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REPO NO LIMITED

Our Company was originally incorporated on February 06, 2017, as a Private Limited Company as "Repono Warehousing Private Limited" under the provisions of the Companies Act, 2013 with the Registrar of Companies, Mumbai. The name of our Company was subsequently changed to "Repono Private Limited" on August 18, 2020 and received a Certificate of Incorporation dated September 10, 2020 from the Registrar of Companies Mumbai. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at Extra - Ordinary General Meeting of our Company held on July 29, 2024 and the name of our Company was changed to "Repono Limited". A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company dated September 23, 2024 was issued by the Central Processing Centre, Haryana. The Corporate Identification Number of our Company is U74999MH2017PLC290217.

Corporate Identification Number: U74999MH2017PLC290217
Registered Office: S-Wing, 3rd Floor, Office No. 3061, Plot No 03, Akshar Business Park, Vashi, Navi Mumbai, Sanpada, Thane, Thane, Maharashtra, India, 400703
Contact No.: 022-40148290 **Email Id:** info@repono.in **Website:** https://repono.in/ **Contact Person:** Mr. Mistry Jinesh Deepakkumar, Company Secretary and Compliance Officer

THE PROMOTERS OF OUR COMPANY ARE MR. DIBYENDU DEEPAK AND MR. SANKALPA BHATTACHERJEE

PUBLIC ISSUE OF 27,79,200 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH (THE "EQUITY SHARES").
DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION - Not Applicable as the entire issue constitutes fresh issue of equity shares.

PRICE BAND: ₹ 91.00 to ₹ 95.00 PER EQUITY SHARE OF FACE VALUE OF ₹10.00 EACH

THE FLOOR PRICE IS 9.1 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 9.5 TIMES THE FACE VALUE OF THE EQUITY SHARES.
THE PRICE TO EARNING RATIO BASED ON BASIS & DILUTED EPS FOR FY 2024-25 AT THE FLOOR PRICE IS 13.24 TIMES AND AT THE CAP PRICE IS 13.82 TIMES.
BIDS CAN BE MADE FOR A MINIMUM OF 2 Lot of 1,200 EQUITY SHARES AND IN MULTIPLES OF 1,200 EQUITY SHARES THEREAFTER.

ISSUE PROGRAMME

ANCHOR BID OPENS ON: FRIDAY, JULY 25, 2025

ISSUE OPENS ON: MONDAY, JULY 28 2025 | ISSUE CLOSES ON: WEDNESDAY, JULY 30, 2025

We provide a 360-degree solution for the storage of critical petroleum products. We provide our clients consultancy, engineering, Operation and Maintenance (O&M) and value-added logistics services. We serve some of the top Oil and Petrochemical Companies in India. The Company has been recognised as one of the leading service providers for the warehousing and oil terminating sector in India. We provide regular consulting services to a large German petrochemical Company, is the world's largest FFS machinery supplier.

"THE ISSUE IS BEING MADE THROUGH BOOK BUILDING PROCESS, 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 SME PLATFORM OF BSE LIMITED."

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON SME PLATFORM OF BSE LIMITED. FOR THE PURPOSE OF THE ISSUE, THE DESIGNATED STOCK EXCHANGE SHALL BE BSE.

ALLOCATION OF THE ISSUE	
QIB PORTION	NOT MORE THAN 50.00% OF THE NET ISSUE
RETAIL PORTION	NOT LESS THAN 35.00% OF THE NET ISSUE
NON-INSTITUTIONAL PORTION	NOT LESS THAN 15.00% OF THE NET ISSUE

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE ISSUE, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

The price band is justified based on the qualitative factors, quantitative factors and KPIs disclosed in the chapter title "Basis for Issue Price" beginning on page 102 of the Red Herring Prospectus.

RISKS TO INVESTORS

Risk to Investors summary description of key risk factors based on materiality:

- Our revenues majorly depend on the projects tendered by the Government Departments. Our performance could be affected in case our competitors participate with lower bid value or projects not awarded to us.
- The Company is dependent on a few numbers of customers for revenue from operation. The loss of any of these large customers may affect our revenues and profitability.
- We highly depend on our few key suppliers. Our Company has not entered into long-term agreements with its suppliers. In the event we are unable to procure adequate services at competitive prices our business, results of operations and financial condition may be adversely affected.
- There are outstanding legal proceedings involving our Company, our Directors, our Promoters and Promoter Group. Any adverse decisions could impact our cashflows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and have an adverse effect on our business, prospects, results of operations and financial condition.
- Our owned and leased premises including where our warehouses are located are susceptible to operating risks. Moreover, if some of these leases are terminated or not renewed on favourable terms, or at all, our business, financial condition, results of operations and cash flows could be adversely affected.
- We have experienced negative cash flows in the past
- Our revenues are highly dependent on our operations in the geographical region of the state of Karnataka, Punjab and Gujarat. Any adverse development affecting our operations in this region could have an adverse impact on our business, financial condition and results of operations
- Our cargo handling business and our express logistics business require an efficient transportation network and as such, any inadequacies in reliable transportation infrastructure may have an adverse effect on our business, results of operations and financial condition.
- Our Group Company is engaged in the same line of business similar as our Company. We cannot assure that our Promoter will not favour the interests of that company over our interest or that the said entities will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company
- Our success depends heavily upon our Promoters, Directors Key Managerial Personnel and Senior Managerial Personnel for their continuing services, strategic guidance and financial support. Our success depends heavily upon the continuing services of Promoters, Directors, Key Managerial Personnel and Senior Managerial Personnel who are the natural person in control of our Company

BASIS FOR ISSUE PRICE

The "Basis for Issue Price" on page 102 of the offer document has been updated with the above price band (i.e. Floor Price of ₹ 91 and Cap Price of ₹ 95). Please refer to the website of the BRLM for the "Basis for Issue Price" updated with the above price band. You can scan the QR code given on the first page of this Advertisement for the chapter titled "Basis for Issue Price" on page 102 of Red Herring Prospectus.

Investor should read offer documents carefully, including the risk factors on page 31 of the offer documents before making any investment decision.

Details of suitable ratios of the company and its peer group for the latest full financial year:

Name of the Company	CMP (₹)*	Basic & Diluted EPS	RONW (%)**	P/E Ratio *	NAV (₹ per share)**	Face value (₹ per share)	Total Income (₹ in lakhs)	Market Cap (₹ in lakhs)*
Repono Limited	91.00	6.87	36.21%	N.A.	18.96	10	5,159.41	910.00
Peer-Group#								
Aarvi Encon Limited	110.75	0.92	7.22%	16.12	72.30	10	46,712.29	1,78,529.00
Aegis Logistics Limited	810.00	1.87	18.91%	40.08	79.68	1	3,23,755.00	28,43,100.00
TVS Supply Chain Solutions Limited	131.87	0.25	2.64%	-	59.75	1	20,13,550.00	5,71,770.00

Source: All the financial information for listed industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2024, as available on the websites of the NSE and BSE.

*CMP & P/E ratio, Market Capitalisation taken as available on the websites of the NSE and BSE for the date May 27, 2025

**RONW and NAV per share taken as on March 2025.

Rest Other data is taken from the Financials Results for the Period ended March, 2025 of Peer company available on BSE and NSE.

The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024.

1. Weighted average return on net worth for the last 3 FYs, and return on net worth for period ended March 31, 2025:

As per Restated Financial Statements

Year ended	RoNW (%)	Weight
March 31, 2025	36.21%	3
March 31, 2024	46.11%	2
March 31, 2023	10.69%	1
Weighted average	35.26%	

Note: Return on Net Worth (%) = Profit for the year / Net Worth at the end of the year.

2. Disclosures as per clause (9)(K)(4) of Part A to Schedule VI:

1) Primary Transactions:

Our Company has issued any Equity Shares or convertible securities, excluding shares issued under ESOP and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days except the following:

Date of Allotment	No. of equity shares allotted	Face Value (in ₹)	Issue Price (in ₹)	Nature/ Reasons for allotment	Nature of Consideration	Total Consideration (₹ in lakhs)
Sankalpa Bhattacharjee						
NA	NA	NA	NA	NA	NA	NA
Dibyendu Deepak						
NA	NA	NA	NA	NA	NA	NA
Weighted Average cost of acquisition (WACA) per share for primary transactions NA						

2) Secondary Acquisition:

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities including Right Issue, where our Promoters, members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this DRHP, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no such transactions to report to under (b) therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoters / members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is not applicable since our Promoters / members of our Promoter Group or shareholder(s) are not having the right to nominate director(s) in the Board of our Company.

