



(Please scan this QR Code to view the Addendum)



FLAIR WRITING INDUSTRIES LIMITED

Our Company was originally formed and registered as a partnership firm under the Indian Partnership Act, 1932 under the name of 'M/s Flair Writing Instruments' with firm registration number BA-12035, pursuant to a deed of partnership dated January 6, 1986, as amended and supplemented from time to time. Pursuant to the conversion of M/s Flair Writing Instruments under the provisions of Chapter XXI of the Companies Act, 2013, our Company was incorporated as a private limited company on August 2, 2016 at Mumbai, Maharashtra, India as 'Flair Writing Industries Private Limited'. Our Company was then converted into a public limited company and the name of our Company was changed to 'Flair Writing Industries Limited'. A fresh certificate of incorporation dated May 30, 2018 was issued by the Registrar of Companies, Maharashtra at Mumbai (the "RoC"). For further details in relation to changes in the name of our Company, see "History and Certain Corporate Matters" on page 196 of the Draft Red Herring Prospectus dated July 14, 2023 ("DRHP"), filed with Securities and Exchange Board of India ("SEBI") on July 15, 2023.

Registered Office: 63 B/C, Government Industrial Estate, Charkop, Kandivali West, Mumbai - 400 067, Maharashtra, India;

Contact Person: Mr. Vishal Kishor Chanda, Company Secretary and Compliance Officer Tel: +91 22 4203 0405; E-mail: investors@flairpens.com; Website: www.flairworld.in; Corporate Identity Number: U51100MH2016PLC284727

OUR PROMOTERS: MR. KHUBILAL JUGRAJ RATHOD, MR. VIMALCHAND JUGRAJ RATHOD, MR. RAJESH KHUBILAL RATHOD, MR. MOHIT KHUBILAL RATHOD AND MR. SUMIT RATHOD

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF FLAIR WRITING INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹7,450.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹3,650.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹3,800.00 MILLION (THE "OFFER FOR SALE"), COMPRISING UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹760.00 MILLION BY MR. KHUBILAL JUGRAJ RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹570.00 MILLION BY MR. VIMALCHAND JUGRAJ RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹380.00 MILLION BY MR. RAJESH KHUBILAL RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹380.00 MILLION BY MR. MOHIT KHUBILAL RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹380.00 MILLION BY MR. SUMIT RATHOD (COLLECTIVELY REFERRED TO AS THE "PROMOTER SELLING SHAREHOLDERS"), UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹380.00 MILLION BY MRS. NIRMALA KHUBILAL RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹380.00 MILLION BY MRS. MANJULA VIMALCHAND RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹190.00 MILLION BY MRS. SANGITA RAJESH RATHOD, UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹190.00 MILLION BY MRS. SHALINI MOHIT RATHOD AND UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹190.00 MILLION BY MRS. SONAL SUMIT RATHOD (COLLECTIVELY REFERRED TO AS THE "PROMOTER GROUP SELLING SHAREHOLDERS" AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS REFERRED TO AS THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES").

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES THROUGH A PRIVATE PLACEMENT, PREFERENTIAL ISSUE OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S), FOR CASH CONSIDERATION AGGREGATING UP TO ₹730.00 MILLION, AT THE DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND THE PRE-IPO PLACEMENT WILL BE COMPLETED PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(b) OF THE SCRR.

THE FACE VALUE OF THE EQUITY SHARES IS ₹5 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DETERMINED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●], A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

ADDENDUM TO THE DRHP: NOTICE TO INVESTORS (THE "ADDENDUM")

This is with reference to the DRHP filed by the Company with the SEBI and the Stock Exchanges. Potential Bidders may note the following:

At the time of filing of the DRHP, our Company had identified Mr. Khubilal Jugraj Rathod and Mr. Vimalchand Jugraj Rathod as the Promoters of our Company and Mr. Rajesh Khubilal Rathod, Mr. Mohit Khubilal Rathod and Mr. Sumit Rathod were identified as members of the Promoter Group of our Company. Our Company, in consultation with the relevant stakeholders and pursuant to the resolution passed by our Board on September 13, 2023, has now decided to also identify Mr. Rajesh Khubilal Rathod, Mr. Mohit Khubilal Rathod and Mr. Sumit Rathod as Promoters of our Company. Accordingly, all references to the terms "Promoter" and "Promoter Selling Shareholder" in the DRHP will include Mr. Rajesh Khubilal Rathod, Mr. Mohit Khubilal Rathod and Mr. Sumit Rathod, along with Mr. Khubilal Jugraj Rathod and Mr. Vimalchand Jugraj Rathod. As a result, the pre-Offer shareholding of the Promoters and other members of the Promoter Group as of the date of this Addendum, is set out below:

Name of the Shareholder	Pre-Offer	
	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)
Promoters		
Mr. Khubilal Jugraj Rathod ⁽¹⁾	18,677,760	20.00
Mr. Vimalchand Jugraj Rathod ⁽¹⁾	14,008,320	15.00
Mr. Rajesh Khubilal Rathod ⁽¹⁾	9,338,880	10.00
Mr. Mohit Khubilal Rathod ⁽¹⁾	9,338,880	10.00
Mr. Sumit Rathod ⁽¹⁾	9,338,880	10.00
Total (A)	60,702,720	65.00
Promoter Group		
Mrs. Nirmala Khubilal Rathod ⁽¹⁾	9,338,880	10.00
Mrs. Manjula Vimalchand Rathod ⁽¹⁾	9,338,880	10.00
Mrs. Sangita Rajesh Rathod ⁽¹⁾	4,669,440	5.00
Mrs. Shalini Mohit Rathod ⁽¹⁾	4,669,440	5.00
Mrs. Sonal Sumit Rathod ⁽¹⁾	4,669,440	5.00
Total (B)	32,686,080	35.00
Total (A + B)	93,388,800	100.00

⁽¹⁾ Also a Selling Shareholder

Consequently, the additional natural persons and entities forming part of the Promoter Group, pursuant to the addition of Mr. Rajesh Khubilal Rathod, Mr. Mohit Khubilal Rathod and Mr. Sumit Rathod as Promoters, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations, as of the date of this Addendum is set out below:

S. No.	Name of the Individual	Relationship with the Promoters
1.	Mr. Bhushan Dalichand Jain	Father-in-law of Mr. Mohit Khubilal Rathod
2.	Mr. Popalal Fulchand Sundesha	Father-in-law of Mr. Rajesh Khubilal Rathod
3.	Mr. Pradeep Phutarmal Sanghvi	Father-in-law of Mr. Sumit Rathod
4.	Mr. Sameer Pradeep Sanghvi	Brother-in-law of Mr. Sumit Rathod
5.	Mr. Shailesh Popalal Sundesha	Brother-in-law of Mr. Rajesh Khubilal Rathod
6.	Mr. Ranveer Mohit Rathod	Son of Mr. Mohit Khubilal Rathod
7.	Mr. Videsh Bhushan Jain	Brother-in-law of Mr. Mohit Khubilal Rathod
8.	Mr. Yuvaan Mohit Rathod	Son of Mr. Mohit Khubilal Rathod
9.	Ms. Amaira Rajesh Rathod	Daughter of Mr. Rajesh Khubilal Rathod
10.	Ms. Anaya Rajesh Rathod	Daughter of Mr. Rajesh Khubilal Rathod
11.	Ms. Kiemaya Sumit Rathod	Daughter of Mr. Sumit Rathod
12.	Mrs. Kirti Bhushan Jain	Mother-in-law of Mr. Mohit Khubilal Rathod
13.	Ms. Meiraya Sumit Rathod	Daughter of Mr. Sumit Rathod
14.	Mrs. Sharda P. Sundesha	Mother-in-law of Mr. Rajesh Khubilal Rathod
15.	Mrs. Shilpa Sandeep Solanki	Sister-in-law of Mr. Rajesh Khubilal Rathod
16.	Mrs. Urmila Pradeep Sanghvi	Mother-in-law of Mr. Sumit Rathod
17.	Mrs. Vimisha Shailesh Ranka	Sister-in-law of Mr. Mohit Khubilal Rathod

