of Promoter Group	Date	Case Details	Regulatory/ Statutory body involved	Present Status	Specific Impact on the Issuer Company
			credit limits sanctioned to "TIISL" by 9 consortium banks between 2009 and 2017. The BREPL has submitted its reply and submitted documents to the CBI pursuant to the aforesaid notice dated 20.04.2022 vide its letter dated 11.05.2022. Further BREPL has received notice dated 23.06.2023 from CBI under Section 160 of the Criminal Penal Code, 1973, requiring it to be present before Dy. Superintendent of Police, CBI on 29.06.2023 for purpose of answering certain question relating to investigation in aforesaid criminal case against TIISL. BREPL has requested more time for the said meeting as the director of BREPL has fallen sick. Meanwhile, notice dated 26.06.2023 has been issued to BREPL by the CBI under Section 91 of the Criminal Procedure Code, 1973 for production of certain more documents/articles and clarifications. The BREPL is yet to produce the documents and their replies to said notices. For avoidance of any doubt, it is clarified that the abovementioned notices u/s 91 of CrPC and notices u/s 160 of CrPC has been issued to BREPL merely for the purpose of investigation in the aforesaid criminal case and BREPL has not been alleged to be involved/charged with any of the offence relating to said criminal case currently pending before the CBI.			
4.	Motisons Shares Private Limited	27.01.2023	National Stock Exchange of India Limited **("NSEIL")** has issued a show cause notice bearing no. NSE/INSP/CMFOCDS/LPI/22-23/12981/2022-22605 to our Promoter Group Company, which is a registered trading member of the NSEIL, for alleged misuse of client's funds and reporting of incorrect data in violation of Regulation 4.5.3(e) of NSEIL Regulations (CM and F&O Segments) and Exchange circular no. NSE/INSP/33276 dated 27.09.2016 and was called to show cause with documentary evidence as to why a disciplinary action should not be initiated against it under Rule 1 and Rule 2 of Chapter IV of NSEIL Rules, which includes expulsion or suspension or withdrawal of all or any membership rights, and Chapter XII of NSE Byelaws. The company has filed its reply to said notice vide mail dated 16.02.2023. As on the date of this Draft Red Herring Prospectus, no response to said letter has been received by Motisons Shares Private Limited from the NSEIL.	National Stock Exchange of India Limited (NSEIL)	Pending	In the event NSEIL takes any adverse actions against the promoter group company or its directors imposing penalty or debarring promoter group company or its directors from accessing capital market, the same may have impact on the business and reputation of the Issuer Company, as the Promoters and directors in Issuer Company, Sanjay Chhabra and Sandeep Chhabra are also directors in Motisons Shares Private Limited. Further, any such debarment before completion of the Issue, will make the Issuer Company ineligible to undertake the Issue as per Regulation 5 of SEBI (ICDR) Regulations.
5.	Motisons Shares Private Limited	25.08.2022 and 08.12.2022 28.09.2022	The offsite-inspection conducted during August, 2022, by **NSEIL** vide its letters dated 25.08.2022, and 08.12.2022 relating to incorrect data uploaded by the member w.r.t Client Level Holding Statement, Cash & Cash Equivalent Balances and Bank Account Balances by members on a weekly basis. The replies to abovesaid letters have been filed vide mail dated 03.02.2023 and 31.01.2023, respectively. Similar inspection was conducted in September 2022, in relation to which some observations were received from **NSEIL** vide its letters dated 28.09.2022 and 29.09.2022 relating to shortfall of clients funds and incorrect reporting of cash & cash	National Stock Exchange of India Limited (NSEIL)	Pending	In the event NSEIL takes any adverse actions against the promoter group company or its directors imposing penalty or debarring from accessing capital market, the same may have impact on the business and reputation of our Company, as the Promoters and directors of our Company, Sanjay Chhabra and Sandeep Chhabra are also directors in Motisons Shares Private Limited. Further, any such debarment before completion of the

S. No.	Name of the Promoter/ member of Promoter Group	Date	Case Details	Regulatory/ Statutory body involved	Present Status	Specific Impact on the Issuer Company
		and 29.09.2022	equivalent balance. Motisons Shares Private Limited has filed its replies to said notices vide its letter dated 02.02.2023 and mail dated 29.12.2022 respectively. Neither any response has been received nor any adverse action is taken against the company in relation to any of the abovesaid letters as on the date of this Draft Red Herring Prospectus.			Issue, will make our Company ineligible to undertake the Issue as per Regulation 5 of SEBI (ICDR) Regulations.
6.	Motisons Shares Private Limited and Motisons Commodities Private Limited	12.12.2022	An inspection of books, records and other relevant documents of Our Promoter Group Companies was carried out by joint team of **SEBI** and **NSEIL** during October 13 to 24, 2022. In pursuance of the same, SEBI vide its separate letters dated 12.12.2022 has given various observations of SEBI and NSEIL and advised to provide their comments and explanations to the same. Motisons Commodities Private Limited has filed its reply vide its letter dated 22.12.2022 and Motisons Shares Private Limited has also filed its response vide letter dated 26.12.2022. As on the date of this Draft Red Herring Prospectus, neither any response has been received nor any adverse action is taken against our promoter group companies in relation to observations made under the abovesaid letters.	SEBI and NSEIL	Pending	In the event NSEIL or SEBI takes any adverse actions against the promoter group company or its directors imposing penalty or debarring from accessing capital market, the same may have impact on the business and reputation of the Issuer Company, as the Promoters and directors in Issuer Company, Sanjay Chhabra and Sandeep Chhabra are also directors in Motisons Shares Private Limited. Further, any such debarment before completion of the Issue, will make the Issuer Company ineligible to undertake the Issue as per Regulation 5 of SEBI (ICDR) Regulations.
7.	Motisons Shares Private Limited	01.03.2023	In furtherance of offsite inspection conducted during December, 2022 of Our Promoter Group Company, NSE has issued letter of observation containing observations relating to non-settlement of funds of inactive clients and delayed settlement of client's fund and indicative applicable penalties / actions which is leviable against each observation. The company has filed its reply on April 06, 2023 to said observations vide letter dated March 14, 2023. No further communication has been received after the reply.	NSE	Pending	In the event NSE takes any adverse actions against the promoter group company or its directors imposing penalty or debarring from accessing capital market, the same may have impact on the business and reputation of the Issuer Company, as the Promoters and directors in Issuer Company, Sanjay Chhabra and Sandeep Chhabra are also directors in Motisons Shares Private Limited. Further, any such debarment before completion of the Issue, will make the Issuer Company ineligible to undertake the Issue as per Regulation 5 of SEBI (ICDR) Regulations.

2. ***Our Company, Promoters and Directors are involved in certain legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company, Promoters and Directors are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to our Company, our Promoters and Directors as on the date of this Draft Red Herring Prospectus has been provided below in accordance with the Materiality Policy adopted by our Board. For details, see "***Outstanding Litigation and Material Developments***" on page 332.

(₹ in Lakhs)

Type of Proceedings	Number of cases	Amount*
Cases against our Company		
Criminal proceedings	NIL	NIL
Actions by statutory or regulatory authorities	1	Not ascertainable
Claims related to direct and indirect taxes	9^	139.93^
Other pending material litigation proceedings**	NIL	NIL
Total	**10**	**139.93**
Cases by our Company		
Criminal proceedings	NIL	NIL
Other pending material litigation proceedings**	NIL	NIL
Total	**NIL**	**NIL**
Cases against our Promoters		
Criminal proceedings	NIL	NIL
Actions by statutory or regulatory authorities	NIL	NIL
Claims related to direct and indirect taxes	64^^	6,363.26#
Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange	3##	Not ascertainable
Other pending material litigation proceedings**	NIL	NIL
Total	**67**	**6,363.26**
Cases by our Promoters		
Criminal proceedings	NIL	NIL
Other pending material litigation proceedings**	1	Not ascertainable
Total	**1**	**Not ascertainable**
Cases against our Directors (other than promoters)		
Criminal proceedings	NIL	NIL
Actions by statutory or regulatory authorities	NIL	NIL
Claims related to direct and indirect taxes	2	0.81
Other pending material litigation proceedings**	NIL	NIL
Total	**2**	**0.81**
Cases by our Directors (other than promoters)		
Criminal proceedings	NIL	NIL
Other pending material litigation proceedings**	NIL	NIL
Total	**NIL**	**NIL**

**To the extent quantifiable and ascertainable*

*** Based on Materiality Policy*

^ 3 proceedings reported are based on notices issued by the Income Tax department for which the amount of demand is not quantifiable at this stage.

^^(i) Proposed addition to income of ₹ 209.67 Lakh has been challenged before the Hon'ble High Court of Rajasthan vide *SB Civil Writ Petition No. 12272/2021 and 12274/2021 which are pending. (ii) Writ no. 12278/2021 filed before Hon'ble High Court of Rajasthan in the case of Sandeep Chhabra vs Assistant Commissioner of Income Tax, against the show cause notice issued by the department under section 148A(b) of Income Tax Act has now become infructuous as the department itself has dropped the proceedings for issuance of show cause notice under section 148 of Income Tax Act vide order no. ITBA/COM/F/17/2022-*

23/1044184696(1) dated 27.07.2022 passed under section 148A(d) of Income Tax Act. However, since the status of the matter is pending before Hon'ble High Court of Rajasthan, it has been included with NIL amount.
 # Amount includes ₹ 3129.10 Lakhs under dispute before Hon'ble Supreme Court on account of appeals filed by the income tax department against orders of Hon'ble High Court wherein matters were decided in favour of the Promoters by the Hon'ble High Court. Further, amount does not include unquantifiable demand with respect to assessments pending under Section 147 read with 148/148A of Income Tax Act, 1961 having proposed addition of ₹ 1,325.42 Lakhs.
##(i) Notice dated January 05, 2022 issued to our Promoters, Mr. Sanjay Chhabra, Mr. Sandeep Chhabra and Mrs. Kajal Chhabra respectively has been counted as 3 separate matters. (ii) Since the penalty imposed vide Adjudication orders Ref no.: Order/KS/PP-AS/2021-22/11607 and Order/KS/PP-AS/2021-22/11608 on our Promoters Sanjay Chhabra and Sandeep Chhabra has already been paid, it is not reflected as outstanding litigation in this table.

SECTION – IV INTRODUCTION

CAPITAL STRUCTURE

Build-up of Promoter's shareholding, Minimum Promoter's Contribution and lock-in

As on the date of this Draft Red Herring Prospectus, our promoters, **Sandeep Chhabra, Sanjay Chhabra, Namita Chhabra, Kajal Chhabra, Sandeep Chhabra HUF, Sanjay Chhabra HUF, Moti Lal Sandeep Chhabra HUF, Motisons Global Private Limited and Motisons Entertainment (India) Private Limited** holds **63,55,000** Equity Shares, **1,42,35,000** Equity Shares, **60,80,000** Equity Shares, **4,50,000** Equity Shares, **40,00,000** Equity Shares, **17,50,000** Equity Shares, **64,20,000** Equity Shares, **1,82,85,000** Equity Shares and **73,60,000** Equity Shares respectively, equivalent to **9.781%, 21.908%, 9.357%, 0.693% 6.156%, 2.693%**, **9.881%, 28.143%** and **11.327%** respectively of the Equity Share capital of our Company on a fully diluted basis and for further details, see the chapter titled "***Our Promoters and Promoter Group***" beginning on page 220. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment / acquisition of such Equity Shares.

As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by any of our Promoters are pledged.

a) Build-up of the Equity Shareholding of our Promoters in our Company

1) The details regarding the build-up of the Equity Shares held by **Sandeep Chhabra** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity capital (%)	Percentage of the post - Issue Equity capital (%)
On Incorporation	4,50,000	Initial subscription to MOA	Other than Cash	10/-	10/-	0.693%	[●]
December 15, 2011	15,00,000	Preferential Issue of Equity Shares	Cash	10/-	10/-	2.309%	[●]
February 25, 2012	4,60,000	Acquired by way of transfer from Motisons Global Private Limited	Cash	10/-	10/-	0.708%	[●]
March 01, 2012	3,20,000	Acquired by way of transfer from Motisons Global Private Limited	Cash	10/-	10/-	0.492%	[●]
October 01, 2018	36,25,000	Acquired by way of transmission from Mrs. Vimla Devi Jain	Other than Cash	10/-	-	5.579%	[●]
TOTAL	**63,55,000**					**9.781%**	**[●]**

2) The details regarding the build-up of the Equity Shares held by **Sanjay Chhabra** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price/issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
On Incorporation	61,00,000	Initial subscription to MOA	Other than Cash	10/-	10/-	9.389%	[●]
December 15, 2011	15,00,000	Preferential issue	Cash	10/-	10/-	2.308%	[●]
March 27, 2012	5,50,000	Acquisition by way of transfer from Motisons Global Private Limited	Cash	10/-	10/-	0.846%	[●]
March 30,2012	22,50,000	Further issue of shares	Cash	10/-	10/-	3.463%	[●]
October 01, 2018	38,35,000	Acquisition by way of transmission from Mrs. Vimla Devi Jain	Other than Cash	10/-	-	5.902%	[●]
TOTAL	**1,42,35,000**					**21.908%**	**[●]**

3) The details regarding the build-up of the Equity Shares held by **Namita Chhabra** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price/issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
On Incorporation	60,80,000	Initial subscription to MOA	Other than Cash	10/-	10/-	9.357%	[●]
February 02, 2022	20,000	Acquisition of Shares by way of gift	Other Than cash	10/-	-	0.030	[●]
February 02, 2022	(20,000)	Transfer of Shares by Gift	Other Than cash	10/-	-	(0.030)	[●]
TOTAL	**60,80,000**					**9.357%**	**[●]**

4) The details regarding the build-up of the Equity Shares held by **Kajal Chhabra** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
On Incorporation	4,50,000	Initial subscription to MOA	Other than Cash	10/-	10/-	0.693%	[●]
February 02, 2022	20,000	Acquisition of Shares by way of gift	Other Than cash	10/-	-	0.030	[●]
February 02, 2022	(10,000)	Transfer of Shares by Gift	Other Than cash	10/-	-	(0.015)	[●]
February 02, 2022	(10,000)	Transfer of Shares by Gift	Other Than cash	10/-	-	(0.015)	[●]
TOTAL	**4,50,000**					**0.693%**	**[●]**

5) The details regarding the build-up of the Equity Shares held by **Sandeep Chhabra HUF** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
March 30, 2012	40,00,000	Preferential Issue of Equity Shares	Cash	10/-	10/-	6.156%	[●]
TOTAL	**40,00,000**					**6.156%**	**[●]**

6) The details regarding the build-up of the Equity Shares held by **Sanjay Chhabra HUF** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
March 30, 2012	17,50,000	Preferential Issue of Equity Shares	Cash	10/-	10/-	2.693%	[●]
TOTAL	**17,50,000**					**2.693%**	**[●]**

7) The details regarding the build-up of the Equity Shares held by **Moti Lal Sandeep Chhabra HUF** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
On Incorporation	64,20,000	Initial subscription to MOA	Other than Cash	10/-	10/-	9.881%	[●]
TOTAL	**64,20,000**					**9.881%**	**[●]**

8) The details regarding the build-up of the Equity Shares held by **Motisons Global Private Limited** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity capital (%)	Percentage of the post - Issue Equity capital (%)
December 15, 2011	1,26,15,000	Preferential Issue of Equity Shares	Cash	10/-	10/-	19.415%	[●]
February 25, 2012	(4,60,000)	Transfer of Shares	Cash	10/-	10/-	(0.708%)	[●]
March 01, 2012	(3,20,000)	Transfer of Shares	Cash	10/-	10/-	(0.492%)	[●]
March 27, 2012	(5,50,000)	Transfer of Shares	Cash	10/-	10/-	(0.846%)	[●]
March 30, 2012	70,00,000	Preferential Issue of Equity Shares	Cash	10/-	10/-	10.774%	[●]
TOTAL	**1,82,85,000**					**28.143%**	**[●]**

9) The details regarding the build-up of the Equity Shares held by **Motisons Entertainment (India) Private Limited** in our Company since incorporation is set forth in the table below:

Date of transfer / allotment of Equity Shares (Fully paid up)	Number of Equity shares allotted/ transferred	Nature of transaction	Nature of consideration	Face Value per Equity Share (₹)	Transfer price / issue price per Equity Share (₹)	Percentage of the pre-Issue Equity Capital (%)	Percentage of the post-Issue Equity Capital (%)
December 15, 2011	73,60,000	Preferential Issue of Equity Shares	Cash	10/-	10/-	11.327%	[●]
TOTAL	**73,60,000**					**11.327%**	**[●]**

b) Equity shareholding of our Promoters and Promoter Group

Set forth below is the equity shareholding of our Promoters and Promoter Group in our Company as on the date of this Draft Red Herring Prospectus, on a fully diluted basis:

Sr. No.	Name of shareholder	Pre-Issue		Post-Issue	
		Number of Equity Shares	Percentage of Equity Share capital (%) on a fully diluted basis**	Number of Equity Shares	Percentage of Equity Share capital (%)
(A)	**Promoters**				
1.	Motisons Global Private Limited	1,82,85,000	28.143%	[●]	[●]
2.	Sanjay Chhabra	1,42,35,000	21.908%	[●]	[●]
3.	Motisons Entertainment (India) Private Limited	73,60,000	11.327%	[●]	[●]
4.	Moti Lal Sandeep Chhabra HUF	64,20,000	9.881%	[●]	[●]
5.	Sandeep Chhabra	63,55,000	9.781%	[●]	[●]
6.	Namita Chhabra	60,80,000	9.357%	[●]	[●]
7.	Sandeep Chhabra HUF	40,00,000	6.156%	[●]	[●]
8.	Sanjay Chhabra HUF	17,50,000	2.693%	[●]	[●]
9.	Kajal Chhabra	4,50,000	0.693%	[●]	[●]
Total (A)		**6,49,35,000**	**99.939%**	[●]	**[●]**
(B)	**Promoter Group**				
10.	Laksh Chhabra	20,000	0.031%	[●]	[●]
11.	Prakkhar Chhabra	10,000	0.015%	[●]	[●]
12.	Kaustubh Chhabra	10,000	0.015%	[●]	[●]
Total (B)		**40,000**	**0.061%**	[●]	[●]
TOTAL (A+B)		**6,49,75,000**	**100.00%**	**[●]**	**[●]**

