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ABRIDGED PROSPECTUS
Dated: April 28, 2026
Please read Section 26 and 32 of the
Companies Act, 2013
100% Book Built Offer

RECODE STUDIOS LIMITED

CIN: U74999PB2021PLC053619

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
R-89, Phase V, Focal Point, Ludhiana, Punjab, India - 141010	Mukta Ahuja Company Secretary and Compliance Officer	E-mail: info@recodestudios.com Tel No: 0161- 4752672	Website: www.shop.recodestudios.com

PROMOTERS OF THE COMPANY	Dheeraj Bansal, Rahul Sachdeva, Shelly Bansal, Shalini Trehan, Preeti Trehan and Karan Bansal.
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DETAILS OF THE OFFER				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL OFFER SIZE (IN ₹ LAKHS)	ELIGIBILITY
Fresh Issue & OFS	Up to 25,03,200 Equity Shares aggregating to ₹ [●] Lakhs	Up to 3,19,200 Equity Shares aggregating to ₹ [●] Lakhs	Up to 28,22,400, Equity shares aggregating to ₹ [●] Lakhs.	This Offer is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE			
Name of the Selling Shareholder	Category of Shareholder	No of Shares Offered	Weighted average cost of acquisition (in Rs. Per Equity Share)
Rahul Sachdeva	Promoter	1,06,400 Equity Shares aggregating up to ₹ [●] Lakhs.	Nil
Karan Bansal	Promoter	1,06,400 Equity Shares aggregating up to ₹ [●] Lakhs.	Nil
Preeti Trehan	Promoter	1,06,400 Equity Shares aggregating up to ₹ [●] Lakhs.	Nil

RISK IN RELATION TO THE FIRST OFFER

This being the first offer of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, 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 106 of the RHP should not be considered 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 nor 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 this 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 issued 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 Red Herring Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 20 of the Red Herring Prospectus.

ISSUER & PROMOTER SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Promoter Selling Shareholder in this Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Promoter Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Promoter Selling Shareholder, in this Red Herring Prospectus.

LISTING

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of BSE (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated February 16, 2026 from BSE (BSE SME) for using its name in the Offer Document. For the purpose of this Offer, the Designated Stock Exchange will be the BSE Limited (“BSE”).

BOOK RUNNING LEAD MANAGER TO THE OFFER		
Name and Logo	Contact Person	Email & Telephone
 Seren Capital Private Limited	Akun Goyal/Akshita Agarwal	Email: info@serencapital.in Tel. No.: +91- 22- 46011058

REGISTRAR TO THE OFFER		
Name and Logo	Contact Person	Email & Telephone
 Mudra RTA Ventures Private Limited	Akshay Tanwar	Email: ipo@mudrarta.com Tel. No.: +91-9958808069

BID/OFFER PERIOD		
ANCHOR PORTION OFFER OPENS/CLOSES ON: MONDAY, MAY 04, 2026*	BID/OFFER OPENS ON: TUESDAY, MAY 05, 2026	BID/OFFER CLOSES ON: THURSDAY, MAY 07, 2026**

*The Company and the Promoter Selling Shareholders may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

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

SUMMARY OF THE PRIMARY BUSINESS

We are a beauty and personal care (“BPC”) company operating in the beauty, cosmetics and personal care segment in India. Our business primarily involves the branding, procurement and distribution of beauty and personal care products under the “Recode” brand. We operate through an omnichannel distribution network, which comprises Company-Owned Company-Operated (“COCO”) retail stores, Franchisee-Owned Franchisee-Operated (“FOFO”) stores, third-party e-commerce platforms and our proprietary website and mobile application.

We offer a diversified portfolio of products across make-up, skincare, body care and beauty accessories, catering to a wide range of consumer preferences and usage occasions. As of the date of this DRHP, our Company offers approximately 350+ Stock Keeping Units (“SKUs”) across multiple categories and price points. Our product portfolio includes face make-up, eye make-up, lip make-up, face and body care products and beauty accessories.

The following table presents the details of each revenue source along with its share in total revenue for the periods indicated:

(Rs. in lakhs)

Particulars	F. Y 2022-23	% of Net Sales of Products	F.Y 2023-24	% of Net Sales of Products	F. Y 2024-25	% of Net Sales of Products	Apr.'25- Dec.'25	% of Net Sales of Products
Sales - COCO Stores	-	0.00%	31.39	0.93%	86.96	1.86%	51.35	0.92%
Sales - FOFO Stores	80.31	4.08%	331.69	11.17%	1,095.87	23.47%	1327.17	23.90%
Online Sales*	867.82	44.14%	1,223.32	36.36%	2,001.60	42.86%	2,484.40	44.75%
Sales – B2B**	1,018.03	51.78%	1,777.80	51.53%	1,485.61	31.81%	1689.39	30.43%
Total Net Sale of Products	1,966.16	100.00%	3,364.20	100.00%	4,670.04	100.00%	5,552.30	100%

*Includes sales from our own website, mobile application and third-party e-commerce platforms.

** Includes sales made to institutional customers, retailers, makeup artists, influencers, and others, who may further sell the products to end consumers.

STATE-WISE REVENUE ACROSS INDIA

(Rs. In Lakhs, unless otherwise stated)

Particulars	F.Y 22-23	% of Revenue from Operation	F.Y 23-24	% of Revenue from Operation	F.Y 24-25	% of Revenue from Operation	April 25' – December '25	% of Revenue from Operation
North Zone	1,320.79	59.02	1,702.51	46.24	1,924.13	40.26	1,922.39	33.50
West Zone	523.68	23.40	836.39	22.72	980.06	20.50	1,303.62	22.71
East Zone	127.30	5.69	545.40	14.81	1,056.25	22.10	1,526.23	26.59
South Zone	96.45	4.31	373.39	10.14	561.07	11.74	622.24	10.84
Central Zone	169.64	7.58	224.27	6.09	258.29	5.40	364.82	6.36
Total % of Revenue of Operations	2,237.85	100.00	3,681.95	100.00	4,779.81	100.00	5,739.30	100.00

1. North Zone includes Jammu and Kashmir, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi, Uttar Pradesh and Ladakh.

2. West Zone includes Rajasthan, Gujarat, Dadra and Nagar Haveli and Daman and Diu, Maharashtra and Goa.

3. East Zone includes Sikkim, Arunachal Pradesh, Nagaland, Manipur, Mizoram, Tripura, Meghalaya, Assam, West Bengal, Jharkhand, Bihar and Odisha.

4. South Zone includes Karnataka, Kerala, Tamil Nadu, Puducherry, Andaman and Nicobar Islands, Telangana and Andhra Pradesh.

5. Central Zone includes Madhya Pradesh, Chhattisgarh.

* “For the purposes of this disclosure, North-Eastern states have been included under the Eastern region.”

Revenue from our top 10 customers is as given below:

(Rs. In Lakhs, unless otherwise stated)

Particular	December 31, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 10 Customers*	2186.60	39.38%	1851.53	39.65%	863.33	25.66%	459.61	23.37%

*The customers may vary across the fiscal/relevant period.

KEY OPERATIONAL FACILITIES

Registered Office	R-89, Phase V, Focal Point, Ludhiana, Punjab, India-141010.
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BUSINESS STRENGTHS AND STRATEGIES

STRENGTH

1. Omnichannel presence integrating offline and online platforms
2. COCO and FOFO Retail Network
3. Digital Reach and Online Customer Engagement
4. Led by an Experienced Board of Directors and Management Team

STRATEGIES

1. Franchise-led Expansion of Retail Presence
2. Increasing warehouse capabilities
3. Marketing Initiatives through Digital Platforms and Collaborations
4. Expanding and Updating Product Portfolio

For further details, please refer to the chapter titled “**Our Business**” beginning on page 127 of the Red Herring Prospectus.

SUMMARY OF THE INDUSTRY

The global cosmetics industry continues to witness robust growth driven by increasing consumer focus on personal care, rising disposable incomes, rapid urbanization, and expanding demand from emerging economies. Growing awareness of beauty, wellness, and grooming among both men and women—supported by digital marketing and influencer-led consumption—is reshaping the industry landscape. According to industry estimates, the global cosmetics market was valued at USD 384.64 billion in CY 2024 and is projected to reach USD 645.28 billion by CY 2034, registering a CAGR of 5.31%.

The Indian Cosmetics industry is estimated at USD 15.19 billion in CY 2024. The sector has demonstrated consistent growth, driven by rising disposable incomes, rapid urbanization, evolving beauty standards, greater awareness of personal grooming, and the increasing preference for premium, natural, and sustainable products. The expanding influence of e-commerce platforms, digital marketing, and social media has further accelerated market penetration, particularly among younger consumers in urban and semi-urban areas.

(Source: Infomerics Analytics & Research)

For further details, please refer to the chapter titled “**Industry Overview**” beginning on page 115 of the Red Herring Prospectus.

PROMOTERS OF THE ISSUER COMPANY

Sr. No.	Name	Individual/Corporate	Experience & Educational Qualification
1.	Dheeraj Bansal	Individual	Dheeraj Bansal is the Promoter, Chairman and Managing Director of our Company and has been associated with the Board since its incorporation. He completed his senior secondary education from the Punjab School Education Board in 1996. He commenced his career with M/s Engineers Trio, a sole proprietorship firm engaged in the business of bicycle parts, owned by his brother, Neeraj Bansal, where he was associated as Production Head from 1997 to 2011. Thereafter in 2012, he was engaged in the trading of bicycle parts in M/s Ace Industries, Ludhiana, as a partner and continued therein as an active partner till 2021. In 2021, he joined our Company as Director. He possesses 24 years of experience in bicycle industry and over 4 years of experience in cosmetics business. He currently oversees procurement, financial operations and corporate governance in our Company.
2.	Rahul Sachdeva	Individual	Rahul Sachdeva is the Promoter, CEO and Whole Time Director of our Company and has been on our Board since incorporation. He has completed Bachelor of Commerce from Punjab University in the year 2007 and a Graduate Diploma in International Business from AIS St. Helens, Auckland, New Zealand in the year 2010. He started his career as Marketing Manager in 2010 in M/s Ace Industries, engaged in bicycle business, and worked there till 2018. Thereafter, in 2018, he along with other partners, entered cosmetics

			business through partnership firm, M/s Lush Looks. In 2021, he joined our Company as Director. He possesses 8 years of experience in bicycle industry and 7 years of experience in cosmetics Industry. He currently oversees sales and marketing operations in our Company.
3.	Shelly Bansal	Individual	Shelly Bansal is the Promoter and Whole-time Director of our Company and has been on board since 2025. She has completed Master of Arts from Punjab University in the year 2001. She possesses 7 years of experience in managing warehouse operations. She has been a partner in Lush looks since 2018 wherein she handled the warehouse operations of cosmetics goods. She joined the company in the year 2021 as Warehouse Head and is responsible for inventory management.
4.	Karan Bansal	Individual	Karan Bansal is the Promoter and CEO and Whole-time Director of our Company and has been on our board since 2024. He completed Bachelor of Mechanical Engineering from Thapar Institute of Engineering and Technology in the year 2022. He was a partner in Trio Engineers from the year 2022 till 2024 where he managed production operations involving procurement of raw materials and supply chain operations of bicycle parts. He has around 2 years of experience in bicycle industry and around 1 year of experience in cosmetics business. He oversees Sales and Marketing and heads the Administration and Human Resource function in our Company.
5.	Shalini Trehan	Individual	Shalini Trehan is the Promoter and Non-Executive Director of our Company and has been on our board since 2025. She has completed Bachelor of Arts from Punjabi University in the year 2001. She possesses 7 years of experience in customer engagement and social media management. She has been a partner in Lush looks since 2018 and oversees customer engagement in respect of product offerings. She joined the company in the year 2021 as Social Media Head and currently oversees Company's presence on social media platforms.
6.	Preeti Trehan	Individual	Preeti Trehan is the Promoter of Our Company. She completed her Bachelor of Arts (General) from Punjab University in the year 2000 and Bachelor of Education from Punjab University in the year 2001. She has approximately 7 years of experience in social media marketing management. Prior to the incorporation of our Company, she was associated with Lush Looks as a Social Media Executive from 2018 to 2020. Presently, she looks after planning, developing marketing strategies and managing social media content across various platforms such as Facebook, Instagram, Twitter and LinkedIn.

For details in respect of our Promoters, please refer to the chapter titled "Our Promoters and Promoter Group" beginning on page 180 of the Red Herring Prospectus.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to 25,03,200 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] Lakhs by our Company and an Offer for Sale of up to 3,19,200 Equity Shares of face value of ₹ 10 each aggregating to up to ₹ [●] Lakhs by the Selling Shareholders.

Details of means of finance – The fund requirements for the object of the Offer is stated as follows:

(Rs. In Lakhs)

S. No.	Particulars	Estimated Amount to be deployed and utilized in F.Y. 26-27	Estimated Amount to be deployed and utilized in F.Y. 27-28
1.	Funding of Capital expenditure towards setup of a new Warehouse Facility	574.20	-
2.	Marketing and Advertisement expenses toward enhancing the awareness and visibility of our brand	540.90	-
3.	Utilization towards working capital requirements	1600.00	350.00
4.	General corporate purposes	[●]	[●]
	Total	[●]	[●]

Our Company proposes to utilize ₹1600.00 lakhs in FY 2026-27 and ₹350.00 lakhs in FY 2027-28 (from April to June-27) of the Net Proceeds towards working capital.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth below:

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1. Funding of Capital expenditure towards setup of a new Warehouse Facility at Ludhiana, Punjab

As part of our growth strategy and to strengthen our backend infrastructure, our Company proposes to set up a new warehouse facility at Plot No. 09, Neechi Mangali, Sub-Tehsil Sahnewal, Tehsil and District Ludhiana, Punjab. The proposal to establish the warehouse facility has been approved by our Board of Directors at its meeting held on December 25, 2025. The proposed warehouse is intended to support our expanding operations by improving inventory management, enabling better segregation and traceability of products, supporting expiry-sensitive stock handling, and facilitating efficient order processing across our omni-channel distribution network, including e-commerce platforms, company-owned outlets and franchisee-operated stores.

The total estimated cost for setting up the Proposed Facility comprises the following:

<i>(Rs. in lakhs)</i>					
S. No	Particulars	Estimated Cost	Funds Deployed from Internal Accruals	Funds to be deployed from Internal Accruals	To be met from Offer Proceeds
1.	Land*	259.25	25.00	-	234.25
2.	Civil Construction Work	339.95	-	-	339.95
3.	Contingency**	28.90	-	28.90	-
	Total Cost	628.10	25.00	28.90	574.20

* For the purpose of setting up the proposed warehouse facility, our Company has entered into a Memorandum of Understanding dated December 5, 2025 ("MOU") in respect of an industrial land parcel admeasuring 1,111 square yards, situated at Plot No. 09, Neechi Mangali, Sub-Tehsil Sahnewal, Tehsil and District Ludhiana, Punjab. As per the terms of the MOU, the total consideration for the said land has been agreed at ₹240.00 lakhs plus stamp duty. The Company has already paid an advance amount of Rs. 25.00 Lakhs, as stipulated in the MoU, out of its internal accruals.

** Our Company has allocated a contingency amount of 5% of the project cost i.e. 28.90 Lakhs to cover potential expenses arising from increases in civil construction costs (if any), land development charges, obtaining permissions and expenses related to furniture, fitout, racks etc. which will be borne through internal accruals

2. Marketing and Advertisement expenses toward enhancing the awareness and visibility of our brand

Given the increasing importance of digital engagement, influencer-led marketing and omni-channel brand presence in the BPC segment, our Company intends to continue investing in marketing and promotional activities to support its growth strategy. Subject to receipt of requisite approvals and in accordance with applicable laws, our Company proposes to utilise an amount of ₹ 540.90 lakhs out of the Net Proceeds of the Offer towards marketing, advertising and promotional expenses, with the objective of enhancing brand awareness, expanding customer reach and supporting the scale-up of our omni-channel operations.

Details of the Company's historical marketing and advertisement expenses are set out below:

<i>(Rs. in lakhs)</i>								
Particulars	FY 2022-23	% of Revenue from Operation	FY 2023-24	% of Revenue from Operation	FY 2024-25	% of Revenue from Operation	April' 2025-December' 2025	% of Revenue from Operation
Marketing and Advertisement Expenses	253.88	11.34%	546.49	14.84%	886.18	18.54%	1,061.04	18.49%
Total	253.88	11.34%	546.49	14.84%	886.18	18.54%	1,061.04	18.49%

3. Utilization towards Working Capital requirements-

With the expansion of the business, Company will be in need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banking facilities and internal accruals. Our Company proposes to utilize ₹ 1600.00 lakhs in FY 2026-27 and ₹350.00 lakhs in FY 2027-28 of the Net Proceeds towards our Company's working capital requirements (as per detail given below). The balance portion of our Company working capital requirement shall be met from the working capital facilities availed from the banks and internal accruals. The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same are mentioned below:

Details of estimation of working capital requirement are as follows:

(Rs. In lakhs)

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Particulars	F.Y 2022-23	F.Y 2023-24	F.Y 2024-25	April'25- Dec'25	F.Y 2025-26	F.Y 2026-27	F.Y 2027-28
	Restated	Restated	Restated	Restated	Provisional	Projected	
Current Assets							
Inventories	562.12	671.27	907.80	1,046.50	1,077.85	1,848.67	2,588.14
Trade receivables	333.06	593.92	808.96	997.94	1,379.11	1,713.66	2,399.12
Short-Term Loans and Advances	222.93	157.67	234.42	351.09	114.48	228.96	343.44
Total Current Assets(A)	1,118.11	1,422.86	1,951.18	2,395.53	2,571.45	3,791.29	5,330.70
Current Liabilities							
Trade Payables	282.39	150.25	411.18	342.30	281.77	507.66	708.83
Other Current Liabilities	62.03	159.29	180.26	276.00	121.18	155.79	218.10
Short-Term Provisions	0.02	9.99	58.35	57.35	36.44	40.08	44.09
Total Current Liabilities(B)	344.44	319.54	649.79	675.65	439.38	703.53	971.02
Total Working Capital Requirement(A-B)	773.66	1,103.33	1,301.39	1,719.89	2,132.06	3,087.76	4,359.68
Funding Pattern:							
From Bank	199.64	510.79	511.06	195.39	325.58	162.79	81.39
Internal Accruals	574.02	592.54	790.32	1,524.50	1,806.49	1,324.97	3,928.28
Net Proceeds from IPO						1,600.00	350.00 **

Assumptions for working capital requirements the following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for the period ended April–December 2025 and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, along with the provisional figures and projections for the financial years ending March 31, 2026, March 31, 2027, and March 31, 2028.

Particulars	F.Y 2022-23	F.Y 2023-24	F.Y 2024-25	Period Apr'25- Dec'25	F.Y 2025-26	F.Y 2026-27	F.Y 2027- 28
Trade Receivables days	54	59	62	48	63	60	60
Trade Payables days	70	29	68	46	32	45	45
Inventory days	92	67	69	50	49	65	65

Trade Receivables	Trade receivable days stood at 54 days as at March 31, 2023, 59 days in FY 2023-24 and 62 days in FY 2024-25 and were at approximately 63 days in FY 2025-26 (Provisional). For the projected periods, trade receivable days of 60 days have been considered for FY 2026-27 and FY 2027-28. The assumptions are based on the Company's prevailing credit policy of up to two months, historical collection trends and expected increase in B2B and marketplace-led sales, which typically operate on standard credit cycles.
Trade Payable	The Company's trade payable days stood at 70 days in FY 2022-23, 29 days in FY 2023-24, and 68 days in FY 2024-25, and are approximately 32 days in FY 2025-26 (Provisional). The lower payable days in FY 2025-26 reflect a temporary acceleration in the payment cycle during the period and do not indicate a structural change in credit terms. On a blended basis, the average trade payable days over the last four years is approximately 49 days, which is broadly in line with the projected level of 45 days for FY 2026-27 and FY 2027-28. Accordingly, the Company expects normalization of payable days to around 45 days going forward, supported by scale-up in operations, improved vendor relationships, and alignment with standard industry credit practices.
Inventories	Inventory holding days were 92 days as at March 31, 2023, 67 days in FY 2023-24, and 69 days in FY 2024-25, and are approximately 49 days in FY 2025-26 (Provisional). The lower inventory days in FY 2025-26 reflect improved inventory management and efficient turnover during the period and are not indicative of a long-term structural shift. On a blended basis, the average inventory holding over the last four years is approximately in the range of 65–70 days, which is broadly aligned with the projected level of 65 days for FY 2026-27 and FY 2027-28. Accordingly, inventory levels are expected to normalise to around these levels going forward, considering the anticipated scale-up in operations, expansion of product portfolio, and wider geographic reach. The projections also factor in maintaining adequate safety stock to ensure continuity of supply, manage procurement lead times, and support timely order fulfilment.

Loans and Advances	Loans and advances primarily comprise advances to suppliers, balances with government authorities and advances to employees. The movement in short-term loans and advances over the years reflects the timing of advance payments and settlements in the normal course of business, rather than a linear growth trend. The projected levels are aligned with the anticipated scale of operations and are expected to support procurement requirements and operational efficiencies, including advance payments to suppliers where commercially required.
Other Current Liabilities	Other current liabilities comprise statutory dues payable, advances from customers, salary payable and expenses payable. The movement in these liabilities is primarily attributable to the timing of statutory payments, customer advances and accrual of expenses in the normal course of business. The projected levels are consistent with the anticipated scale of operations and reflect corresponding increases in operational expenses and business activity, while continuing to be influenced by the timing of payments and accruals.
Short-term provisions	Short-term provisions consist primarily of provisions for income tax and employee-related benefits such as gratuity. The movement in provisions is largely driven by changes in profitability and statutory requirements. The projected increase in short-term provisions is in line with the anticipated growth in the Company's operations and profitability and reflects the corresponding increase in tax liabilities and employee benefit obligations.

4. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

For further details, please refer to the chapter titled “Objects of the Offer” on page 93 of the of the Red Herring Prospectus.

PRE AND POST OFFER SHAREHOLDING OF PROMOTER(S), MEMBERS OF THE PROMOTER GROUP AND TOP 10 SHAREHOLDERS

Name	Pre-Offer		Post Offer	
	Number of Equity Shares of face value of ₹10 each	Percentage of pre-offer Equity Share capital (%)	Number of Equity Shares of face value of ₹10 each	Percentage of post offer Equity Share capital (%)
Promoters (A)				
Dheeraj Bansal	7,43,512	9.13	7,43,512	●
Rahul Sachdeva*	8,93,464	10.97	7,87,013	●
Shelly Bansal	5,46,700	6.72	5,46,700	●
Preeti Trehan*	12,90,212	15.85	11,83,760	●
Shalini Trehan	12,90,993	15.86	12,90,993	●
Karan Bansal*	4,84,220	5.95	3,77,769	●
Sub Total (A)	52,49,101	64.48	49,29,747	●
Promoter Group (B)				
Neeraj Bansal	8,06,773	9.91	8,06,773	●
Saloni Tanwar Sachdeva	5,91,998	7.27	5,91,998	●
Madan Lal Sachdeva	2,95,999	3.64	2,95,999	●
Neelam Sachdeva	2,95,999	3.64	2,95,999	●
Sub Total (B)	19,90,769	24.45	19,90,769	●
Total (A) + (B)	72,39,870	88.93	69,20,516	●

Name	Pre offer		Post-offer shareholding as at Allotment**			
	No. of Equity Shares of face value of ₹10 each	Percentage of pre-offer Equity Share capital (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
			Number of Equity Shares of face value of ₹10 each	Percentage of post offer Equity Share capital (%)	Number of Equity Shares of face value of ₹10 each	Percentage of post offer Equity Share capital (%)
Promoters (A)						
Dheeraj Bansal	7,43,512	9.13	●	●	●	●
Rahul Sachdeva*	8,93,464	10.97	●	●	●	●

Shelly Bansal	5,46,700	6.72	[●]	[●]	[●]	[●]
Preeti Trehan*	12,90,212	15.85	[●]	[●]	[●]	[●]
Shalini Trehan	12,90,993	15.86	[●]	[●]	[●]	[●]
Karan Bansal*	4,84,220	5.95	[●]	[●]	[●]	[●]
Sub Total (A)	52,49,101	64.48	[●]	[●]	[●]	[●]
Promoter Group (B)						
Neeraj Bansal	8,06,773	9.91	[●]	[●]	[●]	[●]
Saloni Tanwar Sachdeva	5,91,998	7.27	[●]	[●]	[●]	[●]
Madan Lal Sachdeva	2,95,999	3.64	[●]	[●]	[●]	[●]
Neelam Sachdeva	2,95,999	3.64	[●]	[●]	[●]	[●]
Sub Total (B)	19,90,769	24.45	[●]	[●]	[●]	[●]
Top 10 shareholders other than the above (C)						
RGSL Investment Fund - RGSL Investment LVF 1	1,85,000	2.27				
Cosmos Prime Projects Limited	1,64,010	2.01	[●]	[●]	[●]	[●]
Gautam Fatehpuria	1,50,830	1.85	[●]	[●]	[●]	[●]
Sanjay Katkar	1,22,617	1.51	[●]	[●]	[●]	[●]
Radhika Jain	81,224	1.00	[●]	[●]	[●]	[●]
Ashok Bahadur	40,612	0.50	[●]	[●]	[●]	[●]
Madhu Mahajan	40,612	0.50	[●]	[●]	[●]	[●]
Sourabh Jain	35,926	0.44	[●]	[●]	[●]	[●]
Rahul Nanjibhai Patel	20,306	0.25	[●]	[●]	[●]	[●]
Annuradha Sikri	16,401	0.20	[●]	[●]	[●]	[●]
Sub Total (C)	8,57,538	10.53	[●]	[●]	[●]	[●]
TOTAL (A+B+C)	80,97,408	99.46	[●]	[●]	[●]	[●]

* Also, a Promoter selling shareholder.

**Subject to completion of the Offer and finalization of the Basis of Allotment. To be included in the Prospectus.

SUMMARY OF RESTATED FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the period ended on December 31, 2025 and financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in Lakhs)

Sr. No	Particulars	For the period/ year ended			
		December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
1	Share capital	814.11	1.04	1.04	1.04
2	Net Worth	1,783.65	877.47	547.18	519.75
3	Revenue	5,739.29	4,779.81	3,681.95	2,237.85
4	EBITDA	1,333.96	612.99	167.05	143.78
5	Profit after tax	906.18	330.29	27.43	69.28
6	Basic Earnings per share	11.13	4.06	0.34	0.88
7	Diluted Earnings per share	11.13	4.06	0.34	0.88
8	Return on Equity	68.11%	46.37%	5.14%	24.55%
9	Net Asset Value per equity share:-	21.91	10.78	6.72	6.62
10	Total borrowings	342.76	756.12	784.97	378.98
11	Cash flow from operating activities	597.30	313.97	(163.62)	(526.67)
12	Cash flow from investing activities	(167.33)	(99.86)	(183.75)	(81.42)
13	Cash flow from financing activities	(467.34)	(148.42)	319.18	612.11

For further details, please refer to the chapter titled "Restated Financial Statements" beginning on page 186 of the Red Herring Prospectus

SUMMARY OF KEY PERFORMANCE INDICATORS

(₹ In Lakhs except percentages and ratios)

Key Performance Indicators	April'25 - December' 25	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations ⁽¹⁾	5,739.29	4,779.81	3,681.95	2,237.85
EBITDA ⁽²⁾	1,333.96	612.99	167.05	143.78
EBITDA Margin ⁽³⁾	23.24%	12.82%	4.54%	6.43%
PAT ⁽⁴⁾	906.18	330.29	27.43	69.28
PAT Margin ⁽⁵⁾	15.79%	6.91%	0.75%	3.10%
RoE (%) ⁽⁶⁾	68.11%	46.37%	5.14%	24.55%
RoCE (%) ⁽⁷⁾	59.85%	34.47%	9.39%	14.28%
Engaged Sessions (in lakhs) ⁽⁸⁾	53.51	59.65	68.90	39.60
Return on Ad Spend (ROAS) (in times) ⁽⁹⁾	5.23 times	5.27 times	6.16 times	7.74 times
Net Worth ⁽¹⁰⁾	1783.65	877.47	547.18	519.75

Notes:

⁽¹⁾ Revenue from operation means revenue from sale of products & services and other operating revenues

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

⁽³⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾ PAT is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

⁽⁶⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Shareholders Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability.

⁽⁸⁾ Engaged Sessions refers to total count of user sessions on our website and/or mobile application during a given period that meet user engagement parameters, such as multiple page views, minimum session duration or completion of specified user actions, as tracked through the analytics systems.

⁽⁹⁾ Return on Ad Spend (ROAS) is calculated as Net sales of Products divided by total Advertisement & Promotion Expense and is represented in times.

⁽¹⁰⁾ Net Worth is calculated as total shareholder's fund

For further details, please refer to the chapter titled "Basis for Offer Price" beginning on page 106 of the Red Herring Prospectus.

RISK FACTORS

The below mentioned risks are the top 10 internal risk factors as per the Red Herring Prospectus:

1. We outsource the manufacturing of all our products to third-party manufacturers and do not own any manufacturing facilities. Our reliance on such third-party manufacturers exposes us to several operational, regulatory and business risks that may adversely affect our operations, financial condition and results of operations.
2. Our business is dependent on the recognition, perception and acceptance of the "Recode" brand, and any damage to our brand reputation could adversely affect our business, results of operations and financial condition.
3. We operate in the beauty, cosmetics and personal care segment in India, which is subject to rapidly changing consumer preferences, and any failure to respond effectively to such changes could adversely affect our business, results of operations and financial condition.
4. Our reliance on online retail channels and third-party e-commerce platforms exposes us to risks relating to platform policies, pricing pressures, customer reviews and rapid amplification of adverse publicity, which could adversely affect our business, results of operations and financial condition.
5. Our limited control over franchise-operated stores may result in inconsistent service quality, regulatory non-compliance and adverse impact on our brand and business.
6. Our dependence on a limited number of third-party manufacturers, and adverse changes in commercial terms, regulatory compliance or operational continuity at such manufacturers, may adversely affect our business, financial condition and results of operations
7. We do not have long-term agreements with our customers, and our revenues are significantly dependent on recurring orders from our B2B and online customers. Any loss or reduction of business from such customers could adversely affect our results of operations and financial condition.
8. Our business is significantly dependent on sales from the Face Make-Up category, and any decline in demand for products in this category could adversely affect our business, financial condition and cash flows.
9. Certain trademarks used by our Company, including trademarks under Class 3 that are central to our cosmetics and personal care business, are subject to objections, oppositions or pending ownership record updates, and any adverse outcome may restrict our ability to use such trademarks and adversely affect our business.

10. We operate in a highly competitive beauty and personal care industry, and increased competition may lead to a reduction in our revenues, reduced profit margins or a loss of market share.

For further details, please refer to the chapter titled “Risk Factors” beginning on page 20 of the Red Herring Prospectus.

THE DETAILS OF WEIGHTED AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTER

PARTICULARS	NUMBER OF EQUITY SHARES HELD AS ON DATE	WEIGHTED AVERAGE COST OF ACQUISITION (“WACA”) PER EQUITY SHARE (IN ₹)*	WACA PER EQUITY SHARES ACQUIRED IN LAST ONE YEAR*
Promoter(s)			
Dheeraj Bansal	7,43,512	0.59	0.58
Rahul Sachdeva	8,93,464	Nil	Nil
Shelly Bansal	5,46,700	Nil	Nil
Preeti Trehan	12,90,212	0.35	0.33
Shalini Trehan	12,90,993	2.29	2.29
Karan Bansal	4,84,220	0.30	0.30

Weighted average cost of acquisition of all shares transacted in the one year and three years preceding the date of offer document.

Period	Weighted Average Cost of Acquisition (in Rs.)	Cap Price (₹[•]) is ‘X’ times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in Rs.)
Last one year preceding the date of the Red Herring Prospectus	11.14	[•]	0- 105500
Last three years preceding the date of the Red Herring Prospectus	14.73	[•]	0- 143550

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Name	Designation (Independent / Whole-Time / Executive / Nominee)
1.	Dheeraj Bansal	Chairman and Managing Director
2.	Karan Bansal	Whole Time Director & CEO
3.	Shelly Bansal	Whole-Time Director
4.	Shalini Trehan	Non-Executive Director
5.	Manoj Kumar	Independent Director
6.	Naveen Gupta	Independent Director
7.	Sarat Kumar Mishra	Independent Director
8.	Narinder Singh	Chief Financial Officer
9.	Mukta Ahuja	Company Secretary and Compliance Officer

For further details, please refer to the chapter titled “Our Management” beginning on page 166 of the Red Herring Prospectus.

AUDITOR QUALIFICATIONS

There are no audit qualifications which have not been given effect in the Restated Financial Statements.

SUMMARY TABLE OF OUTSTANDING LITIGATIONS

A summary of outstanding litigations proceedings involving our Company, Promoters, Directors, KMPs, SMPs and Group Company (to the extent material to our Company) as on the date of the Red Herring Prospectus are as below:

(₹ in lakhs)

S. No.	Name of Entity	Criminal Proceedings	Tax Proceedings	Actions by statutory and regulatory authorities	Aggregate amount involved
1.	Company				
	By the Company	1	-	-	4.03
	Against the Company	-	-	1	Penalty Paid
2.	Promoters				
	By the Promoters	-	-	-	-
	Against the Promoters	-	2	-	1.38*

**Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the authorities concerned, which are unascertainable as on date of this Red Herring Prospectus.*

For further details, please refer to the chapter titled “Outstanding Litigations and Material Developments” beginning on page 266 of the Red Herring Prospectus.

DECLARATION BY THE COMPANY

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