Past Transactions	Weighted average cost of acquisition	Floor Price ₹91.00	Cap Price ₹ 95.00
Weighted average cost of acquisition (WACA) of Primary issuances	NA	NA	NA
Weighted average cost of acquisition (WACA) of secondary transactions	NA	NA	NA

Since there were no secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this certificate, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions where Promoters /Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this certificate irrespective of the size of the transaction

Based on Primary Transactions	NA	NA	NA
Based on Secondary Transactions	NA	NA	NA

The above details related to WACA have been certified by M/s. Manish Chandak & Associates., Chartered Accountant, the statutory auditors of our Company pursuant to their certificate dated May 26, 2025.

ADDITIONAL INFORMATION FOR INVESTORS:

- Details of proposed /undertaken pre-issue placements from the RHP filing date** - Our Company does not contemplate any issuance or placement of Equity Shares from the date of the Red Herring Prospectus till the listing of the Equity Shares
- Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the company by promoter(s) and promoter group(s) from the RHP filing date** - Our promoter(s) and promoter group(s) have not undertaken any transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the company from the RHP filing date.

3. Pre Issue Shareholding of Promoter / Promoter Group and Additional Top 10 Shareholders of the Company:

S. No.	Pre-Issue shareholding as at the date of Advertisement			Post-Issue shareholding as at Allotment			
	Shareholders	Number of Equity Shares	Share holding (in %)	At the lower end of the price band (₹ 91)		At the upper end of the price band (₹ 95)	
				Number of Equity Shares	Share holding (in %)	Number of Equity Shares	Share holding (in %)
Promoters							
1.	Mr. Sankalpa Bhattacharjee	3713250	49.51	3713250	36.12	3713250	36.12
2.	Mr. Dibyendu Deepak	3698250	49.31	3698250	35.98	3698250	35.98
Promoter Group							
3.	Ms. Taruna Deepak	37500	0.50	37500	0.36	37500	0.36
Additional shareholders							
4.	Mr. Rajat Sharma	6,000	0.08	6,000	0.06	6,000	0.06
5.	Mr. Boota Singh	6,000	0.08	6,000	0.06	6,000	0.06
6.	Mr. Amit Gupta	9,000	0.12	9,000	0.09	9,000	0.09
7.	Mr. Pramod Shrimant Salunke	9,000	0.12	9,000	0.09	9,000	0.09
8.	Mr. Mukesh Girdhar Thakur	6,000	0.08	6,000	0.06	6,000	0.06
9.	Mrs. Anuradha Pandey	15,000	0.2	15,000	0.15	15,000	0.15

Notes:

- Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.
- Assuming full subscription in the Issue (fresh issue). The post-issue shareholding details as at allotment will be based on the actual subscription and the final Issue price and updated in the prospectus, subject to finalization of the basis of allotment. Also, this table assumes there is no transfer of shares by these shareholders before the date of the advertisement and allotment (if any such transfers occur prior to the date of prospectus, it will be updated in the shareholding pattern in the prospectus).

INDICATIVE TIMELINES FOR THE ISSUE

Sequence of Activities	Listing within T+3 days (T is Issue Closing Date)
Application Submission by Investors	Electronic Applications (Online ASBA through 3-in-1 accounts) – Upto 4 pm on T Day. Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA etc) – Upto 5 pm on T Day. Electronic Applications (Syndicate Non-Retail, Non-Individual Applications) – Upto 3 pm on T Day. Physical Applications (Bank ASBA) – Upto 1 pm on T Day. Physical Applications (Syndicate Non-Retail, Non- Individual Applications of QIBs and NII) – Upto 12 pm on T Day and Syndicate members shall transfer such applications to banks before 1 pm on T Day
Bid Modification	From Issue opening date up to 5 pm on T Day
Validation of bid details with depositories	From Issue opening date up to 5 pm on T Day
Reconciliation of UPI mandate transactions (Based on the guidelines issued by NPCI from time to time): Among Stock Exchanges – Sponsor Banks – NPCI and NPCI – PSPs/TPAPs** – Issuer Banks; Reporting formats of bid information, UPI analysis report and compliance timelines.	On Daily basis Merchant Bankers to submit to SEBI, sought as and when.
UPI Mandate acceptance time	T day – 5 pm
Issue Closure	T day – 4 pm for QIB and NII categories T day – 5 pm for Retail and other reserved categories
Third party check on UPI applications	On daily basis and to be completed before 9:30 AM on T+1 day.
Third party check on Non-UPI applications	On daily basis and to be completed before 1 pm on T+1 day.
Submission of final certificates: -For UPI from Sponsor Bank -For Bank ASBA, from all SCSBs -For syndicate ASBA	UPI ASBA – Before 09:30 pm on T Day. All SCSBs for Direct ASBA – Before 07:30 pm on T Day Syndicate ASBA - Before 07:30 pm on T Day
Finalization of rejections and completion of basis	Before 6 pm on T+1 day.
Approval of basis by Stock Exchange	Before 9 pm on T+1 day.
Issuance of fund transfer instructions in separate files for debit and unblock. For Bank ASBA and Online ASBA – To all SCSBs For UPI ASBA – To Sponsor Bank	Initiation not later than 09:30 am on T+2 day ; Completion before 2 pm on T+2 day for fund transfer; Completion before 4 pm on T+2 day for unblocking.
Corporate action execution for credit of shares	Initiation before 2 pm on T+2 day Completion before 6 pm on T+2 day
Filing of listing application with Stock Exchanges and issuance of trading notice	Before 7:30 pm on T+2 day
Publish allotment advertisement	On website of Issuer, Merchant Banker and RTI - before 9 pm on T+2 day. In newspapers – On T+3 day but not later than T+4 day
Trading starts	T+3 day

ASBA *	Simple, Safe, Smart way of Application - Make use of it!!!!	*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below.	Mandatory in public issue. No cheque will be accepted.
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UPI - Now Mandatory in ASBA for Retail Individual Investors (RIIs) Investors are required to ensure that the Bank Account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying through Registered Brokers, DPs and RTAs. RIIs also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section "Issue Procedure" beginning on page 237 of the Prospectus. The process is also available on the website of Lead Manager to the Issue, and the website of Bombay Stock Exchange of India Limited ("BSE") and in General Information Document for investing in the Public Issue ("GID"). ASBA Application Forms can be downloaded from the website of Bombay Stock Exchange of India Limited ("BSE") and can be obtained from the list of banks that is displayed on the website of the 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 the link www.sebi.gov.in.
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ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date	Monday, July 28, 2025
Bid/Issue Closing Date	Wednesday, July 30, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Thursday, July 31, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Friday, August 01, 2025
Credit of Equity Shares to Demat accounts of Allottees	On or before Friday, August 01, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Monday, August 04, 2025

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of the company, please see the section "History and Certain Corporate Matters" on page 149 of the Red Herring Prospectus. The Memorandum of Association of the company is a material document for inspection in relation to the issue. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 331 of the Red Herring Prospectus.

LIABILITY OF THE MEMBERS OF THE COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: As on the date of this RHP, the authorized share capital of the Company is ₹ 1150.00 Lakhs divided into 1,15,00,000 equity shares of face value of ₹ 10.00 each. The issued, subscribed and paid-up share capital of the Company is ₹ 750.00 Lakhs divided into 75,00,000 equity shares of face value of ₹ 10.00 each. For details, please see the chapter titled "Capital Structure" beginning on page 68 of the Red Herring Prospectus.

NAMES OF SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:

ORIGINAL SIGNATORIES		
Name of Subscribers	Face Value (₹)	No. of Shares
Mr. Sankalpa Bhattacharjee	10.00	3,333
Mr. Dharmendra Pratap Singh	10.00	3,333
Mr. Dibyendu Deepak	10.00	3,334

LISTING: The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on the BSE Limited ("BSE SME"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle approval letter dated March 07, 2025 from BSE Limited for using its name in this Red Herring Prospectus for listing of our shares on the BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be BSE Limited.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): "SEBI only gives its observations on the draft offer document and this does not constitute approval of either the issue or the specified securities stated in the offer document."

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