Aggregate shareholding of the promoter group and directors of the promoters where the promoter is a body corporate:

As on the date of this Draft Red Herring Prospectus, our Promoter Group holds 40,000 equivalents to 0.061% equity shares in our Company. Further the directors of our corporate promoters holds 2,05,90,000 equivalents to 31.689% equity shares in our Company.

Details of Promoter's contribution and lock-in

1) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post- Issue paid-up Equity Share capital of our Company held by our Promoters shall be provided towards minimum promoter's contribution and locked-in for a period of eighteen months from the date of Allotment ("**Minimum Promoters' Contribution**") and our Promoters' shareholding in excess of 20% shall be locked in for a period of six months from the Allotment.

2) Our Promoters have consented to the inclusion of such number of Equity Shares held by them, as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as Minimum Promoters' Contribution and have agreed not to sell, dispose, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus until the expiry of the lock- in period specified above, or for such other time as required under the SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

3) The details of the Equity Shares held by our Promoters, which shall be locked-in as Minimum Promoters' Contribution for a period of eighteen months from the date of Allotment are set out in the following table:

Name of the Promoter	No. of Equity Shares held pre-Issue	No. of Equity Shares to be locked-in#	Date of allotment of Equity Shares** (Fully paid-up)	Date up to which the Equity Shares are subject to lock – in	Issue / Acquisition price per Equity Share	Nature of Allotment	Face value per Equity Share (₹)	% of the fully diluted post-Issue Equity Share Capital
Sandeep Chhabra	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sanjay Chhabra	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Namita Chhabra	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Kajal Chhabra	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sanjay Chhabra HUF	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sandeep Chhabra HUF	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Moti Lal Sandeep Chhabra HUF	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Motisons Global Private Limited	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Motisons Entertainment (India) Private Limited	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

 # For a period of eighteen months *from the date of Allotment.*

*** All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

SECTION V – ABOUT THE COMPANY

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

The Promoters of our Company are:

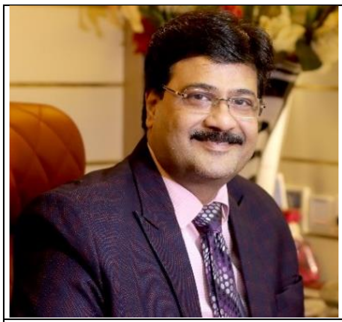
1. **Sandeep Chhabra;**
2. **Sanjay Chhabra;**
3. **Namita Chhabra;**
4. **Kajal Chhabra;**
5. **Moti Lal Sandeep Chhabra (HUF);**
6. **Sandeep Chhabra (HUF); and**
7. **Sanjay Chhabra (HUF)**
8. **Motisons Global Private Limited**
9. **Motisons Entertainment (India) Private Limited**

As on the date of this Draft Red Herring Prospectus, Sandeep Chhabra, Sanjay Chhabra, Namita Chhabra, Kajal Chhabra, Moti Lal Sandeep Chhabra (HUF), Sandeep Chhabra (HUF), Sanjay Chhabra (HUF), Motisons Global Private Limited and Motisons Entertainment (India) Private Limited together hold **6,49,35,000 Equity Shares**, representing **99.939%** of the issued, subscribed and paid-up Equity Share capital of our Company.

For details on shareholding of our Promoters in our Company, please see the section titled ***"Capital Structure – Build-up of Equity Shareholding of our Promoters in our Company"*** shareholding in our Company" on page 96.

DETAILS OF OUR INDIVIDUAL PROMOTERS

SANDEEP CHHABRA:

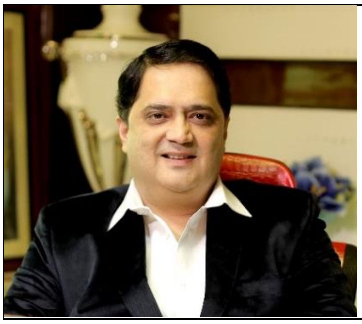


Sandeep Chhabra, aged 53 years, is the Promoter, Chairman and Whole Time Director on our Board. For the Complete Profile of Sandeep Chhabra along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements see ***"Our Management – Board of Directors"*** on page 198.

His Permanent Account Number is **AAPPC5032M**

As on date of this Draft Red Herring Prospectus, Sandeep Chhabra holds 63,55,000 Equity Shares, representing 9.78% of the pre-issued, subscribed and paid-up equity share capital of our Company.

SANJAY CHHABRA:



Sanjay Chhabra, aged 49 years, is the Promoter and Managing Director of our Company. For the Complete Profile of Sanjay Chhabra along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements see ***"Our Management – Board of Directors"*** on page 198.

His Permanent Account Number is **AASPC8903A**.

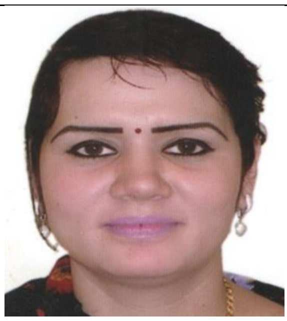
As on date of this Draft Red Herring Prospectus, Sanjay Chhabra holds 1,42,35,000 Equity Shares, representing 21.91% of the pre-issued, subscribed and paid-up equity share capital of our Company.

<u>NAMITA CHHABRA</u>:

<table>
<tr><td></td><td>Namita Chhabra, aged 51 years, is the Promoter and Non-Executive Director of our Company. For the Complete Profile of Namita Chhabra along with details of her date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements see “Our Management – Board of Directors” on page 198.

Her Permanent Account Number is ADYPC5170C.</td></tr>
<tr><td colspan="2">As on date of this Draft Red Herring Prospectus, Namita Chhabra holds 60,80,000 Equity Shares, representing 9.36% of the pre-issued, subscribed and paid-up equity share capital of our Company.</td></tr>
</table>

<u>KAJAL CHHABRA</u>:

<table>
<tr><td></td><td>Kajal Chhabra, aged 45 years, is the Promoter and Non-Executive Director of our Company. For the Complete Profile of Kajal Chhabra along with details of her date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements see “Our Management – Board of Directors” on page 198.

Her Permanent Account Number is ACUPC6485D.</td></tr>
<tr><td colspan="2">As on date of this Draft Red Herring Prospectus, Kajal Chhabra holds 4,50,000 Equity Shares, representing 0.69% of the pre-issued, subscribed and paid-up equity share capital of our Company.</td></tr>
</table>

<u>MOTI LAL SANDEEP CHHABRA (HUF)</u>

Moti Lal Sandeep Chhabra (HUF) came into existence on September 04, 1969 and Sandeep Chhabra is its Karta with Sanjay Chhabra, Kaustubh Chhabra, Prakkhar Chhabra and Laksh Chhabra as its coparceners and Namita Chhabra, Kajal Chhabra, Tarushi Chhabra and Palak Chhabra, as its members.

Permanent Account Number: AAAHM8469B

Address: B-9, Vivekanand Marg, C-Scheme, Jaipur, Rajasthan- 302001

As on date of this Draft Red Herring Prospectus, Moti Lal Sandeep Chhabra (HUF) holds 64,20,000 Equity Shares, representing 9.88% of the pre-issued, subscribed and paid-up equity share capital of our Company.

<u>SANDEEP CHHABRA (HUF)</u>

Sandeep Chhabra (HUF) came into existence on February 17, 2001 and Sandeep Chhabra is its Karta with Laksh Chhabra as its coparceners and Namita Chhabra, Tarushi Chhabra and Palak Chhabra as its members.

Permanent Account Number: AAIHS4494L

Address: B-9, Vivekanand Marg, C-Scheme, Jaipur, Rajasthan- 302001

As on date of this Draft Red Herring Prospectus, Sandeep Chhabra (HUF) holds 40,00,000 Equity Shares, representing 6.16% of the pre-issued, subscribed and paid-up equity share capital of our Company.

SANJAY CHHABRA (HUF)

Sanjay Chhabra (HUF) came into existence on February 07, 2001 and Sanjay Chhabra is its Karta with Kaustubh Chhabra and Prakkhar Chhabra as its coparceners and Kajal Chhabra as its members.

Permanent Account Number: AAIHS4497K

Address: B-9, Vivekanand Marg, C-Scheme, Jaipur, Rajasthan- 302001

As on date of this Draft Red Herring Prospectus, Sanjay Chhabra (HUF) holds 17,50,000 Equity Shares, representing 2.69% of the pre-issued, subscribed and paid-up equity share capital of our Company.

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhar card number and driving license number of our Promoters Sandeep Chhabra, Sanjay Chhabra, Namita Chhabra and Kajal Chhabra and details of the permanent account number and bank account numbers of Moti Lal Sandeep Chhabra (HUF), Sandeep Chhabra (HUF) and Sanjay Chhabra (HUF) shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

DETAILS OF OUR CORPORATE PROMOTERS

MOTISONS GLOBAL PRIVATE LIMITED

Corporate information

Motisons Global Private Limited (**"MGPL"**) is a private company having its registered office at 7th Floor, Motisons Tower, SB-110, Lal Kothi, Tonk Road, Jaipur- 302015, Rajasthan. It was incorporated on August 16, 2007, under the provisions of the Companies Act, 1956. The corporate identification number of Motisons Global Private Limited is U45201RJ2007PTC024849.

Nature of activities

MGPL was incorporated in the year 2007 with an objective to deal in the immovable properties such as land and buildings and to develop them for sale and to carry on business of colonizers and developers. MGPL in the year 2016 with the approval of its shareholders added another main object to carry on business of dealing in diamonds, ornaments, gems and jewellery etc. MGPL further in the year 2018 with the approval of its shareholders added another main object to invest in and acquire and hold, sell purchases of shares, stocks, future and options, forward contracts and derivatives etc.

MGPL at present carrying activities of real estate and investing activities. Though in the charter of MGPL, it is allowed to carry on jewellery business but MGPL has not carried on the same.

As on the date of this Draft Red Herring Prospectus, the shares of MGPL are not listed on any stock exchange.

Shareholding Pattern of MGPL as on the date of Draft Red Herring Prospectus

Below is the shareholding pattern as on the date of Draft Red Herring Prospectus

Name of Shareholder	No. of Shares	% of the Shareholding
Rose Suppliers Private Limited	3,30,416	15.29%

Name of Shareholder	No. of Shares	% of the Shareholding
Sanjay Chhabra	2,88,775	13.36%
Mayukh Vinimay Private Limited	2,87,291	13.30%
Alliance Tradecom Private Limited	2,66,488	12.33%
Evershine Suppliers Private Limited	2,62,582	12.15%
Regent Dealers Private Limited	2,57,333	11.91%
Sandeep Chhabra	2,49,575	11.55%
Regent Barter Private Limited	1,34,906	6.24%
Namita Chhabra	52,000	2.41%
Sanjay Chhabra HUF	17,800	0.82%
Sandeep Chhabra HUF	7,000	0.32%
Mayukh Vintrade Private Limited	4,666	0.22%
Kajal Chhabra	2,000	0.09%
Total	**21,60,832**	**100%**

Promoter of MGPL

The Promoters of MGPL are Mr. Sanjay Chhabra, Mr. Sandeep Chhabra. Mrs. Kajal Chhabra, Mrs. Namita Chhabra, Sanjay Chhabra HUF, Sandeep Chhabra HUF, Alliance Tradecom Private Limited **("ATPL"),** Evershine Suppliers Private Limited **("ESPL"),** Mayukh Vinimay Private Limited **("MVPL"),** Regent Barter Private Limited **("RBPL"),** Regent Dealers Private Limited **("RDPL"),** Rose Suppliers Private Limited **("RSPL")** and Mayukh Vintrade Private Limited **("MVTPL").**

Board of Directors

As of the date of this Draft Red Herring Prospectus, the Board of Directors of MGPL comprises of:

1. Sandeep Chhabra
2. Sanjay Chhabra

Details of change in control of MGPL

There has been no change in the control of MGPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Details of the promoter of our Promoter

The Corporate Promoters of MGPL are ATPL, ESPL, MVPL, RBPL, RDPL, RSPL and MVTPL. The details of these Corporate Promoters are as follows:

1. Alliance Tradecom Private Limited ("ATPL")

ATPL (CIN: U51909RJ2008PTC060632) was incorporate as a private limited company on November 25, 2011 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of ATPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

2. **Evershine Suppliers Private Limited**

   ESPL (CIN: U51900RJ2009PTC060677) was incorporate as a private limited company on January 05, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.
   The Board of Directors of ESPL comprises of the following persons:

   1. Sanjay Chhabra
   2. Rajiv Jain

3. **Mayukh Vinimay Private Limited**

   MVPL (CIN: U51909RJ2008PTC060824) was incorporate as a private limited company on November 26, 2008 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

   The Board of Directors of MVPL comprises of the following persons:

   1. Sanjay Chhabra
   2. Rajiv Jain

4. **Regent Barter Private Limited**

   RBPL (CIN: U51909RJ2009PTC060655) was incorporate as a private limited company on January 14, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

   The Board of Directors of RBPL comprises of the following persons:

   1. Sanjay Chhabra
   2. Rajiv Jain

5. **Regent Dealers Private Limited**

   RDPL (CIN: U51909RJ2009PTC060653) was incorporate as a private limited company on January 05, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

   The Board of Directors of RDPL comprises of the following persons:

   1. Sanjay Chhabra
   2. Rajiv Jain

6. **Rose Suppliers Private Limited**

   RSPL (CIN: U51909RJ2009PTC060654) was incorporate as a private limited company on January 14, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

   The Board of Directors of RDPL comprises of the following persons:

   1. Sanjay Chhabra
   2. Rajiv Jain

7. **Mayukh Vintrade Private Limited**

MVTPL (CIN: U52100RJ2010PTC060650) was incorporate as a private limited company on May 12, 2010 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.
The Board of Directors of RDPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

MOTISONS ENTERTAINMENT (INDIA) PRIVATE LIMITED

Corporate information
Motisons Entertainment (India) Private Limited (**"MEIPL"**) is a private company limited by shares having its registered office at 7th Floor, SB -110, Motisons Tower, Lal Kothi, Tonk Road, Jaipur, Rajasthan-302015. It was incorporated on March 01, 2007, under the Companies Act, 1956. The corporate identification number of Motisons Entertainment (India) Private Limited is U92199RJ2007PTC023953.

Nature of activities
MEIPL was incorporated in the year 2007 with the objectives to produce, promote, project, participate, manufacture, buy, sell etc. and act as a broker, agent distributor, proprietor etc. of all kinds of modelling shows, television softwares, music, video/audio cassettes, C.D. etc., to carry on and run, manage, establish, operate, take on lease or rent, infranchise or otherwise deal in business of amusement park, swimming pools, health clubs, water parks etc., to carry on business as Producers, Distributors, Exhibitors, Booking Agents or otherwise of Cinematographic films and media content of all kind including entertainment, ropeways, educational etc., to purchase or otherwise acquire, construct, run and manage cinematograph theatres and other building, flats multistories for hiring out or or exhibiting cinema films or for stage drama etc. and to organise, run, sponsor amusement programmes, symposiums, competitors, dramas, tournaments etc.

MEIPL has not changed its activities from the date of its incorporation.

As on the date of this Draft Red Herring Prospectus, the shares of MEIPL are not listed on any stock exchange.

Shareholding Pattern of MEIPL as on the date of Draft Red Herring Prospectus

Below is the shareholding pattern as on the date of Draft Red Herring Prospectus:

Name of Shareholder	No. of Shares	% of the Shareholding
Sanjay Chhabra	14,32,500	36.57%
Sandeep Chhabra	13,33,125	34.03%
Alliance Tradecom Private Limited	3,18,000	8.12%
Evershine Suppliers Private Limited	2,03,000	5.18%
Regent Barter Private Limited	1,79,000	4.57%
Mayukh Vinimay Private Limited	1,55,000	3.96%
Regent Dealers Private Limited	1,40,000	3.57%
Namita Chhabra	1,02,500	2.62%
Rose Suppliers Private Limited	35,000	0.89%
Moti Lal Sandeep Chhabra HUF	19,500	0.50%
Total	**39,17,625**	**100%**

Promoters of MEIPL

The Promoters of MEIPL are Mr. Sanjay Chhabra, Mr. Sandeep Chhabra. Mrs. Kajal Chhabra, Mrs. Namita Chhabra, Sanjay Chhabra HUF, Sandeep Chhabra HUF, Alliance Tradecom Private Limited **("ATPL"),** Evershine Suppliers Private Limited **("ESPL"),** Mayukh Vinimay Private Limited **("MVPL"),** Regent Barter Private Limited **("RBPL"),** Regent Dealers Private Limited **("RDPL")** and Rose Suppliers Private Limited **("RSPL")**.

Board of Directors

As of the date of this Draft Red Herring Prospectus, the Board of Directors of MEIPL comprises of:

1. Sandeep Chhabra
2. Sanjay Chhabra

Details of change in control of MEIPL

There has been no change in the control of MEIPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Details of the promoter of our Promoter

The Corporate Promoters of MEIPL are ATPL, ESPL, MVPL, RBPL, RDPL and RSPL. The details of these Corporate Promoters are as follows:

1. Alliance Tradecom Private Limited ("ATPL")

ATPL (CIN: U51909RJ2008PTC060632) was incorporate as a private limited company on November 25, 2011 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of ATPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

2. Evershine Suppliers Private Limited

ESPL (CIN: U51900RJ2009PTC060677) was incorporate as a private limited company on January 05, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of ESPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

3. Mayukh Vinimay Private Limited

MVPL (CIN: U51909RJ2008PTC060824) was incorporate as a private limited company on November 26, 2008 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of MVPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

4. Regent Barter Private Limited

RBPL (CIN: U51909RJ2009PTC060655) was incorporate as a private limited company on January 14, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of RBPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

5. Regent Dealers Private Limited

RDPL (CIN: U51909RJ2009PTC060653) was incorporate as a private limited company on January 05, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of RDPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

6. Rose Suppliers Private Limited

RSPL (CIN: U51909RJ2009PTC060654) was incorporate as a private limited company on January 14, 2009 under the Companies Act, 1956, with its registered office located at Room no. 102/A, Plot no. 8, Muktanand Nagar, Tonk Road, Jaipur Rajasthan-302018, India.

The Board of Directors of RDPL comprises of the following persons:

1. Sanjay Chhabra
2. Rajiv Jain

Our Company confirms that the Permanent Account Numbers, Bank Account Numbers, the Company Registration Numbers and the addresses of the Registrars of Companies where MGPL and MEIPL are registered have been submitted to the stock exchanges at the time of filing this Draft Red Herring Prospectus.

CHANGE IN THE CONTROL OF OUR COMPANY

Except Sandeep Chhabra (HUF), Sanjay Chhabra (HUF), Motisons Global Private Limited and Motisons Entertainment (India) Private Limited, all our Promoters are the original promoters of our Company. There has not been any change in control of our Company in five years immediately preceding the date of this Draft Red Herring Prospectus.

PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

(a) Entities forming part of the Promoter Group

As of the date of this Draft Red Herring Prospectus, the companies, bodies corporate, firm, trust and HUF forming part of our Promoter Group are as follows:

Body corporates forming part of the Promoter Group

1. Godawari Estates Private Limited
2. Motisons Buildtech Private Limited
3. Shivansh Buildcon Private Limited
4. Motisons Shares Private Limited
5. Gun Sagar Builders Private Limited
6. Rainbow Buildcon Private Limited
7. Motisons Commodities Private Limited
8. Mayukh Vintrade Private Limited
9. Mayukh Vinimay Private Limited
10. Rose Suppliers Private Limited
11. Roopganga Colonisers Private Limited
12. Motisons Hotel and Resorts (India) Private Limited
13. Evershine Suppliers Private Limited
14. Regent Dealers Private Limited
15. Regent Barter Private Limited
16. Alliance Tradecom Private Limited
17. Shashi Commodity Private Limited
18. Bholenath Real Estate Private Limited
19. Motisons Townships Private Limited
20. Kalpsagar Private Limited
21. Sristhi Agriculture Products Private Limited

Firms forming part of the Promoter Group

1. Moti Developers
2. Innocent Investment Consultants LLP
3. Kala Sports
4. Saarvam Industries LLP
5. WF Advisors

Hindu Undivided Families (HUF's) forming part of the Promoter Group

1. Anurag Jain HUF
2. Kamal Chand Jain HUF

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and pursuant to the resolution passed by our Board at its meeting held on **June 01, 2023** “Group Companies” shall include (I) Such companies with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (II) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, all such companies with which our company had related party transactions as covered under the relevant accounting standard (i.e., Ind AS 24) as per the Restated Financial Information, have been considered as group companies in terms of the SEBI ICDR Regulations.

Additionally, pursuant to the materiality policy, a company shall be disclosed as a group company in this Draft Red Herring Prospectus if: (i) such other company holds more than 10% of the company’s share capital and (ii) monetary value of the company’s transactions with such companies in Financial year ending March 31, 2022 as disclosed in Restated Financial Information exceeds individually or in aggregate 10% of total restated revenue or expenses of the company

Based on the above, our Group Companies are set forth below:

1. Motisons Shares Private Limited;
2. Shivansh Buildcon Private Limited;
3. Godawari Estates Private Limited;
4. Motisons Commodities Private Limited;
5. Motisons Buildtech Private Limited;
6. Motisons Hotel and Resorts (India) Private Limited;
7. Motisons Townships Private Limited;
8. Gun Sagar Builders Private Limited;
9. Rainbow Buildcon Private Limited;
10. Mayukh Vintrade Private Limited;
11. Roopganga Colonisers Private Limited;
12. Shashi Commodity Private Limited;
13. Bholenath Real Estate Private Limited;
14. Kalpsagar Private Limited.

DETAILS OF OUR TOP FIVE GROUP COMPANIES

The details of our top five Group Companies (based on market capitalization one month prior to the date of this Draft Red Herring Prospectus, in the case of our listed Group Companies and turnover, in the case of unlisted Group Companies) are provided below:

1. MOTISONS SHARES PRIVATE LIMITED

Corporate Information:

Motisons Shares Private Limited is a private company having its registered office at 2nd Floor, Chandwani Smariti Bhawan, Jwalapur-Kankhal Main Road, Near Ram Nagar, Haridwar- 249403, Uttarakhand. It was incorporated on July 13, 2005, under the Companies Act, 1956. The corporate identification number of Motisons Shares Private Limited is U67120UR2005PTC000351.

Financial Performance:
In accordance with the SEBI ICDR Regulations, financial information in relation to Motisons Shares Private Limited for FY 2021-22, FY 2020-21 and FY 2019-20 are available on our Company's website at https://www.motisonsjewellers.com/investors.

2. SHIVANSH BUILDCON PRIVATE LIMITED

Corporate Information:
Shivansh Buildcon Private Limited is a private company limited by shares having its registered office at 7th Floor, Motisons Tower, SB-110, Lal Kothi, Tonk Road, Jaipur Rajasthan-302015. It was incorporated on November 07, 2005, under the Companies Act, 1956. The corporate identification number of Shivansh Buildcon Private Limited is U70101RJ2005PTC021553.

Financial Performance:
In accordance with the SEBI ICDR Regulations, financial information in relation to Shivansh Buildcon Private Limited for FY 2021-22, FY 2020-21 and FY 2019-20 are available on our Company's website at https://www.motisonsjewellers.com/investors.

3. GODAWARI ESTATES PRIVATE LIMITED

Corporate Information:
Godawari Estates Private Limited is a private company having its registered office at 102/B Plot No. 8, Muktanand Nagar, Tonk Road Jaipur- 302018, Rajasthan. It was incorporated on November 27, 1989, under the Companies Act, 1956. The corporate identification number of Godawari Estates Pvt Ltd is U70109RJ1989PTC060656.

Financial Performance:
In accordance with the SEBI ICDR Regulations, financial information in relation to Godawari Estates Private Limited for FY 2021-22, FY 2020-21 and FY 2019-20 are available on our Company's website at https://www.motisonsjewellers.com/investors.

4. MOTISONS COMMODITIES PRIVATE LIMITED

Corporate Information:
Motisons Commodities Private Limited is a private company limited by shares having its registered office at 2nd Floor, Chandwani Smariti Bhawan, Jwalapur-Kankhal Main Road, Near Ram Nagar, Haridwar- 249403, Uttarakhand. It was incorporated on October 23, 2003, under the Companies Act, 1956. The corporate identification number of Motisons Commodities Private Limited is U74999UR2003PTC000348.

Financial Performance:
In accordance with the SEBI ICDR Regulations, financial information in relation to Motisons Commodities Private Limited for FY 2021-22, FY 2020-21 and FY 2019-20 are available on our Company's website at https://www.motisonsjewellers.com/investors.

5. MOTISONS BUILDTECH PRIVATE LIMITED

Corporate Information:
The Registered Office of Motisons Buildtech Private Limited is a private company limited by shares having its registered office at B-9, Vivekanand Marg, C-Scheme, Jaipur 302001, Rajasthan. It was incorporated on January 19, 2004, under the Companies Act, 1956. The corporate identification number of Motisons Buildtech Private Limited is U70101RJ2004PTC018888.

Financial Performance:

In accordance with the SEBI ICDR Regulations, financial information in relation to Motisons Buildtech Private Limited for FY 2021-22, FY 2020-21 and FY 2019-20 are available on our Company's website at https://www.motisonsjewellers.com/investors.

NATURE AND EXTENT OF INTEREST OF OUR GROUP COMPANY

a) Interest in the promotion or formation of our Company

None of our Group Companies have any interest in the promotion or formation of our Company.

b) Interest in the properties acquired or proposed to be acquired by Our company in the past three years before filing of this Draft Red Herring Prospectus

Except as provided herein below, none of our Group Companies have any interest in the properties acquired by Our company within the three years preceding the date of filing this Draft Red Herring Prospectus.

Our Company has entered into a rent deed dated **September 06, 2022** with **Shivansh Buildcon Private Limited** (our Group Company) for using the property situated at D-100, Tonk Road, Bapu Nagar, Jaipur – 302015 for manufacturing of jewellery.

c) Interest in transactions for acquisition of land, construction of building and supply of machinery

None of our companies have any interest in any transaction for the acquisition of land, construction of building or supply of machinery etc.

SECTION VIII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

TAX PROCEEDINGS

PROMOTERS

Type of Proceedings	Number of Cases	Amount* (₹ in Lakhs)
Direct Tax	63^#	6,362.22**
Indirect Tax	1	1.04
Total	**64^#**	**6,363.26****

**To the extent quantifiable and ascertainable*

*** Amount includes ₹ 3129.10 Lakhs under dispute before Hon'ble Supreme Court on account of appeals filed by the income tax department against orders of Hon'ble High Court wherein matters were decided in favour of the Promoters by the Hon'ble High Court. Further, Amount does not include unquantifiable demand with respect to assessments pending under Section 147 read with 148/148A of Income Tax Act, 1961 having proposed addition of ₹ 1,325.42 Lakhs.*

^Proposed addition to income of ₹ 209.67 Lakh has been challenged before the Hon'ble High Court of Rajasthan vide *SB Civil Writ Petition No. 12272/2021 and 12274/2021 which are pending.*

#Writ no. 12278/2021 filed before Hon'ble High Court of Rajasthan in the case of Sandeep Chhabra vs Assistant Commissioner of Income Tax, against the show cause notice issued by the department under section 148A(b) of Income Tax Act has now become infructuous as the department itself has dropped the proceedings for issuance of show cause notice under section 148 of Income Tax Act vide order no. ITBA/COM/F/17/2022-23/1044184696(1) dated 27.07.2022 passed under section 148A(d) of Income Tax Act. However, since the status of the matter is pending before Hon'ble High Court of Rajasthan, it has been included with NIL amount.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Kaustubh Chhabra
Chief Financial Officer

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Neha Jain
Company Secretary and Compliance Officer

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE CHAIRMAN AND WHOLE-TIME DIRECTOR OF OUR COMPANY

Sandeep Chhabra

Sandeep Chhabra
Chairman and Whole-Time Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Sanjay Chhabra
Managing Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE JOINT MANAGING DIRECTOR OF OUR COMPANY

Laksh Chhabra
Joint Managing Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE DIRECTOR OF OUR COMPANY

Kajal Chhabra

Kajal Chhabra
Non - Executive Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE DIRECTOR OF OUR COMPANY

Namita Chhabra

Namita Chhabra
Non - Executive Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

Jayesh Nemchand Mehta
Non - Executive Independent Director

Place: Mumbai
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

Sushil Kumar Gangwal
Non - Executive Independent Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

Sunil Chordia
Non - Executive Independent Director

Place: Jaipur
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

A. Purohit.

Alpesh Fatehsingh Purohit
Non - Executive Independent Director

Place: Ahmedabad
Date: July 04, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Addendum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Addendum are true and correct.

SIGNED BY THE NON - EXECUTIVE INDEPENDENT DIRECTOR OF OUR COMPANY

विकास कालेर

Vikas Kaler
Non - Executive Independent Director

Place: Jaipur
Date: July 4, 2023