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GRAPHISADS LIMITED

Corporate Identity Number is U35999DL1987PLC029334

Our Company was originally incorporated as Graphisads Private Limited on September 25, 1987 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the name of the company was changed from "Graphisads Private Limited" to "Graphisads Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on December 15, 2022 and had obtained fresh certificate of incorporation dated January 03, 2023 issued by the Registrar of Companies, Delhi. The CIN of the Company is U35999DL1987PLC029334. For details pertaining to the changes of name of our company and change in the registered office, please refer to the chapter titled "History and Certain Corporate Matters" beginning on page no. 113 of the Prospectus.

Registered Office: Registered Office: 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002 India Tel. No.: +91 98712 76731;
Email: cs@graphisads.com; **Website:** www.graphisads.com **Contact Person:** Mr. Shobharam Dhama, Company Secretary & Compliance Officer

Our Promoters: MR. MUKESH KUMAR GUPTA, MR. ALOK MUKESH GUPTA AND MRS. PADMA MUKESH GUPTA

"The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the Equity Shares are proposed to be listed on the Emerge Platform of National Stock Exchange of India. ("NSE")."

THE ISSUE

INITIAL PUBLIC ISSUE OF 48,12,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF GRAPHISADS LIMITED ("OUR COMPANY") OR "THE ISSUER COMPANY") FOR CASH AT A PRICE RS. 111/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS.101/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 5341.32 LAKHS ("THE ISSUE"), OUT OF WHICH 2,42,400 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR A CASH PRICE OF RS. 111/- PER EQUITY SHARE, AGGREGATING TO RS. 269.06 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 45,69,600 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 111/- PER EQUITY SHARE AGGREGATING TO RS. 5072.26 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.33 % AND 25.00 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 238 OF THIS PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/-

AND THE ISSUE PRICE OF ₹ 111.00 IS 11.10 TIMES OF THE FACE VALUE

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED, IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN OFFER FOR AT LEAST 25% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER IS A FIXED PRICE OFFER AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE No. 246 OF THE PROSPECTUS.

FIXED PRICE ISSUE AT RS. 111/- PER EQUITY SHARE

MINIMUM APPLICATION SIZE OF 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER

RISK TO INVESTORS:

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

Sr. No.	Name of the Promoters	Average cost of Acquisition (in Rs.)
1.	Mr. Mukesh Kumar Gupta	4.99
2.	Mr. Alok Mukesh Gupta	2.25
3.	Mrs. Padma Mukesh Gupta	5.56

3. Weighted average cost of acquisition:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Issue Price (₹ 111/- per Equity Share)
Weighted average cost of acquisition of primary / new issue of shares.	0.00	0.00
Weighted average cost of acquisition for secondary sale / acquisition of shares.	N.A.	N.A.

There was no secondary sale/acquisition (exceeding 5% of pre issue capital) of shares in last 18 months of the date of Prospectus

Investors are required to refer section Investors are required to refer section titled "Risk Factors" on page 20 of the Prospectus.

The Lead Manager associated with the Offer have handled 20 SME public issues and 1 Main Board public issue during the current financial year and three financial years preceding the current Financial Year, out of which 5 SME public issues closed below the issue price on the listing date.

ISSUE

OPENS ON: NOVEMBER 30, 2023; THURSDAY

CLOSES ON: DECEMBER 05, 2023; TUESDAY

ASBA*

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

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

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

UPI

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

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

ASBA has to be availed by all the investors except anchor investors. UPI maybe availed by (i) Retail Individual Investors applying in the Retail Portion, and (ii) Individual Non-Institutional Investors applying with an application size of up to Rs.500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 246 of the Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the website of National Stock Exchange of India Limited and in the General Information Document. ASBA Application forms can be downloaded from the website of the Stock Exchange and can be obtained from the list of banks that is available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. **List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to www.sebi.gov.in. Investors applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34) respectively, as updated from time to time. AXIS Bank Limited has been appointed as Sponsor Bank for the Issue. For Issue related grievance investors may contact: First Overseas Capital Limited, Mrs. Hemali Solanki / Ms. Shreya Jhavar, Tel: +91 - 22 - 4050999, E-mail: mb@focl.in. For UPI related queries, investors can contact NPCI at the toll-free number: 18001201740 and Mail Id: ipc.upi@npci.org.in; Axis Bank Limited at Tel: +91 9619698042 and Email: fort.branchhead@axis.com; and the Registrar to the Issue at Tel: +91406716 2222 and E-inward.ris@kfintech.com. All Investors shall participate in this Issue only through the ASBA process. For details in this regard, specific attention is invited to "Issue Procedure" on page 246 of the Prospectus. Applicants should ensure that DP ID, PAN, UPI ID (if applicable, in case of investor applying through UPI mechanism) and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondences related to the Issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants sole risk.

PROPOSED LISTING: The Equity Shares offered through this Prospectus are proposed to be listed on the Emerge Platform of NSE. In terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an In-Principle Approval letter dated November 08, 2023 from NSE Limited for using its name in this Offer Document for listing our shares on Emerge Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be the Emerge Platform of NSE.

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Prospectus was not filed with and the SEBI shall not issue any observation on Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" on page 226 of the Prospectus.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by NSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of the NSE" on page 229 of the Prospectus.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by SEBI nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 20 of the Prospectus.

BASIS OF ISSUE PRICE: The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in chapter "Basis for Issue Price" on page 73 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 20 and 141 respectively of the Prospectus. The Audit Committees at a meeting recommended the Price noting that the Price is justified based on quantitative factors and key financial and operational performance indicators ("KPIs") disclosed in "Basis for Issue Price" section vis-à-vis the WACA of primary issuances /secondary transactions disclosed in the "Basis for Issue Price" section.

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: Main Objects as per MoA of our Company: For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 113 of the Prospectus and Clause III(A) of the Memorandum of Association of our Company. The MoA is a material document for inspection in relation to the Issue.

PRECAUTIONARY NOTICE TO INVESTORS:

Investors are advised to read the Prospectus including the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risk factors on page no. 20 involved. Specific attention of the investors is invited to THAT ANY News/Advertisements/ SMS/ Messages/ Articles and Videos, if any, being circulated in the digital media and/or print media, speculating about the investment opportunity in our Company's issue and about equity shares of our Company being available at premium and/or discount to the Issue price ("Message") during the issue period IS AND/OR WILL NOT AND/OR has not been issued by our Company or any of our Directors, Key Managerial Personnel, Promoters, Promoter Group or Group Companies. ANY SUCH MESSAGE IN circulation is misleading & fraudulent advertisement and issued by a third party to sabotage the IPO, our Company or any of our Directors, Key Managerial Personnel, Promoters, Promoter Group or Group Companies and the intermediaries are not involved in any manner whatsoever.

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

Amount of Share Capital of our Company and Capital Structure: The authorised, issued, subscribed and paid-up Equity Share capital of the Company as on the date of the Prospectus is as follows: Authorised Share Capital of Rs.20,00,00,000 divided into 2,00,00,000 Equity Shares of Rs.10/- each. For details of the share capital and capital structure of the Company see "Capital Structure" on page 52 of the Prospectus.

Name of the Signatories to the MOA of the Company and the number of Equity Shares held by them:

Original signatories			Current promoters		
Name of Promoters	Face Value (Rs.)	No. of Shares	Name of Promoters	Face Value (Rs.)	No. of Shares
Mr. Ved Paul	10	100	Mr. Mukesh Kumar Gupta	10	79,38,000
Mrs. Sharda Sachdev	10	100	Mr. Alok Mukesh Gupta	10	27,13,900
			Mrs. Padma Mukesh Gupta	10	21,05,500

LEAD MANAGER TO THE ISSUE



FIRST OVERSEAS CAPITAL LIMITED
Registered Office: 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai - 400 001, Maharashtra, India.
Tel No.: +91 22 4050 9999 Email: mb@focl.in
Investor Grievance Email: investorcomplaints@focl.in
Website: www.focl.in
SEBI Registration No.: INM000003671
Contact Person: Mrs. Hemali Solanki / Ms. Shreya Jhavar

REGISTRAR TO THE ISSUE



KFIN TECHNOLOGIES LIMITED
Registered Office: Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Telangana, India
Tel. No.: +91 40 6716 2222
Email: graphisads.ip@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
SEBI Registration No.: INR000000221
Contact Person: Mr. M Murali Krishna

COMPANY SECRETARY AND COMPLIANCE OFFICER



Mr. Shobharam Dhama,
Company Secretary and Compliance Officer.
Registered Office: 4/24 A, AB House, Asaf Ali Road, Near Delhi Gate, New Delhi- 110002 India Tel: +91 9871276731
Email id: cs@graphisads.com

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

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

AVAILABILITY OF APPLICATION FORMS: Application Form can be obtained from the Registered Office of Company, Graphisads Limited, Tel. No +91 9871276731; Office of Lead Manager First Overseas Capital Limited: Email: mb@focl.in, Tel No.: +91-22-40509999; Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDP Locations for participating in the Issue. Application Forms will also be available on the websites of the Stock Exchange and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchange and SEBI.

BANKER TO ISSUE & SPONSOR BANK: Axis Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated November 21, 2023

For GRAPHISADS LIMITED

On behalf of the Board of Directors

Sd/-

Mr. Mukesh Kumar Gupta

Managing Director

DIN:00093322

Date: 23-11-2023

Place: Delhi

Graphisads Limited is proposing, subject to market conditions and other considerations, public issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Delhi. The Prospectus is available on the website of the Lead Manager at www.focl.in the website of the National Stock Exchange of India Limited i.e. www.nseindia.com and website of the Issuer Company at www.graphisads.com

Investor should read the Prospectus carefully, including the Risk Factors on page 20 of the Prospectus before making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.