Entities controlled by relatives of the additional Promoters:

- Aristocratic Ventures LLP;
- ASP Infraprojects Private Limited;
- ASP Investment Consultants Private Limited;
- Fulchand & Sons;
- Fulchand Finance Private Limited;
- Popalal Fulchand HUF;
- Sanghvi Clinic;
- Subhshri Developers; and
- Sunshine Landcon Private Limited

It is further clarified that the additional Promoters and members of the Promoter Group are in compliance with Regulation 5 of the SEBI ICDR Regulations, as applicable.

The information in this Addendum supplements and updates the information in the DRHP and the above changes are to be read in conjunction with the DRHP and accordingly, relevant references in the DRHP stand updated pursuant to this Addendum. However, this Addendum does not reflect all the changes that have occurred between the date of filing of the DRHP with the SEBI and the Stock Exchanges and the date hereof, and accordingly, does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. The DRHP including the cover pages and sections titled "Definitions and Abbreviations", "Offer Document Summary", "Risk Factors", "Capital Structure", "Our Business", "Our Promoter and Promoter Group", "Outstanding Litigation and Material Developments" and "Other Regulatory and Statutory Disclosures" beginning on pages 1, 14, 29, 80, 161, 227, 359 and 367 of the DRHP, respectively, will be suitably updated, pursuant to the aforementioned changes, in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges. It is clarified that, other than as disclosed in "Outstanding Litigation and Material Developments—Litigation involving our Directors" and "Outstanding Litigation and Material Developments—Tax proceedings involving our Company, Subsidiaries, Directors and Promoters" on pages 362 and 363 of the DRHP, respectively, Mr. Rajesh Khubilal Rathod, Mr. Mohit Khubilal Rathod and Mr. Sumit Rathod are not involved in any other outstanding legal proceedings. Further, there are no disciplinary actions imposed by the SEBI or the Stock Exchanges against the additional Promoters in the last five Financial Years. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

BOOK RUNNING LEAD MANAGERS	REGISTRAR TO THE OFFER
<p>Nuvama Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)⁽¹⁾ 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India Tel: +91 22 4009 4400 E-mail: flair.ipo2023@nuvama.com Website: www.nuvama.com Investor grievance e-mail: customerservice.mb@nuvama.com Contact person: Mr. Manish Tejwani/Ms. Ayushi Modi SEBI registration no.: INM000013004</p>	<p>AXIS CAPITAL Axis Capital Limited 1st Floor, Axis House, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: fwil.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance e-mail: complaints@axiscap.in Contact person: Mr. Pratik Pednekar SEBI registration no.: INM000012029</p>
	<p>LINK Intime Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India Tel: +91 810 811 4949 E-mail: flairwriting.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance e-mail: flairwriting.ipo@linkintime.co.in Contact person: Ms. Shanti Gopalkrishnan SEBI registration no.: INR000004058</p>

⁽¹⁾ Pursuant to the order dated April 27, 2023 passed by the National Company Law Tribunal, Mumbai Bench, the merchant banking business of Edelweiss Financial Services Limited has demerged and now transferred to Nuvama and therefore, the said merchant banking business is part of Nuvama.

For FLAIR WRITING INDUSTRIES LIMITED
On behalf of the Board of Directors
Sd/-

Place: Mumbai
Date: September 13, 2023

Mr. Vishal Kishor Chanda
Company Secretary and Compliance Officer

FLAIR WRITING INDUSTRIES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP dated July 14, 2023 with SEBI on July 15, 2023. The DRHP is and the Addendum shall be available on the website of SEBI at www.sebi.gov.in, the website of the BSE Limited at www.bseindia.com, the website of NSE at www.nseindia.com, the website of the Company at www.flairworld.in and the websites of the BRLMs, i.e. Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) and Axis Capital Limited at www.nuvama.com and www.axiscapital.co.in, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" of the RHP, when available. Potential investors should not rely on the DRHP and the Addendum filed with the SEBI for making any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales.