



This is an abridged prospectus containing salient features of the Red Herring Prospectus of the Company dated May 6, 2022 with RoC (the "RHP" or "Red Herring Prospectus"). You are encouraged to read greater details available in the RHP. <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListi ng=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

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

ethos | WATCH BOUTIQUES
ETHOS LIMITED

Corporate Identity Number: U52300HP2007PLC030800; Date of Incorporation: November 5, 2007

Registered Office and Corporate Office	Contact Person	Email and Telephone	Website
Registered Office: Plot No. 3, Sector- III, Parwanoo, Himachal Pradesh -173 220; Telephone: + (91) 1792 232 462/233 402 Corporate Office: Kamla Centre, S.C.O. 88-89, Sector 8-C, Madhya Marg, Union Territory of Chandigarh - 160 009, Telephone: + (91) 172 2548223/24	Anil Kumar, Company Secretary and Compliance Officer;	Email: anil.dhiman@ethoswatches.com Telephone: + (91) 9780687553	www.ethoswatches.com

OUR PROMOTERS: YASHOVARDHAN SABOO; KDDL LIMITED AND MAHEN DISTRIBUTION LIMITED

Details of Offer to Public

Type of Offer	Fresh Issue Size (by no. of shares or by amount in ₹)	OFS Size (by no. of shares or by amount in ₹)	Total Offer Size (by no. of shares or by amount in ₹)	Offer Under 6(1)/ 6(2)	Share Reservation among QIB, NIB, RIB		
Fresh Issue and Offer for Sale	Up to ₹ 37,500 lakhs	Up to 11,08,037 Equity Shares	Up to ₹ [•] lakhs	The Offer is being made pursuant to Regulation 6(1) of SEBI ICDR Regulations. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors, please see "Offer Structure" on page 474.	QIB	NIB	RIB
					Not more than 50% of the Offer	Not less than 15% of the Offer	Not less than 35% of the Offer

These equity shares are proposed to be listed on BSE (Designated Stock Exchange) and NSE; OFS: Offer for Sale

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders:

Name of Selling Shareholder	Type	Number of Shares Offered	Weighted Average Cost of Acquisition on a Fully Diluted Basis (In ₹)*	Name of Selling Shareholder	Type	Number of Shares Offered	Weighted Average Cost of Acquisition on a Fully Diluted Basis (In ₹)*
Yashovardhan Saboo	Promoter	Up to 2,75,000	100.95	C. Raja Sekhar	Public	Up to 10,556	121.96
KDDL Ltd.	Promoter	Up to 5,00,000	93.51	Karan Singh Bhandari	Public	Up to 3,000	28.86
Mahen Distribution Ltd.	Promoter	Up to 50,000	36.38	Harsh Vardhan Bhuwarka	Public	Up to 2,125	140.24
Saboo Ventures LLP	Promoter's Group	Up to 1,50,000	180.56	Anand Vardhan Bhuwarka	Public	Up to 2,125	140.24
Anuradha Saboo	Promoter's Group	Up to 60,000	141.36	Shalini Bhuwarka	Public	Up to 2,125	140.24
Jai Vardhan Saboo	Promoter's Group	Up to 15,000	186.24	Manju Bhuwarka	Public	Up to 2,125	140.24
VBL Innovations Pvt. Ltd.	Promoter's Group	Up to 10,500	140.24				
Anil Khanna	Director	Up to 6,250	130.80				
Nagarajan Subramanian	Director	Up to 19,231	99.09				

*As certified by B K S & Co., Chartered Accountants pursuant to their certificate dated May 6, 2022. For details, see "Capital Structure - Notes to the Capital Structure - Share Capital History of our Company - Equity Share Capital" on page 100 of the RHP.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band	₹ 836 to ₹ 878 per Equity Share of face value of ₹ 10 each.
For details of the Price Band and the basis for Offer Price, please refer to the price band advertisement and the section titled "Basis for Offer Price" on page 144 of the RHP.	
Minimum Bid Lot Size	17 Equity Shares
Bid/Offer Opens On	Wednesday, May 18, 2022 ⁽¹⁾
Bid/ Offer Closes On	Friday, May 20, 2022 ⁽²⁾
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Wednesday, May 25, 2022
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Thursday, May 26, 2022
Credit of Equity Shares to demat accounts of Allottees	On or about Friday, May 27, 2022
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, May 30, 2022

⁽¹⁾ Our Company and Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations, that is on Tuesday, May 17, 2022.

⁽²⁾ Our Company and Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The above timetable is indicative and does not constitute any obligation on our Company, Selling Shareholders or the BRLMs.

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

Weighted average price at which the specified securities were acquired by Promoters and Selling Shareholders, in the last one year / three years / five years*.

The weighted average price at which the specified securities were acquired by our Promoters and Selling Shareholders, in the last one year/ three years / five years preceding the date of the Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition (in ₹)	Cap Price is 'X' times the Weighted average cost of acquisition	Range of acquisition price: Lowest Price- Highest Price (In ₹)
Yashovardhan Saboo – Selling Shareholder- Promoter			
Last 1 year	227.98	3.85	120.00 to 550.00
Last 3 year	96.63	9.09	0.00 to 550.00
Last 5 year	102.12	8.60	0.00 to 550.00
KDDL Limited – Selling Shareholder-Promoter			
Last 1 year	377.33	2.33	200.00 to 550.00
Last 3 year	318.55	2.76	130.00 to 550.00
Last 5 year	230.77	3.80	110.00 to 550.00
Mahen Distribution Limited - Selling Shareholder - Promoter			
Last 1 year	Nil	Nil	Nil
Last 3 year	Nil	Nil	Nil
Last 5 year	Nil	Nil	Nil
Anuradha Saboo – Selling Shareholder- Member of the Promoter Group			
Last 1 year	550.00	1.60	550.00 to 550.00
Last 3 year	157.12	5.59	130.00 to 550.00
Last 5 year	141.36	6.21	130.00 to 550.00
Jai Vardhan Saboo – Selling Shareholder- Member of the Promoter Group			
Last 1 year	196.96	4.46	120.00 to 550.00
Last 3 year	186.24	4.71	120.00 to 550.00
Last 5 year	186.24	4.71	120.00 to 550.00
Saboo Ventures LLP – Selling Shareholder- Member of the Promoter Group			
Last 1 year	249.14	3.52	200.00 to 550.00
Last 3 year	249.28	3.52	200.00 to 550.00
Last 5 year	180.58	4.86	128.00 to 550.00
VBL Innovations Private Limited – Selling Shareholder-Member of the Promoter Group			
Last 1 year	550.00	1.60	550.00 to 550.00
Last 3 year	140.24	6.26	130.00 to 550.00
Last 5 year	140.24	6.26	130.00 to 550.00
Anil Khanna – Selling Shareholder			
Last 1 year	130.80	6.71	120.00 to 550.00
Last 3 year	141.07	6.22	120.00 to 550.00

Period	Weighted average cost of acquisition (in ₹)	Cap Price is 'X' times the Weighted average cost of acquisition	Range of acquisition price: Lowest Price- Highest Price (In ₹)
Last 5 year	130.80	6.71	120.00 to 550.00
Nagarajan Subramanian – Selling Shareholder			
Last 1 year	181.29	4.84	120.00 to 550.00
Last 3 year	152.12	5.77	120.00 to 550.00
Last 5 year	135.19	6.49	110.00 to 550.00
Anand Vardhan Bhuwalka – Selling Shareholder			
Last 1 year	550.00	1.60	550.00 to 550.00
Last 3 year	140.24	6.26	130.00 to 550.00
Last 5 year	140.24	6.26	130.00 to 550.00
Karan Singh Bhandari- Selling Shareholder			
Last 1 year	Nil	Nil	Nil
Last 3 year	Nil	Nil	Nil
Last 5 year	Nil	Nil	Nil
Harshvardhan Bhuwalka – Selling Shareholder			
Last 1 year	550.00	1.60	550.00 to 550.00
Last 3 year	140.24	6.26	130.00 to 550.00
Last 5 year	140.24	6.26	130.00 to 550.00
Shalini Bhuwalka – Selling Shareholder			
Last 1 year	550.00	1.60	550.00 to 550.00
Last 3 year	140.24	6.26	130.00 to 550.00
Last 5 year	140.24	6.26	130.00 to 550.00
Manju Bhuwalka – Selling Shareholder			
Last 1 year	550.00	1.60	550.00 to 550.00
Last 3 year	140.24	6.26	130.00 to 550.00
Last 5 year	140.24	6.26	130.00 to 550.00
C. Raja Sekhar – Selling Shareholder			
Last 1 year	138.94	6.32	120.00 to 550.00
Last 3 year	138.94	6.32	120.00 to 550.00
Last 5 year	140.02	6.27	120.00 to 550.00

*As certified by B K S & Co., Chartered Accountants vide its certificate dated May 10, 2022.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price (determined by our Company and Selling Shareholders in consultation with the Book Running Lead Managers and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 144, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 39.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Underwriters, Bankers to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”).

If you wish to know about processes and procedures applicable to this Offer, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLMs or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com respectively and the website of BRLM’s at www.emkayglobal.com and www.incredsecurities.com.

PRICE INFORMATION OF BRLM’S

Sr. No.	Offer Name	Name of BRLM	+/- % change in closing price, [+/- % change in closing benchmark]		
			30th calendar day from listing	90th calendar day from listing	180th calendar day from listing
1.	Heranba Industries Limited	Emkay	-0.38%, [-2.01%]	20.89%, [5.04%]	27.03%, [14.31%]
2.	Nil	InCred	Not Applicable	Not Applicable	Not Applicable

For further details, please refer to price information of past issues handled by the BRLMs on page 464 of the RHP.

BOOK RUNNING LEAD MANAGERS

Emkay Global Financial Services Limited (Emkay) Tel. No.: +91 22 6612 1212; Email: ethos.ipo@emkayglobal.com Investor grievance email: ibg@emkayglobal.com	InCred Capital Wealth Portfolio Managers Private Limited (InCred) Tel: +91 22 6844 6100; E-mail: ethos.ipo@incredcapital.com Investor grievance e-mail: customer.grievance@incredcapital.com
---	--

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

Name of Syndicate Members	Emkay Global Financial Services Limited and InCred Capital Wealth Portfolio Managers Private Limited.
Name of Registrar to the Offer	KFin Technologies Limited Telephone: +91 40 6716 2222/ 1800 309 4001; E-mail: ethosltd@kfintech.com; Investor grievance e-mail: einward.ris@kfintech.com
Name of Statutory Auditor	S.R. Batliboi & Co. LLP, Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture Trustee, if any	As this is an offer of Equity Shares, no debenture trustee has been appointed for the Offer.
Self Certified Syndicate Banks	The banks registered with SEBI, which offer the facility of ASBA services: (a) in relation to ASBA (other than using the UPI Mechanism), where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to RIBs (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=40 , or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Eligible SCSBs and mobile applications enabled for UPI Mechanism	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=43) respectively, as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in .
Non Syndicate Registered Brokers	Bidders can submit ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx and https://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm . as updated from time to time. For further details, see section titled "Offer Procedure" beginning at page 479 of the RHP.
Details regarding website address(es)/link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and on the website of NSE at http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm , as updated from time to time. For further details, see "Offer Procedure" on page 479 of the RHP.

PROMOTERS OF OUR COMPANY

Sr. No.	Name	Experience & Educational Qualification
1.	Yashovardhan Saboo (Individual)	Yashovardhan Saboo is the Managing Director of our Company since November 5, 2007. He holds a post graduate diploma in management from Indian Institute of Management, Ahmedabad, Gujarat. He is the promoter of our Company and has vast experience of working in manufacturing and retail industry. He is also the promoter in KDDL Limited. He has been conferred with "Udyog Ratna" Award from PHDCCI in the year 2005.
2.	KDDL Limited (Corporate)	Our Promoter, KDDL Limited was incorporated on January 8, 1981 under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Himachal Pradesh. The registered office of KDDL Limited is situated at Plot No. 3, Sector III, Parwanoo, Himachal Pradesh-173220. The corporate identity number is L33302HP1981PLC008123.
3.	Mahen Distribution Ltd. (Corporate)	Our Promoter, Mahen Distribution Limited was incorporated on May 28, 2009 under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Chandigarh. The registered office of Mahen Distribution Limited is situated at Kamla Centre, S.C.O. 88-89, Sector 8C, Chandigarh 160009. The corporate identification number is U93000CH2009PLC031625.

OUR BUSINESS OVERVIEW AND STRATEGY

Company Overview: We are India's one of the largest luxury and premium watch retail player having 13% share of the total retail sales in premium and luxury segment and a share of 20% when seen in exclusively luxury segment in the financial year 2020, delivering a content-led luxury retail experience to our customers through our online and physical presence. In addition to our chain of 50 physical retail stores in 17 cities in India in a multi store format, we offer an Omnichannel experience to our customers through our website and social media platforms. We have the sizeable portfolio of premium and luxury watches in India enabling us to retail 50 premium and luxury watch brands like Omega, IWC Schaffhausen, Jaeger LeCoultre, Panerai, Bvlgari, H. Moser & Cie, Rado, Longines, Baume & Mercier, Oris SA, Corum, Carl F. Bucherer, Tissot, Raymond Weil, Louis Moinet and Balmain. We enjoy a healthy market share of 20% in the luxury watch retail segment and 13% in the premium and luxury watch retail segment in India.

Product: premium and luxury watches in India enabling us to retail 50 premium and luxury watch brands like Omega, IWC Schaffhausen, Jaeger LeCoultre, Panerai, Bvlgari, H. Moser & Cie, Rado, Longines, Baume & Mercier, Oris SA, Corum, Carl F. Bucherer, Tissot, Raymond Weil, Louis Moinet and Balmain.

Geographies Served: We have an extensive network of 50 (fifty) retail stores spread across 17 cities of National Capital Territory of Delhi Mumbai, Maharashtra; Bengaluru, Karnataka; Hyderabad, Telangana; Chennai, Tamil Nadu; Kolkata, West Bengal; union territory of Chandigarh; Ahmedabad, Gujarat; Jaipur, Rajasthan; Lucknow, Uttar Pradesh; Gurgaon, Haryana; Guwahati, Assam; Ludhiana, Punjab; Nagpur, Maharashtra; Noida, Uttar Pradesh; Pune, Maharashtra and Thane, Maharashtra in India.

Key Performance Indicators:

(₹ in lakhs except unless otherwise stated)

Particulars	Nine months period ended December 31, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Restated earnings/(loss) per Equity Share (in ₹) – Basic ¹	8.74*	3.18	(0.75)	5.22
Restated earnings/(loss) per Equity Share (in ₹) – Diluted ²	8.74*	3.15	(0.75)	5.22
Return on net worth (%) ³	8.07%	3.72%	(0.89)%	7.58%
Net asset value per Equity Share (in ₹) ⁴	105.48	85.43	82.28	77.14
EBITDA ⁵	5,628.91	5,643.85	5,440.36	5,825.95

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

*Not Annualised; The ratios have been computed as under: 1. Basic Earnings per share: Net profit as restated, attributable to equity shareholders divided by weighted average number of equity shares; 2. Diluted Earnings per share: Net profit as restated, attributable to equity shareholders divided by weighted average number of dilutive equity; 3. Return on net worth (%): Net profit after tax, as restated divided by net worth at the end of the period; 4. Net Asset Value (NAV) per equity share (INR): Net Worth as restated at the end of the period divided by number of equity shares outstanding at the end of the period.; Net Worth = Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, Deemed capital contribution, compulsory convertible cumulative preference shares, share application money pending allotment, options outstanding and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Summary Statements, but does not include reserves created out of revaluation of assets, foreign currency translation reserve, capital reserve, write-back of depreciation and amalgamation. Return to be considered as profit or loss attributable to 'owners of the parent' and net worth should be considered as attributable to 'owners of the parent'. 5. EBITDA = Earnings before interest, taxes, depreciation and amortization.

Industries Served: Retail of Luxury Watches.; For further details, see "Industry Overview" beginning on page 154 of the RHP.

Market Share: We enjoy a healthy market share of 20% in the luxury watch retail segment and 13% in the premium and luxury watch retail segment in India (Source: 'Industry Report on Premium and Luxury Watch Retail in India dated April 26, 2022, prepared by Technopak Advisors Private Limited' available on the following link: <https://www.ethoswatches.com/investors-information>).

Manufacturing plant, if any: Not Applicable.

Employee Strength: As of March 31, 2022, we have 424 employees, out of which 79 are women representing 18.63% of total employees.

BOARD OF DIRECTORS

S.No.	Directors	Designation	Brief Profile of Directors	Other Directorship
1.	Yashovardhan Saboo	Managing Director	He holds a post graduate diploma in management from Indian Institute of Management, Ahmedabad, Gujarat. He is the promoter of our Company with vast experience of working in manufacturing & retail industry. He is also the promoter in KDDL Limited.	Companies: 1. All India Federation of Horological Industries; 2. Satva Jewellery and Design Limited; 3. Kamla Tesio Dials Limited; 4. VBL Innovations Private Limited; 5. Mahen Distribution Limited; 6. KDDL Limited; 7. Pasadena Retail Private Limited; and 8. Vardhan Properties and Investment Private Limited. LLP: 1. Cognition Digital LLP as a body corporate Nominee; 2. Saboo Ventures LLP; 3. Saboo Housing Projects LLP; and Vardhan International LLP.
2.	Anil Khanna	Independent Director	He holds a degree in Bachelor of Arts (Economics, Mathematics) and is also a qualified Chartered Accountant from ICAI. He holds Diploma in information system audit and is Certified Forensic Accountant and Fraud Detector from ICAI.	Companies: KDDL Limited Others: 1. J.R Khanna & Co., Chartered Accountants; and Rotary and Blood Bank Society Resource Centre-A Charitable Society.
3.	Nagarajan Subramanian	Independent Director	He holds a degree in Bachelor of Technology (Mechanical Engineering) from College of Engineering, Madras, Tamil Nadu and a post graduate diploma in management from Indian Institute of Management, Ahmedabad, Gujarat.	LLP: En Theos Consulting LLP.
4.	Neelima Tripathi	Independent Director	She is a practicing advocate by profession and is registered with the Bar Council of Delhi. She is also a qualified Chartered Accountant from ICAI. She has 30 years experience in handling civil litigations, arbitrations, appearances at tribunals, courts, commissions etc.	Other directorship: Nil
5.	Sundeep Kumar	Independent Director	He holds a bachelor's degree in economics from Delhi University and has done his Master of Business Administration ("MBA") from Indian Institute of Management, Ahmedabad, Gujarat. He has rich experience in field of communication and general management.	Other directorship: Nil
6.	Dilpreet Singh	Independent Director	He holds a bachelor's degree in law from the Delhi University and a master of personal management and industrial relations University Business School, Union Territory of Chandigarh. He is currently an employability consultant at Amazon Web Services India (AISPL).	LLP: 1. DS Health Enablers LLP; and Talent Policy Enablers LLP.
7.	Mohaimin Altaf	Independent Director	He has completed his Bachelor of Arts in Economics and MBA from the Wharton School, University of Pennsylvania. Prior to joining our Company, he worked as a Strategy and M & A Analyst with Morgan Stanley, New York.	Other directorship: Nil
8.	Manoj Gupta	Whole time Director With functional designation of Executive Director	He holds a degree in Bachelor of Arts from Punjab University and has done advance diploma in tool and die making from central scientific instruments organization, Indo-Swiss Training Centre. He joined our Company as Vice President Operations – Summit.	Other directorship: Nil
9.	Patrik Paul Hoffman	Non-Independent Director	He has done his education from Business School of the Association of Commerce, Switzerland (Accountant with Federal Diploma, CPA, Certified Public Accountant). With 30 years of experience, he has held leadership positions with global watch brands and retailers.	Other directorship: Nil
10.	Chitranjan Agarwal	Additional Director (Non-Independent Non-Executive)	He holds a degree in Bachelor of Commerce from Government College, Chandigarh. He has also completed his LLB from University of Delhi. He is also a qualified Chartered Accountant from ICAI since October 1990.	Companies: 1. NCC Advisors Private Limited; and 2. SPQR Advisors Private Limited; and 3. Playwrite Foundation.

For further details in relation to our Board of Directors, see "Our Management" beginning on page 256 of the RHP.

OBJECTS OF THE OFFER

The present Offer comprises of the Fresh Issue of [●] Equity Shares, aggregating up to ₹ 37,500 lakhs* by our Company and an Offer for Sale of up to 11,08,037 Equity Shares, aggregating up to ₹ [●] lakhs by the Selling Shareholders.

*Our Company, in consultation with the BRLMs, has undertaken a Pre-IPO placement of 3,02,663 Equity Shares aggregating to ₹ 2,500 lakhs. The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus, aggregating up to ₹ 40,000 lakhs, has been reduced by ₹ 2,500 lakhs pursuant to the Pre-IPO Placement, and accordingly, the Fresh Issue is of up to ₹ 37,500 lakhs. Our Company has informed all the Pre-IPO investors/buyers that the Offer may or may not be successful and the Equity Shares of our Company may or may not get listed.

Offer for Sale: Each of the Selling Shareholders will be entitled to the proceeds of the Offer for Sale after deducting its portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

Fresh Issue: The Gross Proceeds from the Fresh Issue as reduced by the Offer related expenses in relation to the Fresh Issue ("Net Proceeds") are proposed to be utilised as follows:

Particulars (₹ in lakhs)	Total - estimated cost	Amount to be funded from Net Proceeds and the Pre-IPO Placement	Estimated deployment of Net Proceeds		
			and the Pre-IPO Placement in Fiscal 2022	Estimated deployment of Net Proceeds in Fiscal 2023	Estimated deployment of Net Proceeds in Fiscal 2024
Repayment or pre-payment, in full or in part, of all or certain borrowings availed by our Company	2,989.09	2,989.09	-	2,989.09	-
Funding working capital requirements of our Company	23,496.22	23,496.22	2,499.98	10,498.57	10,497.67
Financing the establishment of new stores and renovation of existing stores	3,327.28	3,327.28	-	2,906.12	421.16
Financing the upgradation of Enterprise Resource Planning (ERP)	198.01	198.01	-	198.01	-
General Corporate purpose*	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]

*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

Means of Finance: The fund requirements for all objects of the Fresh Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of the Company in the preceding 10 years: Not Applicable; **Terms of Issuance of Convertible Security, if any:** Not Applicable; **Name of Monitoring Agency:** Crisil Ratings Limited **Shareholding Pattern as on the date of the RHP:**

Category of shareholder	Number of fully paid up equity shares held	Shareholding as a % of total number of shares
Promoter and Promoter Group	1,54,56,412	81.02
Public	36,21,751	18.98
Total	1,90,78,163	100.00

The name of the Selling Shareholders and their proportion in the Offer for Sale is as follows:

S. No.	Name of the Shareholder	Number of Equity Shares offered	S. No.	Name of the Shareholder	Number of Equity Shares offered
1	Yashovardhan Saboo ("Selling Shareholder")	Up to 2,75,000	9	Nagarajan Subramanian ("Selling Shareholder")	Up to 19,231
2	KDDL Limited ("Selling Shareholder")	Up to 5,00,000	10	C. Raja Sekhar ("Selling Shareholder")	Up to 10,556
3	Mahen Distribution Limited ("Selling Shareholder")	Up to 50,000	11	Karan Singh Bhandari ("Selling Shareholder")	Up to 3,000
4	Saboo Ventures LLP ("Selling Shareholder")	Up to 1,50,000	12	Harsh Vardhan Bhuwarka ("Selling Shareholder")	Up to 2,125
5	Anuradha Saboo ("Selling Shareholder")	Up to 60,000	13	Anand Vardhan Bhuwarka ("Selling Shareholder")	Up to 2,125
6	Jai Vardhan Saboo ("Selling Shareholder")	Up to 15,000	14	Shalini Bhuwarka ("Selling Shareholder")	Up to 2,125
7	VBL Innovations Private Limited ("Selling Shareholder")	Up to 10,500	15	Manju Bhuwarka ("Selling Shareholder")	Up to 2,125
8	Anil Khanna ("Selling Shareholder")	Up to 6,250	Total		Up to 11,08,037

RESTATED FINANCIAL STATEMENTS

Particulars (₹ in lakhs, unless otherwise stated)	As at and for nine months ended December 31, 2021	As at and for the year ended March 31		
		2021	2020	2019
(A) Equity share capital	1,877.55	1,821.28	1,821.28	1,690.17
(B) Net worth [^]	19,804.41	15,559.69	14,985.11	13,038.76
(C) Revenue from operations	41,859.31	38,657.07	45,784.91	44,352.90
(D) Profit/(loss) for the period/year	1,598.78	578.53	(133.40)	988.88
(E) Earnings/(loss) per Equity Share (basic)	8.74 #	3.18	(0.75)	5.22
Earnings/(loss) per Equity Share (diluted)	8.74 #	3.15	(0.75)	5.22
(F) Net asset value per Equity Share [^]	105.48	85.43	82.28	77.14
(G) Total Borrowings ^{##}	8,675.96	5,198.83	7,574.69	7,706.52

#not annualised. ##Current borrowings+ Non-current borrowings. ^For details of the same please refer to "Other Financial Information" on page 383 of the RHP

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP:

1. Pandemic like Covid-19 or any future pandemic or any widespread health or other emergency could adversely affect our business, results of operations, financial condition and cash flows.
2. We do not have definitive agreements for supply of products or fixed terms of trade with majority of our suppliers. Failure to successfully leverage our supplier relationships and network could adversely affect us.
3. Our business partly depends on the continued success and reputation of our third-party brands globally, and any negative impact on these brands, or a failure by us or owners of these brands to protect them, as well as other intellectual property rights and proprietary information, may adversely affect our business, results of operations, financial condition and cash flows.
4. We have certain contingent liabilities as of December 31, 2021, March 31, 2021, March 31, 2020, and March 31, 2019 as per Ind AS 37 as disclosed in our financial statements, which if materialize, may adversely affect our financial condition.
5. Most of our suppliers works with us, are on a non-exclusive basis, in absence of exclusivity with our suppliers we may be subject to competition from the entities which may have more resources than us.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings as on the date of the Red Herring Prospectus as disclosed in the section titled “Outstanding Litigation and Other Material Developments” of the RHP is provided below:

<i>Nature of Litigation</i>	<i>No. of outstanding cases</i>	<i>Amount involved* (₹ in lakhs)</i>
<i>Litigation against our Company:</i>		
Criminal	Nil	Nil
Material Civil	1	110.22
Action by statutory or regulatory authorities	Nil	Nil
Total	1	110.22
<i>Litigation filed by our Company:</i>		
Criminal	2	45.67
Material Civil	1	23.84
Action by statutory or regulatory authorities	Nil	Nil
Total	3	69.51
<i>Litigation against our Subsidiary:</i>		
Criminal	Nil	Nil
Material Civil	Nil	Nil
Action by statutory or regulatory authorities	Nil	Nil
Total	Nil	Nil
<i>Litigation filed by our Subsidiary:</i>		
Criminal	Nil	Nil
Material Civil	Nil	Nil
Action by statutory or regulatory authorities	Nil	Nil
Total	Nil	Nil

<i>Nature of Litigation</i>	<i>No. of outstanding cases</i>	<i>Amount involved* (₹ in lakhs)</i>
<i>Tax proceedings involving our Company:</i>		
Direct Tax	7	318.77
Indirect Tax	6	3,390.01
Total	13	3,708.78
<i>Litigation involving Directors:</i>		
Criminal	Nil	Nil
Material Civil	1*	110.22
Action by statutory or regulatory authorities	Nil	Nil
Total	Nil	Nil
<i>*This litigation is filed by Matrix Distributor Private Limited against our Company and the Directors</i>		
<i>Litigation involving Promoters</i>		
Criminal	Nil	Nil
Material Civil	2	190.13
Action by statutory or regulatory authorities	1	3.72
Total	3	193.85
<i>Tax proceedings involving our Promoter</i>		
Direct Tax	8	46.97
Indirect Tax	Nil	Nil
Total	8	46.97

**To the extent quantifiable.*

Our Group Company is not party to any pending litigation which will have a material impact on our Company. For further details, see “Outstanding Litigation and Material Developments” on page 439.

B. Brief details of top 5 material outstanding litigation / legal proceedings initiated against the Company and amount involved:

Matrix Distributor Private Limited (“Plaintiff Company”), supplied phones to our Company for our business. During the course, certain disputes arose regarding payment of dues by our Company. The Plaintiff Company stated that our Company has from time to time made on account payments towards part payment of various dues and ₹64.43 lakhs are pending from our Company. The Parties tried to solve the matter amicably however the parties failed to reach any negotiation. Thereafter, the Plaintiff Company filed a commercial suit bearing number 317 of 2020, against our Company and all its Directors and KMP before the High Court of Judicature at Bombay, claiming an amount of Rs 110.22 lakhs towards its dues together with interest @ 21% per annum on ₹ 64.43 lakhs from the date of filing the suit till passing of the decree and thereafter interest @ 21% per annum on ₹ 64.43 lakhs till payment or realization. Our Company has filed a written statement in the said matter. This matter is currently pending before the High Court of Judicature at Bombay.

C. Disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil

D. Brief details of outstanding criminal proceedings against the Promoters: Nil

ANY OTHER IMPORTANT INFORMATION AS PER MANAGERS/COMPANY - NIL

DECLARATION BY THE COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India (“SEBI”), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

The Selling Shareholders hereby confirm and certify that all statements, disclosures, and undertakings made or confirmed by it in the Red Herring Prospectus about or in relation to itself, as one of the Selling Shareholders and its portion of the Offered Shares, are true and correct. The Selling Shareholders assume no responsibility for any other statements, disclosures and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other Selling Shareholder or any other person(s) in the Red Herring Prospectus.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK